

Registered number: 02686240

***Man Group Holdings Limited***  
**Annual Report and Financial Statements**  
**for the year ended 31 December 2022**

# ***Man Group Holdings Limited***

## **Company Information**

Directors	F A Davidson M R Grew (resigned 23 March 2023) M A Kasper C N Pyper
Company secretary	T I M Cruickshank (resigned 14 January 2022) R E Sharp (appointed 14 January 2022) E A Woods (resigned 14 January 2022, appointed 02 May 2023)
Registered number	02686240
Registered office	Riverbank House 2 Swan Lane London EC4R 3AD United Kingdom
Independent auditor	Deloitte LLP 2 New Street Square London EC4A 3BZ United Kingdom

# ***Man Group Holdings Limited***

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**Strategic Report (continued)**

**For the year ended 31 December 2022**

The directors of Man Group Holdings Limited (the "Company") present their Strategic Report, and the audited financial statements of the Company for the year ended 31 December 2022.

**Principal activities**

During the year there were no significant changes to the principal activities of the Company which consisted of those of an investment holding company.

The results for the year ended 31 December 2022 are set out in the Profit and Loss Account on page 9.

**Key performance indicators**

The Company's profit before tax, and the net assets as at the Balance Sheet date, demonstrate the Company's performance and position.

**Going concern**

After making reasonable enquiries the directors have concluded that there is a reasonable expectation that the Company has and will have adequate resources to continue in operational existence for a period of at least twelve months from the date of approval of the financial statements. Accordingly, the financial statements have been prepared on a going concern basis.

**Principal risks and uncertainties**

The Company operates within a robust risk management framework and the Company's risk profile has not changed materially in the year.

The directors have not identified any market, operational, liquidity and/or climate change risks that are likely to materially impact the performance of the Company in the next year.

The directors will continue to monitor any changes in the operating environment of the Company.

**Section 172(1) statement**

Under the Companies (Miscellaneous Reporting) Regulations 2018, the Company is required to disclose how its directors have had regard to their duties under section 172(1) (a) to (f) of the Companies Act 2006 ("s.172") during the year.

The directors confirm that during the year ended 31 December 2022, they have acted in a way that they consider, in good faith, to be most likely to promote the success of the Company for the benefit of its members as a whole, and in doing so have had regard (amongst other matters) to the matters set out under s.172 including the Company's applicable stakeholders.

The directors are mindful of the Company's purpose and function; its role is that of an investment holding company. The Company seeks to further the Group's overall long-term strategy, while also adhering to the policies and procedures comprising the Group's governance framework, and the directors consider that its stakeholders are largely consistent with those identified at the Group level which are discussed in detail within the Stakeholder Engagement section of the Group's 2022 Annual Report. The following key stakeholders are identified for the Company:

- clients;
- regulators;
- shareholders;
- communities;
- the environment;
- other Group subsidiaries; and
- business partners and suppliers.

The Group's s.172 statement is integrated across the Governance report of the Group's 2022 Annual Report. The 172 statement is also available on the Man Group website at [www.man.com/regulatory-disclosures](http://www.man.com/regulatory-disclosures).

**Strategic Report (continued)**

**For the year ended 31 December 2022**

The Company's Board of directors have the necessary skills and experience required to make decisions on behalf of the Company and identify any potential impacts of their decisions on its stakeholders. The Company's directors make use of the consideration and engagement undertaken at Group level in their decision-making and management of the Company.

The directors of the Company did not approve any principal decisions during the financial year.

**Modern Slavery Statement**

During the year, the directors approved the Modern Slavery and Transparency Statement (the "Statement") on behalf of the Company pursuant to its commitment to preventing modern slavery within the business and its supply chains. The Statement reflects the policies and controls in place at Group level, which are implemented by the Company. The Statement is reviewed annually by the Board of Man Group plc, following which it is also adopted by the Company.

This report was approved by the Board and signed on its behalf.

  
Michael Kasper / Jul 21, 2023 11:01 GMT+1)

M A Kasper  
Director  
Date: 21 July 2023

## **Directors' Report**

### **For the year ended 31 December 2022**

The directors present their report, together with the audited financial statements of Man Group Holdings Limited (the "Company"), for the year ended 31 December 2022.

#### **Dividends**

During the year the Company did not declare or pay any dividends (2021: \$NIL). The directors do not recommend the payment of a final dividend in respect of the year ended 31 December 2022 (2021: \$NIL).

#### **Directors**

The individuals listed within the Company Information section served as directors of the Company for the duration of the year and up to the date of approval of this report, unless otherwise stated.

#### **Qualifying third party indemnity provisions**

During the year the directors benefitted from a qualifying third-party indemnity provision and this remains in force at the date of this report. The indemnity is provided by the Company and covers, to the extent permitted by law, any third-party liabilities which directors may incur as a result of their service on the Board. It also extends to directors of other entities within the Man Group of companies.

#### **Future developments**

The directors do not expect any development in the Company's business in the current year to be significantly different from its present activities.

#### **Financial instruments**

The Company has exposure to market, foreign exchange, liquidity, credit, and interest rate risk. Given the absence of external borrowings for the Company, liquidity risk and interest rate risk are not considered material.

The Company's principal financial assets are amounts due from Group undertakings, and as such, the credit risk is mainly attributable to these balances. The credit risk is monitored on an ongoing basis, and there is currently no exposure to significant credit risk.

#### **Events after the end of the reporting period**

Events affecting the Company which have occurred since 31 December 2022 are disclosed in Note 17 to the financial statements of the Company.

#### **Employees**

The Company has no employees as all staff servicing the Company are employed by another Group subsidiary.

#### **Energy and Carbon Reporting**

Under the Streamlined Energy and Carbon Reporting rules as contained in the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 (as amended) (the "LMCGR"), the Company is required to report on carbon emissions and energy use.

The Company is exempt from the reporting requirements as it consumed less than 40,000kWh of energy during the reporting period (para 20D(7)(a), Part 7A, Schedule 7 LMCGR). Accordingly this disclosure has not been presented.

#### **Auditor**

Deloitte LLP was reappointed as auditor of the Company and the Group for the year ended 31 December 2022. Under section 487(2) of the Companies Act 2006, Deloitte LLP will be deemed to have been reappointed as auditor 28 days after these financial statements were sent to members or 28 days after the latest date prescribed for filing the accounts with the registrar, whichever is earlier.

**Directors' Report (Continued)**  
**For the year ended 31 December 2022**

**Disclosure of information to auditor**

Each of the persons who are directors at the time when this Directors' Report is approved has confirmed that:

- so far as that director is aware, there is no relevant audit information of which the Company's auditor is unaware; and,
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

This report was approved by the Board and signed on its behalf.

  
Michael Kasper (Jul 21, 2023 11:01 GMT+1)

M A Kasper  
Director  
Date: 21 July 2023

**Directors' Responsibilities Statement  
For the year ended 31 December 2022**

The directors are responsible for preparing the Strategic Report, Directors' Report, and financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including Financial Reporting Standard 101 "Reduced Disclosure Framework".

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements; and,
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. The directors have general responsibility for taking reasonable steps to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

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.



## **Independent Auditor's Report to the Members of Man Group Holdings Limited**

### **Report on the audit of the financial statements**

#### **Opinion**

In our opinion the financial statements of Man Group Holdings Limited (the 'Company'):

- give a true and fair view of the state of the Company's affairs as at 31 December 2022 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 101 "Reduced Disclosure Framework"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the Profit and Loss Account;
- the Balance Sheet;
- the Statement of Changes in Equity;
- the related notes 1 to 17

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 "Reduced Disclosure Framework" (United Kingdom Generally Accepted Accounting Practice).

#### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report.

We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the Financial Reporting Council's (the 'FRC's') Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### **Conclusions relating to going concern**

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

#### **Other information**

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the Annual Report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the

## **Independent Auditor's Report to the Members of Man Group Holdings Limited**

work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

### **Responsibilities of directors**

As explained more fully in the Directors' Responsibilities Statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

### **Auditor's responsibilities for the audit of the financial statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditor's report.

### **Extent to which the audit was considered capable of detecting irregularities, including fraud**

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.

We considered the nature of the Company's industry and its control environment, and reviewed the Company's documentation of their policies and procedures relating to fraud and compliance with laws and regulations. We also enquired of management and the directors about their own identification and assessment of the risks of irregularities, including those that are specific to the Company's business sector.

We obtained an understanding of the legal and regulatory frameworks that the Company operates in, and identified the key laws and regulations that:

- had a direct effect on the determination of material amounts and disclosures in the financial statements. These included UK Companies Act 2006 and tax legislation; and
- do not have a direct effect on the financial statements but compliance with which may be fundamental to the Company's ability to operate or to avoid a material penalty.

We discussed among the audit engagement team regarding the opportunities and incentives that may exist within the organisation for fraud and how and where fraud might occur in the financial statements.

As a result of performing the above, we identified the greatest potential for fraud in the following area, and our specific procedures performed to address it are described below:

- Valuation of Impairment in subsidiaries, involves the selection and application of an appropriate valuation methodology and the use of assumptions which require significant management judgement and therefore there is potential for management bias. As such, valuation of Impairment in subsidiaries was considered to be a significant audit risk. To respond to this risk, we evaluated significant inputs to the valuations and agreed these to supporting documentation and challenged management around the material unobservable inputs and assumptions within the valuations.

## **Independent Auditor's Report to the Members of Man Group Holdings Limited**

In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override. In addressing the risk of fraud through management override of controls, we tested the appropriateness of journal entries and other adjustments; assessed whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluated the business rationale of any significant transactions that are unusual or outside the normal course of business.

In addition to the above, our procedures to respond to the risks identified included the following:

- reviewing financial statement disclosures by testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- enquiring of management and legal counsel concerning actual and potential litigation and claims, and instances of non-compliance with laws and regulations; and
- reading minutes of meetings of those charged with governance.

### **Report on other legal and regulatory requirements**

#### **Opinions on other matters prescribed by the Companies Act 2006**

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and the Directors' Report have been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified any material misstatements in the Strategic Report or the Directors' Report.

#### **Matters on which we are required to report by exception**

Under the Companies Act 2006 we are required to report in respect of the following matters if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

We have nothing to report in respect of these matters.

#### **Use of our report**

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's 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 and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.



Peter van Daesdonk (Senior Statutory Auditor)

For and on behalf of Deloitte LLP

Statutory Auditor

London, United Kingdom

Date: 21 July 2023

## *Man Group Holdings Limited*

### **Profit and Loss Account**

For the year ended 31 December 2022

	<b>Note</b>	<b>2022 \$000</b>	<b>2021 \$000</b>
Administrative expenses		(26)	(16)
Other operating income	4	1,538	1,310
Revaluation of contingent consideration		-	2,306
<b>Operating profit</b>		<b>1,512</b>	<b>3,600</b>
Income from shares in group undertakings	10	9,273	25,060
Reversal of previously recognised impairment losses	10	34,983	-
Gain on disposal of investments	10	18	326
Interest receivable and similar income	5	1,828	546
Interest payable and similar expenses	6	(143)	(411)
<b>Profit before tax</b>		<b>47,471</b>	<b>29,121</b>
Tax on profit	9	(320)	7
<b>Profit for the financial year attributable to owners of the Company</b>		<b>47,151</b>	<b>29,128</b>

All amounts relate to continuing operations.

There were no recognised gains and losses for the current and prior year other than those included in the Profit and Loss Account and hence a Statement of Comprehensive Income has not been prepared.

The notes on pages 12 to 23 form part of these financial statements.

## *Man Group Holdings Limited*


### **Balance Sheet**

As at 31 December 2022

Registered number: 02686240

	Note	2022 \$000	2021 \$000
<b>Fixed assets</b>			
Investments	10	<u>174,761</u>	<u>122,164</u>
		174,761	122,164
<b>Current assets</b>			
Debtors	11	<u>74,206</u>	<u>66,066</u>
		74,206	66,066
<b>Current liabilities</b>			
Creditors: amounts falling due within one year	12	<u>(5,091)</u>	<u>(7,580)</u>
		(5,091)	(7,580)
<b>Net current assets</b>		69,115	58,486
<b>Total assets less current liabilities</b>		<u>243,876</u>	<u>180,650</u>
<b>Net assets</b>		<u>243,876</u>	<u>180,650</u>
<b>Capital and reserves</b>			
Called-up share capital	13	500	500
Profit and loss account		<u>243,376</u>	<u>180,150</u>
		<u>243,876</u>	<u>180,650</u>

The financial statements were approved and authorised for issue by the Board and were signed on its behalf by:

  
Michael Kasper (Jul 21, 2023 11:01 GMT+1)

M A Kasper  
Director  
21 July 2023

The notes on pages 12 to 23 form part of these financial statements.

## ***Man Group Holdings Limited***

### **Statement of Changes in Equity**

For the year ended 31 December 2022

	<b>Called-up share capital</b>	<b>Profit and loss account</b>	<b>Total equity</b>
	<b>(Note 13)</b>		
	<b>\$000</b>	<b>\$000</b>	<b>\$000</b>
<b>At 1 January 2021</b>	<b>500</b>	<b>151,022</b>	<b>151,522</b>
Profit for the financial year	-	29,128	29,128
<b>Total comprehensive income for the year</b>	<b>-</b>	<b>29,128</b>	<b>29,128</b>
<b>At 31 December 2021</b>	<b>500</b>	<b>180,150</b>	<b>180,650</b>
<b>At 1 January 2022</b>	<b>500</b>	<b>180,150</b>	<b>180,650</b>
Profit for the financial year	-	63,226	63,226
<b>Total comprehensive income for the year</b>	<b>-</b>	<b>63,226</b>	<b>63,226</b>
<b>At 31 December 2022</b>	<b>500</b>	<b>243,376</b>	<b>243,876</b>

The notes on pages 12 to 23 form part of these financial statements.

# ***Man Group Holdings Limited***

## **Notes to the Financial Statements**

For the year ended 31 December 2022

### **1. General information**

The Company is a private company limited by shares incorporated in the United Kingdom under the Companies Act 2006 and registered in England and Wales. The Company was first incorporated on 11 February 1992. The Company's registered office address is stated within the Company information section.

The nature of the Company's operations and its principal activities are set out in the Strategic Report on page 1.

### **2. Significant accounting policies**

The principal accounting policies are summarised below. They have all been applied consistently throughout the year and the preceding year.

#### **2.1 Basis of preparation**

The Company meets the definition of a qualifying entity under FRS 100 (Financial Reporting Standard 100) issued by the Financial Reporting Council. Accordingly, the Company has prepared the financial statements in line with FRS 101 (Financial Reporting Standard 101) as issued by the Financial Reporting Council and has, in doing so, applied the requirements of IFRS 1.6-33 and related appendices.

As permitted by FRS 101, the Company has taken advantage of the disclosure exemptions available under that standard in relation to financial instruments, capital management, presentation of comparative information in respect of certain assets, presentation of a cash-flow statement, standards not yet effective and related party transactions. Where required, equivalent disclosures are given in the group accounts of Man Group plc.

The Company is exempt by virtue of s401 of the Companies Act 2006 from the requirement to prepare group financial statements as it is a wholly owned subsidiary of Man Group plc. These financial statements present information about the Company as an individual undertaking and not about its group. The Company's ultimate parent undertaking, Man Group plc, includes the Company in its consolidated financial statements. The consolidated financial statements of Man Group plc are prepared in accordance with International Financial Reporting Standards as adopted by the United Kingdom and are publicly available and may be obtained from the address given in Note 16.

The financial statements have been prepared on the historical cost basis as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for the goods and services.

#### **2.2 Impact of new international reporting standards, amendments and interpretations**

There were no new or amendments to existing accounting standards issued by the International Accounting Standards Board ("IASB") that have had a significant impact on these financial statements.

No standards or interpretations issued and not yet effective are expected to have a material impact on the Company's financial statements.

## ***Man Group Holdings Limited***

### **Notes to the Financial Statements** **For the year ended 31 December 2022**

#### **2. Significant accounting policies (continued)**

##### **2.3 Going concern**

The directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for a period of at least twelve months from the date of approval of the financial statements. Thus they continue to adopt the going concern basis of accounting in preparing the financial statements.

##### **2.4 Foreign currency**

The financial statements are presented in United States Dollars (USD), which is the currency of the primary economic environment in which the Company operates (its functional currency).

Transactions in currencies other than the functional currency are recorded at the rate of exchange at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are reported at the rates of exchange prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences are recognised in profit or loss in the period in which they arise.

##### **2.5 Dividend income**

Dividend income from investments in subsidiaries is recognised when the Company's right to receive payment has been established, it is probable that economic benefits will flow to the Company and the amount of revenue can be measured reliably.

In specie distributions of assets other than cash, such as receivables and investments in indirect subsidiaries, are recognised in profit and loss at the fair value of the assets transferred to the Company, unless they represent a recovery of part of the cost of the investment in the subsidiary making the distribution. In this case, the carrying value of the investment in that subsidiary is reallocated to the investment received such that no gain or loss arises on transfer.

##### **2.6 Interest income/(expense)**

Interest income/(expense) is recognised using the effective interest rate method. In calculating interest income/(expense), the effective interest rate is applied to the gross carrying amount of the asset, when the asset is not impaired or to the amortised cost of the liability for interest expense. For financial assets that have been impaired after initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer impaired the interest income calculation reverts to the gross carrying amount.

##### **2.7 Costs**

Costs such as administrative expenses incurred in the operations of the business are recognised as incurred.



# ***Man Group Holdings Limited***

## **Notes to the Financial Statements** **For the year ended 31 December 2022**

### **2. Significant accounting policies (continued)**

#### **2.8 Taxation**

The tax expense for the period comprises current. Tax is recognised in the Profit and Loss Account, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Current tax is based on taxable profit for the year. Taxable profit differs from net profit as reported in the Profit and Loss Account because it excludes items of income or expense that are taxable or deductible in other years, in addition to items that are never taxable or deductible.

#### **2.9 Investments**

Fixed asset investments, including investments in subsidiaries and associates, are shown at cost less provision for impairment.

#### **2.10 Financial instruments**

Financial assets and financial liabilities are recognised in the Company's balance sheet when the Company becomes a party to the contractual provisions of the instrument.

##### ***Financial assets and liabilities***

All financial assets and liabilities are recognised and derecognised on a trade date, being the date on which the Company commits to purchase or sell the asset or liability. Financial assets are derecognised only when the contractual rights to the cash flows from the asset have expired or have been transferred and the Company has transferred substantially all the risks and rewards of ownership to another entity. The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or they expire. Any gain or loss arising on derecognition of a financial asset or liability is recognised directly in profit or loss.

Financial assets and liabilities are initially measured at fair value, plus transaction costs, except for those financial assets and liabilities classified as at fair value through profit or loss ("FVTPL"), which are initially measured at fair value. Transaction costs of financial assets and liabilities carried at FVTPL are expensed in profit or loss.

The Company's financial assets and liabilities are measured subsequently at amortised cost or at FVTPL depending on the classification of the financial assets and liabilities, with classification determined at the time of initial recognition.

##### ***Financial assets and liabilities at amortised cost***

Trade and other receivables and trade and other payables are subsequently measured at amortised cost using the effective interest method. Interest income and expense is recognised by applying the effective interest rate. The effective interest rate is the rate that exactly discounts estimated future cash flows through the expected life of the instrument or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

##### ***Financial assets and liabilities at FVTPL***

Financial assets and liabilities at FVTPL are measured at fair value, with gains or losses arising on remeasurement recognised in profit or loss and presented within other operating income in the Profit and Loss Account.

## ***Man Group Holdings Limited***

### **Notes to the Financial Statements** **For the year ended 31 December 2022**

#### **2. Significant accounting policies (continued)**

##### **2.10 Financial Instruments (continued)**

###### ***Valuation techniques and assumptions applied for the purposes of measuring fair value***

The fair values of financial assets and liabilities are determined as follows.

- The fair values of financial assets and liabilities with standard terms and conditions and traded on active liquid markets are determined with reference to quoted market prices.
- The fair values of other financial assets and liabilities (excluding derivative instruments) are determined in accordance with generally accepted pricing models based on discounted cash flow analysis using prices from observable current market transactions and dealer quotes for similar instruments.
- The fair values of derivative instruments are calculated using observable prices.

###### ***Impairment of financial assets***

The Company recognises a loss allowance for expected credit losses (“ECL”) on its financial assets measured at amortised cost by applying the simplified approach under IFRS 9. The assessment of the probability of default and loss is based on historical data adjusted by observable data on events that may have a detrimental impact on the estimated future cash flows of the financial asset.

Financial assets are written off when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery. Any subsequent recoveries are recognised in profit or loss.

##### **2.11 Derivative financial instruments**

At times, the Company may enter into derivative financial instruments, including foreign exchange forward contracts, to manage its exposure to foreign exchange rate risk and to fair value movements in its current asset investments.

Derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently remeasured to their fair value at each balance sheet date. The resulting gain or loss is recognised in profit or loss immediately.

A derivative with a positive fair value is recognised as a financial asset whereas a derivative with a negative fair value is recognised as a financial liability.

## ***Man Group Holdings Limited***

### **Notes to the Financial Statements**

For the year ended 31 December 2022

#### **3. Judgements in applying accounting policies and key sources of estimation uncertainty**

In the application of the Company's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions, which are reviewed on an ongoing basis, are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The directors have determined that there are no significant areas of judgement that have a material impact on the Company's financial statements.

The following are the critical accounting estimates and assumptions that the directors have made, which have the most significant effect on the amounts recognised in the financial statements.

#### **Impairment of investments in subsidiaries**

Determining whether the Company's investments in subsidiaries have been impaired, or whether previous impairment should be reversed, requires estimations of the investments' values in use. The value in use calculations require the Company to estimate the future cash flows expected to arise from the investments and suitable discount rates to calculate present values.

The directors have also considered the possible impact of climate change on the estimates and assumptions used in the preparation of the Company's financial statements and have concluded there are no key assumptions concerning the future or other key sources of estimation uncertainty at the reporting date that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

#### **4. Other operating income**

	<b>2022</b>	<b>2021</b>
	<b>\$000</b>	<b>\$000</b>
Net foreign exchange gains	1,538	1,310
	<u>1,538</u>	<u>1,310</u>

#### **5. Interest receivable and similar income**

	<b>2022</b>	<b>2021</b>
	<b>\$000</b>	<b>\$000</b>
Interest receivable from group companies	1,828	546
	<u>1,828</u>	<u>546</u>

#### **6. Interest payable and similar expenses**

	<b>2022</b>	<b>2021</b>
	<b>\$000</b>	<b>\$000</b>
Interest payable to group companies	143	110
Unwind of contingent consideration discount	-	301
	<u>143</u>	<u>411</u>

## ***Man Group Holdings Limited***

### **Notes to the Financial Statements** **For the year ended 31 December 2022**

#### **7. Auditor's remuneration**

The Company paid the following amounts to its auditor in respect of the audit of the financial statements of the Company:

	<b>2022</b>	<b>2021</b>
	<b>\$000</b>	<b>\$000</b>
Fees for the audit of the Company	26	20
	<u>26</u>	<u>20</u>

#### **8. Employees and Directors**

The Company has no employees which is consistent with the prior year.

The directors of the Company did not receive any remuneration (2021: \$NIL). The directors of the Company were all remunerated by another Group entity for their services to the Group as a whole. It is not practicable to allocate their remuneration between their services as directors of the Company and the remuneration received from employment. The directors receive no incremental emoluments for their services to the Company.

#### **9. Taxation**

	<b>2022</b>	<b>2021</b>
	<b>\$000</b>	<b>\$000</b>
<b>Corporation tax</b>		
Current tax on profits for the year	316	(7)
	<u>316</u>	<u>(7)</u>
<b>Total current tax</b>	<u>316</u>	<u>(7)</u>
 <b>Taxation on profit</b>	 <u>316</u>	 <u>(7)</u>

#### **Factors affecting tax charge for the year**

The tax assessed for the year is lower than (2021: lower than) the standard rate of corporation tax in the UK of 19% (2021: 19%). The differences are explained below:

# *Man Group Holdings Limited*

## **Notes to the Financial Statements** For the year ended 31 December 2022

### **9. Taxation (continued)**

	<b>2022</b>	<b>2021</b>
	<b>\$000</b>	<b>\$000</b>
<b>Profit before tax</b>	63,542	29,121
Profit multiplied by standard rate of corporation tax in the UK of 19% (2021: 19%)	12,073	5,533
<b>Effects of:</b>		
Capital allowances in excess of depreciation	(291)	(337)
Dividends from UK companies	(1,762)	(4,761)
Higher tax rates on overseas earnings	-	(380)
Pension spreading foreign exchange movement	-	(62)
Gain on disposal of associates	(4)	-
Reversal of impairment of investments in subsidiaries	(9,700)	-
<b>Total tax expense/(credit)</b>	<b>316</b>	<b>(7)</b>

### **Factors that may affect future tax charges**

As enacted on 10 June 2021, the headline corporation tax rate increased from 19% to 25% from 1 April 2023.

### **10. Investments**

	<b>Investments in subsidiary companies \$000</b>
<b>Cost</b>	
At 1 January 2022	790,803
Additions	1,543
At 31 December 2022	<u>792,346</u>
<b>Accumulated impairment</b>	
At 1 January 2022	668,639
Written off	3,812
Written back	(54,866)
At 31 December 2022	<u>617,585</u>
<b>Net book value</b>	
At 1 January 2022	<u>122,164</u>
At 31 December 2022	<u>174,761</u>

## ***Man Group Holdings Limited***

### **Notes to the Financial Statements**

For the year ended 31 December 2022

#### **10. Investments (continued)**

Changes in the assumptions used in calculating the value in use of the Group's cash-generating units may result in a material adjustment to the carrying value of Man Australia LP within the next financial year. Reasonably foreseeable changes in these assumptions would increase or decrease the portion of the previously recognised impairment loss as follows:

	<b>Decrease in average annualised growth in AUM</b>		<b>Increase/(decrease) in discount rate (post- tax)</b>		<b>Increase/(decrease) in multiples (post-tax)</b>	
Change in key assumptions	2%	10%	1%	-1%	1x	(1)x
Modelled increase/(decrease) in impairment reversal (\$'000)	(7)	(34)	2	(2)	6	(6)

#### **Subsidiary undertakings**

Details of the Company's subsidiaries are provided below. The country of operation is the same as the country of incorporation, the year end is 31 December, and percentage holding represents both the percentage held and voting rights.

The discount rates used in calculating the investments in subsidiaries value in use in the current and prior years are those applied in the value in use calculations of the Group's cash generating units, as disclosed in the Group's Annual Report

The investments in subsidiaries are all stated at cost less provision for impairment. In the current year, the Company impaired its investments in Man Investments (CH) AG by \$3,812,000, in accordance with its accounting policy on impairment. The Company also had an impairment reversal of \$54,460,000 in Man Australia LP as a result of the reversal of Man Australia LP's impairment in its subsidiary Man Investment Australia Limited (2021: \$NIL) and \$406,000 in Man Investments (Shanghai) Limited (2021: \$NIL).

The Company also increased its investment in GLG Partners Hong Kong Limited by \$1,543,000 (2021: \$1,671,000) during the year.

In the current year, the Company received dividends of \$3,100,000 from Man Investments (CH) AG and \$6,172,000 from Man Investments (Hong Kong) Limited. The total dividend of \$9,273,000 is reflected as income from shares in group undertakings in the Profit and Loss Account.

In the prior year, the Company received dividends of \$7,795,000 from Man Investments (CH) AG, \$2,563,000 from Man Investments (Hong Kong) Limited and \$14,702,000 from Man Australia LP. The total dividend of \$25,060,000 is reflected as income from shares in group undertakings in the Profit and Loss Account.

# Man Group Holdings Limited

## Notes to the Financial Statements For the year ended 31 December 2022

### 10. Investments (continued)

Company name	Registered address	Direct or indirect	Country of incorporation	Class of shares	Percentage holding %
Aalto Invest Cayman Limited	PO Box MP10085, 3rd Floor Zephyr House, 122 Mary Street, George Town, Grand Cayman, KY1-1001	Indirect	Cayman	Ordinary	100
FRM Investment Management (USA) LLC	4001 Kennett Pike, Suite 302, Wilmington DE 19807	Indirect	US	Member interest	100
GLG Capital Management LLC	4001 Kennett Pike, Suite 302, Wilmington DE 19807	Indirect	US	Member interest	100
GLG LLC	4001 Kennett Pike, Suite 302, Wilmington DE 19807	Indirect	US	Member interest	100
GLG Partners Hong Kong Limited	Unit 2206-2207, 22/F Man Yee Building, No. 68 Des Voeux Road Central	Indirect	Hong Kong	Ordinary	100
Man Australia GP Limited	Riverbank House, 2 Swan Lane, London, EC4R 3AD	Indirect	UK	Ordinary	100
Man Australia LP	Level 28, Chifley Tower, 2 Chifley Square, Sydney, NSW 2000	Indirect	Australia	Partnership interest	100
Man Global Private Markets (USA) Inc.	4001 Kennett Pike, Suite 302, Wilmington DE 19807	Indirect	US	Ordinary	100
Man Global Private Markets SLP LLC	4001 Kennett Pike, Suite 302, Wilmington DE 19807	Indirect	US	Member interest	100
Man Investments AG	Huobstrasse 3, 8808 Pfäffikon SZ	Indirect	Switzerland	Ordinary	100
Man Investments Australia Limited	Level 28, Chifley Tower, 2 Chifley Square, Sydney, NSW 2000	Indirect	Australia	Ordinary	100
Man Investments (CH) AG	Huobstrasse 3, 8808 Pfäffikon SZ	Indirect	Switzerland	Ordinary	100
Man Investments Finance Inc.	4001 Kennett Pike, Suite 302, Wilmington DE 19807	Indirect	US	Ordinary	100
Man Investments Holdings Inc	4001 Kennett Pike, Suite 302, Wilmington DE 19807	Indirect	US	Ordinary	100
Man Investments Holdings (Netherlands) B.V.	Beurs – World Trade Center, Beursplein 37, 3011 AA, Rotterdam	Indirect	Netherlands	Ordinary	100
Man Investments (Hong Kong) Limited	Unit 2206-2207, 22/F Man Yee Building, No.68 Des Voeux Road Central	Indirect	Hong Kong	Ordinary	100
Man Investments Inc.	15 North Mill Street, Nyack, NY 10960, United States	Indirect	US	Ordinary	100
Man Investment Management (Shanghai) Co., Ltd	Room 1817 Bund Centre, No. 222 Yan An East Road, Shanghai, 200002	Indirect	China	Equity interest	100
Man Investments (Shanghai) Limited	Room 1818, Bund Centre, No. 222 Yan An East Road, Shanghai, 200002	Indirect	China	Equity interest	100
Man Investments (USA) Corp.	4001 Kennett Pike, Suite 302, Wilmington DE 19807	Indirect	US	Ordinary	100
Man Investments USA Holdings Inc.	4001 Kennett Pike, Suite 302, Wilmington DE 19807	Indirect	US	Ordinary	100
Man Principal Strategies Corp	4001 Kennett Pike, Suite 302, Wilmington DE 19807	Indirect	US	Ordinary	100
Man Solutions (USA) LLC	4001 Kennett Pike, Suite 302, Wilmington DE 19807	Indirect	US	Member interest	100

# *Man Group Holdings Limited*

## **Notes to the Financial Statements** For the year ended 31 December 2022

### **10. Investments (continued)**

Company name	Registered address	Direct or indirect	Country of incorporation	Class of shares	Percentage holding %
Net Zero Energy SFR GP Inc.	4001 Kennett Pike, Suite 302, Wilmington DE 19807	Indirect	US	Ordinary	100
Numeric Holdings LLC	4001 Kennett Pike, Suite 302, Wilmington DE 19807	Indirect	US	Member interest	100
Numeric Investors LLC	4001 Kennett Pike, Suite 302, Wilmington DE 19807	Indirect	US	Member interest	100
Numeric Midco LLC	4001 Kennett Pike, Suite 302, Wilmington DE 19807	Indirect	US	Member interest	100
Silvermine Capital Management LLC	4001 Kennett Pike, Suite 302, Wilmington DE 19807	Indirect	US	Member interest	100

### **Joint ventures**

Company name	Registered address	Direct or indirect	Country of incorporation	Interest %
CION Man Management, LLC <sup>2,3</sup>	251 Little Falls Drive, Wilmington DE 19808	Indirect	US	19.9
CMRR Special Limited Partner, LLC <sup>2,4</sup>	251 Little Falls Drive, Wilmington DE 19808	Indirect	US	65

1 Financial year end is 31 March

2 Member interest

3 Economic interest is 50%

4 Interest represented by economic interest

### **11. Debtors**

	2022 \$000	2021 \$000
Amounts owed by group undertakings	74,206	66,059
Corporation tax debtor	-	7
	<u>74,206</u>	<u>66,066</u>

Included within Amounts owed by group undertakings are derivatives held with other group undertakings of \$30,138 (2021: \$NIL). Refer to Note 14 for further details.

No balances are overdue and, under the expected credit loss model of IFRS 9, no impairment loss has been recognised at 31 December 2022 (2021: \$NIL).



## ***Man Group Holdings Limited***

### **Notes to the Financial Statements** For the year ended 31 December 2022

#### **12. Creditors: Amounts falling due within one year**

	<b>2022</b>	<b>2021</b>
	<b>\$000</b>	<b>\$000</b>
Amounts owed to group undertakings	4,775	7,580
Corporation tax liability	316	-
	<u>5,091</u>	<u>7,580</u>

Included within Amounts owed to group undertakings are derivatives held with other group undertakings of \$111,000 (2021: \$311,000) Refer to Note 14 for further details.

#### **13. Share capital**

	<b>2022</b>	<b>2021</b>
	<b>\$000</b>	<b>\$000</b>
<b>Allotted, called-up and fully-paid</b>		
500,000 (2021: 500,000) ordinary shares of \$1.00 each	500	500

The Company also has in issue two deferred shares with a par value of £1.00 which have been fully paid.

The Company has two classes of ordinary shares which carry no right to fixed income.

#### **14. Financial instruments**

Categories of financial instruments at fair value

	<b>2022</b>	<b>2021</b>
	<b>\$000</b>	<b>\$000</b>
<b>Financial assets at fair value</b>		
Fair value through profit and loss – Derivative Instruments	30	-
	<u>30</u>	<u>-</u>
<b>Financial liabilities at fair value</b>		
Fair value through profit and loss – Derivative Instruments	111	311
	<u>111</u>	<u>311</u>
<b>Changes in value of financial instruments at fair value for the year</b>		
Charge to the Profit and Loss Account	(230)	(2,698)
	<u>(230)</u>	<u>(2,698)</u>

## ***Man Group Holdings Limited***

### **Notes to the Financial Statements** **For the year ended 31 December 2022**

#### **15. Related party transactions**

The Company has taken advantage of the exemption under the provisions of FRS 101 from disclosing transactions with other wholly owned Group entities since the Company is a wholly owned subsidiary of Man Group plc, the consolidated financial statements of which are publicly available. During the year and the preceding year there have been no transactions with related parties other than wholly owned Group entities.

#### **16. Controlling party**

In the opinion of the directors, the Company's ultimate parent company and ultimate controlling party is Man Group plc, a company registered in Jersey. The immediate parent undertaking and controlling party is Man Worldwide Operations Management Limited, a company registered in Jersey.

The smallest and largest group of undertakings that prepares consolidated accounts of which the Company is a member is Man Group plc. The financial statements of the Company are available from the Company's registered office address.

The group financial statements of Man Group plc are available from 22 Grenville Street, St Helier, Jersey, JE4 8PX.

#### **17. Post balance sheet events**

On 29 June 2023, the Company entered into an agreement to purchase 51% of the issued share capital of Asteria Obviam SA, an ESG-oriented Swiss asset management company. The transaction is subject to customary regulatory approvals and is expected to be completed by the end of 2023.