

Result of AGM

Man Group plc (the "Company") held its Annual General Meeting ("AGM") at 10.00am on Friday 7 May 2021. With the exception of Resolution 20, all resolutions presented at the AGM were put to the meeting on a poll and were passed with the requisite majority. The full results are detailed below.

The Board notes that 74.65% of shareholders voted for and 25.35% voted against Resolution 20 which relates to the disapplication of pre-emption rights in connection with the issue of shares for the purpose of an acquisition or specified capital investment. The resolution is in line with the Investment Association's Share Management Guidelines and the Pre-Emption Group's Statement of Principles. However, as a special resolution requiring a 75% majority, Resolution 20 did not receive sufficient support to be passed.

Although the Company has sought, and received approval of, the same authority in previous years, we understand from recent discussions with some of the shareholders that did not support this resolution that they may prefer to have the opportunity to vote on specific proposals for a transaction requiring this level of pre-emptive issue. We will continue our dialogue with these shareholders and will take their views into account when considering our future plans.

In accordance with provision 4 of the UK Corporate Governance Code (the "Code"), the Board confirms that it will consult and continue to engage with shareholders to understand and discuss their concerns with respect to this resolution. An update will be provided within six months of the AGM, in accordance with the Code, with a final summary to be included in the Company's 2021 Annual Report.

The issued ordinary share capital as at 5 May 2021, the voting record date, was 1,541,794,770 (including treasury shares). The Company held 92,445,562 shares in Treasury, which do not carry any voting rights. Therefore, the total number of voting rights in the Company as at the voting record date was 1,449,349,208.

| Resolution | | FOR | | AGAINST | | % of ISC voted | Number of votes withheld |
|------------|--|---------------|--------|---------------|--------|----------------|--------------------------|
| | | No. of shares | % | No. of shares | % | | |
| 1 | Receive the Annual Report and financial statements | 1,113,282,550 | 99.99% | 67,929 | 0.01% | 76.82% | 1,019,562 |
| 2 | Approve the Directors' Remuneration Policy | 1,013,815,138 | 91.86% | 89,889,567 | 8.14% | 76.15% | 10,660,336 |
| 3 | Approve the Directors' Remuneration Report | 1,024,182,858 | 91.92% | 90,034,570 | 8.08% | 76.88% | 147,613 |
| 4 | Declare a final dividend | 1,114,079,858 | 99.98% | 255,977 | 0.02% | 76.89% | 34,206 |
| 5 | Reappoint Dame Katharine Barker as a director | 1,113,620,851 | 99.94% | 658,614 | 0.06% | 76.88% | 85,576 |
| 6 | Reappoint Lucinda Bell as a director | 980,070,546 | 87.96% | 134,205,777 | 12.04% | 76.88% | 88,718 |
| 7 | Reappoint Richard Berliand as a director | 1,112,821,279 | 99.87% | 1,465,129 | 0.13% | 76.88% | 78,633 |
| 8 | Reappoint Zoe Cruz as a director | 1,113,519,531 | 99.93% | 758,994 | 0.07% | 76.88% | 86,516 |
| 9 | Reappoint John Cryan as a director | 1,111,667,432 | 99.76% | 2,618,976 | 0.24% | 76.88% | 78,633 |
| 10 | Reappoint Luke Ellis as a director | 1,114,106,607 | 99.98% | 174,918 | 0.02% | 76.88% | 83,516 |
| 11 | Appoint Mark Jones as a director | 1,108,326,112 | 99.47% | 5,960,296 | 0.53% | 76.88% | 78,633 |

| | | | | | | | |
|----|---|---------------|--------|-------------|--------|--------|------------|
| 12 | Reappoint Cecelia Kurzman as a director | 981,017,847 | 88.04% | 133,257,201 | 11.96% | 76.88% | 89,993 |
| 13 | Reappoint Dev Sanyal as a director | 1,114,083,798 | 99.98% | 191,793 | 0.02% | 76.88% | 89,450 |
| 14 | Appoint Anne Wade as a director of the Company | 1,113,532,779 | 99.93% | 750,629 | 0.07% | 76.88% | 81,633 |
| 15 | Reappoint Deloitte LLP as auditor | 1,025,569,020 | 99.92% | 776,659 | 0.08% | 70.81% | 88,019,362 |
| 16 | Determine the remuneration of the auditor | 1,113,551,122 | 99.94% | 709,437 | 0.06% | 76.88% | 104,482 |
| 17 | Authorise political donations and expenditure | 1,099,694,319 | 98.70% | 14,498,339 | 1.30% | 76.88% | 177,383 |
| 18 | Authorise the directors to allot shares | 955,523,922 | 85.75% | 158,764,635 | 14.25% | 76.88% | 81,484 |
| 19 | Authorise the directors to allot shares for cash other than on a pro-rata basis to existing shareholders* | 979,786,267 | 87.93% | 134,500,358 | 12.07% | 76.88% | 83,416 |
| 20 | 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* | 825,494,149 | 74.65% | 280,303,781 | 25.35% | 76.30% | 8,567,111 |
| 21 | Authorise the Company to purchase its own shares* | 1,023,647,587 | 92.03% | 88,684,365 | 7.97% | 76.75% | 2,038,089 |
| 22 | Amendment to the Articles of Association* | 1,113,968,536 | 99.98% | 206,190 | 0.02% | 76.87% | 190,315 |
| 23 | Authorise the directors to call general meetings on 14 clear days' notice* | 1,062,257,385 | 95.33% | 52,040,314 | 4.67% | 76.88% | 72,342 |

* Special Resolution requiring 75% majority

NOTES:

1. The 'For' vote includes those giving the Chair discretion.
2. Votes 'Withheld' are not counted in the calculation of the proportion of votes 'For' or 'Against' a resolution.
3. Resolutions 19 to 23 are special resolutions.
4. In accordance with Listing Rule 9.6.2, copies of the resolutions passed, other than resolutions constituting ordinary business, at the AGM have been submitted to the National Storage Mechanism ("NSM") and will shortly be available for inspection at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>
In addition, and in accordance with Listing Rule 9.2.6E, a copy of the Company's new Articles of Association, which set out the principal rights and restrictions attached to its ordinary shares, has also been submitted to the NSM.