



Man Group plc Notice of 2022 Annual General Meeting

**Friday 6 May 2022 at 10.00am at Riverbank
House, 2 Swan Lane, London EC4R 3AD**

This document 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

We are pleased to be able to invite you to attend the Annual General Meeting (the AGM) of Man Group plc (the Company) in person this year subject to any restrictive UK Government guidelines at the time of the meeting. The AGM is to be held at our offices at Riverbank House, 2 Swan Lane, London EC4R 3AD on Friday 6 May 2022 at 10.00am.

Please be assured that all appropriate COVID-19 related safety measures will be in place at our AGM venue, however attendees should carefully consider their own circumstances before choosing to attend in person. In view of the unpredictability of the COVID-19 pandemic, we also ask you to check the latest UK Government guidelines before travelling to the AGM and to monitor the 'Shareholder Meetings' section of the investor relations page of our website (www.man.com/investor-relations) where we will inform you of any changes to our AGM arrangements.

Board changes

Mark Jones was appointed as Deputy CEO of Man Group on 1 October 2021 and stepped down from the Board on that date. Antoine Forterre, previously co-CEO of Man AHL, took over the CFO role and joined the Board on 1 October 2021. Jacqueline (Jackie) Hunt was appointed to the Board as a non-executive director on 28 February 2022. Jackie brings substantial asset management, financial and executive management experience.

Dev Sanyal and Zoe Cruz will be stepping down from our Board upon completion of the AGM.

AGM business

This year's meeting includes the standard AGM business transacted every year, as well as two additional resolutions as explained below. A summary and explanation of the business of the meeting starts on page 3 and the Notice of AGM, which contains the full wording of each resolution, starts on page 9.

Resolution 2 seeks approval of the Directors' Remuneration Policy, as amended to equalise short and long-term incentive opportunities so each represent 300% of salary (currently at 250% and 350% of salary respectively), increase the bonus deferral to 55% (currently at 50%), and introduce ESG-related metrics into both the bonus and the LTIP. Full details are set out in the 2021 Directors' Remuneration Report.

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Resolution 17 seeks renewal of the Company's Sharesave Scheme, so that awards may be granted over the course of a further ten-year period.

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.

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 are given on page 12. If you are not attending the meeting in person, 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 4 May 2022.

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 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 22 April 2022. 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 27 April 2022.

Please note that shareholders joining the meeting by video link or by telephone will be muted. However, if you would like to ask questions to the directors to be answered during the meeting, please email agm@man.com by 9.00am on Friday 6 May 2022. 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 at the AGM venue will be able to ask questions during the meeting in the usual way.

Voting recommendation

Your directors consider 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.

Join via video link or telephone

Shareholders are welcome to join the meeting via WebEx or 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.

John Cryan

Chair

28 February 2022

Summary and explanation of Resolutions

1. Receipt of the Annual Report and the financial statements for the year ended 31 December 2021

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 137 to 187 of the Annual Report, for the year ended 31 December 2021.

2. Approval of Directors' Remuneration Policy

Resolution 2 seeks shareholder approval of a new Directors' Remuneration Policy (the Policy), as amended to: equalise short and long-term incentive opportunities so each represent 300% of salary (currently at 250% and 350% of salary respectively), increase the bonus deferral to 55% (currently at 50%), and introduce ESG-related metrics into both the bonus and the LTIP. The Policy is set out in full on pages 126 to 133 of the Annual Report. If approved by shareholders, the new Policy will be effective from the date of the AGM and will remain valid for up to three financial years without requiring further shareholder approval. Subject to the approval of the Policy, all payments and awards to directors will need to be made in accordance with the Policy or be approved by a separate shareholder vote.

3. Approval of the Directors' Remuneration Report for the year ended 31 December 2021

Resolution 3 seeks shareholder approval of the Directors' Remuneration Report which is set out on pages 102 to 125 of the Annual Report. The report provides details of the remuneration arrangements for and payments and awards made to the directors in respect of 2021. These are in accordance with the Directors' Remuneration Policy approved by shareholders at the 2021 AGM, a summary of which is included on page 122 of the Annual Report. This vote is advisory and will not affect the way in which the remuneration arrangements have been implemented.

4. Declaration of a final dividend for the year ended 31 December 2021

The directors recommend a final dividend of 8.4 US cents per ordinary share. If approved, the dividend will be paid on 20 May 2022 to shareholders on the register of members at the close of business on 8 April 2022. As advised in the Annual Report, the currency conversion rate for the final dividend will be set on 6 May 2022.

5–13. Retirement and reappointment of directors

In accordance with the provisions of the UK Corporate Governance Code, all of the directors will retire from office at this year's AGM and those wishing to continue in office will submit themselves for reappointment under Resolutions 5-13. As previously announced, Dev Sanyal and Zoe Cruz will retire from the Board at the conclusion of the AGM, and so are not seeking reappointment.

The evaluation of individual directors' performance carried out in 2021 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.

5. Dame Katharine (Kate) Barker

Kate Barker was appointed to the Board as a non-executive director in April 2017 and is a member of the Remuneration and Audit and Risk Committees. Kate was a member of the Bank of England's Monetary Policy Committee from 2001 to 2010 and prior to that, she was Chief Economic Adviser to the CBI. Kate was a Senior Advisor to Credit Suisse (2010 to 2016) and a non-executive director of Yorkshire Building Society (2010-2017) and Taylor Wimpey plc (2011-2020). Kate is Chair of Trustees for the British Coal Staff Superannuation Scheme and for the Universities Superannuation Scheme. Kate has experience in strategic thinking, economic insight and a broad knowledge of monetary and public policy and financial markets.

6. Lucinda Bell

Lucinda Bell was appointed to the Board 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.

7. 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 Rotheray 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.

8. 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 2016 to April 2018, having previously served as Co-CEO from July 2015. 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.

9. Luke Ellis

Luke Ellis was appointed to the Board as Chief Executive Officer 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.

Summary and explanation of Resolutions continued

10. Antoine Forterre

Antoine Forterre was appointed to the Board as Chief Financial Officer in October 2021. 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.

11. Jacqueline (Jackie) Hunt

Jackie Hunt was appointed to the Board 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 has significant UK and international financial services expertise (including insurance and asset management), strategic and financial insight, and valuable experience as an executive director.

12. Cecelia (Ceci) Kurzman

Ceci Kurzman was appointed to the Board 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 Revlon, Inc. (since 2013) and of Warner Music Group (since October 2020) 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.

13. 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. 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. (since 2016) and a Partner in Leaders' Quest. Anne has significant experience in investment management, from fund management to social finance, ESG and impact investment.

14. 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 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.

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

It is proposed in Resolution 15 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.

16. 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, 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 UK Companies Act 2006 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 UK Companies Act 2006.

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 16 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 UK Companies Act 2006) in the period beginning on the date of the passing of Resolution 16 and expiring at the conclusion of the AGM in 2023 or, if earlier, the close of business on 30 June 2023, provided that the combined aggregate value of donations made and political expenditure incurred does not exceed £50,000.

17. Renewal of the Man Group 2019 Sharesave Scheme (the Sharesave Scheme)

Resolution 17 proposes that the Sharesave Scheme is renewed so that awards may be granted over the course of a further ten-year period.

Shareholders originally approved the operation of a UK tax-advantaged all-employee Save As You Earn option plan in 2012 for a period of 10 years. The Sharesave Scheme was adopted in 2019 in connection with the Company's corporate restructure that took place in 2019 to replace the plan approved by shareholders. As the original shareholder approval is due to expire this year, the Company wishes to extend shareholders' approval to operate the Sharesave Scheme for a further period of ten years.

The Sharesave Scheme is an HM Revenue & Customs (HMRC) tax-advantaged share plan, which allows eligible employees to save a fixed amount on a monthly basis up to a maximum of £500 for a 3 or 5 year period. At the end of this period participants may then use the savings to purchase shares at an option price which is set at the start of the scheme.

At present, given its status as a HMRC tax-advantaged share plan, the Sharesave Scheme is only operated in the UK. Resolution 17 also proposes to authorise the Company to establish further plans based on the Sharesave Scheme for the benefit of employees who are located outside the UK should the necessary modifications required to comply with local tax, exchange control or securities laws be practicable to implement on an equivalent basis. The principal terms of the Sharesave Scheme are set out in the Appendix to this Notice of AGM on page 11.

Summary and explanation of Resolutions continued

A limited number of amendments have been made to the rules of the Sharesave Scheme to reflect the proposed extension of shareholder approval. The proposal to renew the Sharesave Scheme reflects the Company's commitment to encouraging employee share ownership, which the Board believes rewards and incentivises employees over the long-term, aligning the interests of employees with those of shareholders and giving employees the opportunity to participate in the shareholder value they create.

A copy of the Sharesave Scheme rules is available for inspection on the National Storage Mechanism. The rules will also be available on the Company's website and at the AGM venue from 15 minutes before commencement, until the conclusion of, the AGM.

18-20. Directors' authorities to allot shares

18. General authority to allot

Paragraph (a) of Resolution 18 seeks authority for the directors to allot ordinary shares up to a nominal amount of US\$15,651,406. Paragraph (b) of Resolution 18 seeks authority for the directors to allot ordinary shares up to a further nominal amount of US\$15,651,406 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 18 is equivalent to approximately two-thirds (66.67%) of the nominal issued ordinary share capital of the Company, excluding treasury shares, as at 25 February 2022 (being the latest practicable date prior to publication of this Notice). This authority would remain in force until the AGM in 2023 or, if earlier, the close of business on 30 June 2023.

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 (IA). 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 18), 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 18), 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 18, 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 25 February 2022 (being the latest practicable date prior to the publication of this Notice), the Company held 103,609,822 treasury shares which represent 7.6% of the total number of ordinary shares in issue, excluding treasury shares, at that date.

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

Resolution 19 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\$2,347,711 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 25 February 2022 (being the latest practicable date prior to the publication of this Notice). The authority would remain in force until the AGM in 2023 or, if earlier, the close of business on 30 June 2023.

This authority is in line with the IA Guidelines and the Pre-Emption Group's Statement of Principles (the Principles). 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 Principles and referenced in Resolution 20) without prior consultation with shareholders.

The Board has no current plans to make use of the authority sought under Resolution 19, 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.

20. 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 20 seeks authority for directors to allot shares wholly for cash on a non pre-emptive basis, in addition to any authority granted under Resolution 19, up to an aggregate nominal amount of US\$2,347,711 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 25 February 2022 (being the latest practicable date prior to the publication of this Notice). The authority would remain in force until the AGM in 2023 or, if earlier, the close of business on 30 June 2023.

The Board confirms that, in accordance with the Principles, 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 19 and 20 were used would be US\$4,695,422, which represents approximately 10% of the Company's issued ordinary share capital, excluding treasury shares, as at 25 February 2022 (being the latest practicable date prior to publication of this Notice).

The 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 20 and is requesting it only to ensure that it maintains maximum flexibility in managing the Company's capital resources.

The Board notes that the equivalent resolution received a significant vote against (25.35%) at the Company's 2021 AGM, resulting in the resolution failing to pass. Although the Company has sought, and received approval of, the same authority in previous years, following engagement with some of the shareholders that did not support this resolution, we understand 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, a final summary of the Board's engagement on this issue has been included in the Company's 2021 Annual Report on page 134.

Summary and explanation of Resolutions continued

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

Resolution 21 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 136,949,799 ordinary shares (representing approximately 10% of the Company's issued ordinary share capital, excluding treasury shares, as at 25 February 2022, 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 21 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 25 February 2022 (being the latest practicable date prior to the publication of this Notice), the Company has 103,609,822 ordinary shares held in treasury. The authority would remain in force until the AGM in 2023 or, if earlier, the close of business on 30 June 2023.

As at 25 February 2022 (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 30,003,478 which represented approximately 2.19% 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 2.57% of the Company's issued ordinary share capital, excluding treasury shares, as at that date. This percentage would reduce to 2.43% if no further purchases were made under the existing authority but the authority proposed to be granted under Resolution 21 was exercised in full.

Information on the Company's share buy back programme, and on its use of the authority to purchase own shares as granted at the AGM in 2021, can be found in Note 27 to the financial statements in the Annual Report.

22. 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 22 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 2023 AGM. The Company provides electronic proxy voting through CREST, Proximity 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. Shareholders are encouraged to appoint the Chair of the meeting as their proxy with voting instructions given the continuing uncertainty caused by the COVID-19 pandemic. Appointing a proxy will not prevent you from attending the meeting and voting in person if you so wish, UK Government guidelines permitting.

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 4 May 2022 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 4 May 2022. 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, UK Government guidelines permitting. However shareholders are encouraged to appoint the Chair of the meeting as their proxy with voting instructions given the continuing uncertainty caused by the COVID-19 pandemic. 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 4 May 2022.

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 4 May 2022 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. Shareholders are encouraged to appoint the Chair of the meeting as their proxy with voting instructions given the continuing uncertainty caused by the COVID-19 pandemic.

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 Friday 6 May 2022, however we recommend that you submit all questions by 5.00pm on 22 April 2022 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. Shareholders attending the AGM in person at the AGM venue (UK Government guidelines permitting) will be able to ask questions during the meeting in the usual way.

We will provide answers to all pre-submitted questions received before 5.00pm on 22 April 2022 under the 'Shareholder Meetings' section of the investor relations page of our website (www.man.com/investor-relations) by 5.00pm on 27 April 2022. Please include your full name and your shareholder reference number in your email.

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.

In addition, the Sharesave Scheme rules will be available for inspection at the place of the AGM on the day of the meeting from 9:45am until the conclusion of the meeting, on the Company's website, and on the National Storage Mechanism from the date of sending this Notice.

12. Issued share capital and total voting rights

As at 25 February 2022 (being the latest practicable date prior to the publication of this Notice), the total issued ordinary share capital of the Company comprised 1,473,107,813 ordinary shares of 3³⁷ US cents. This figure includes 103,609,822 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 25 February 2022 was 1,369,497,991.

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 2022 Annual General Meeting of Man Group plc will be held at Riverbank House, 2 Swan Lane, London EC4R 3AD on 6 May 2022 at 10.00am. You will be asked to consider and vote on the resolutions below. Resolutions 1 to 18 will be proposed as ordinary resolutions, and Resolutions 19 to 22 will be proposed as special resolutions.

- 1. To receive the Annual Report and the financial statements for the year ended 31 December 2021**
- 2. To approve the Directors' Remuneration Policy as set out in the Company's Annual Report for the year ended 31 December 2021**
- 3. 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 2021**
- 4. To declare a final dividend of 8.4 US cents per ordinary share for the year ended 31 December 2021 payable on 20 May 2022 to shareholders whose names appear on the register of members at the close of business on 8 April 2022**
- 5. To reappoint Dame Katharine Barker as a director of the Company**
- 6. To reappoint Lucinda Bell as a director of the Company**
- 7. To reappoint Richard Berliand as a director of the Company**
- 8. To reappoint John Cryan as a director of the Company**
- 9. To reappoint Luke Ellis as a director of the Company**
- 10. To appoint Antoine Forterre as a director of the Company**
- 11. To appoint Jacqueline Hunt as a director of the Company**
- 12. To reappoint Cecelia Kurzman as a director of the Company**
- 13. To reappoint Anne Wade as a director of the Company**
- 14. To reappoint Deloitte LLP as auditor of the Company to hold office from the conclusion of the 2022 AGM until the conclusion of the next general meeting at which accounts are laid before the Company**

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

16. 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 16 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) to 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 2023 (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.

17. To renew the Man Group plc 2019 Sharesave Scheme

THAT:

- (a) the Man Group 2019 Sharesave Scheme (the Sharesave Scheme) in the form produced to the meeting and initialled by the Chair for the purposes of identification, the principal terms of which are set out in the Appendix to the Notice of Annual General Meeting, be approved for operation for a further period of ten years; and
- (b) the directors of the Company be and are hereby authorised to establish further plans based on the Sharesave Scheme for the benefit of employees of the Company and/or its subsidiaries who are located outside the United Kingdom, with such modifications as may be necessary or desirable in order to take account of local tax, exchange control or securities laws as they consider appropriate provided that any ordinary shares made available under such plans shall be treated as counting against any individual or overall limits contained in the Sharesave Scheme.

18. 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\$15,651,406; and
- (b) in addition, comprising equity securities (as defined in the Articles) up to a further aggregate nominal amount of US\$15,651,406 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 2023 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

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

THAT, subject to Resolution 18 being passed and in addition to any authority granted by Resolution 20, 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 18 and/or to sell ordinary shares held by the Company as treasury shares as if Article 11A of the Articles did not apply to such allotment or sale, provided that this power shall be limited to:

- (i) 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 18, such power shall be limited to the allotment of equity securities by way of a rights issue (as defined in the Articles) only; and
- (ii) the allotment of equity securities or sale of treasury shares (otherwise than pursuant to sub-paragraph (i)) up to a nominal amount of US\$2,347,711,

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 2023, 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.

20. 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 18 and Resolution 19 being passed and in addition to any authority granted by Resolution 19, the directors of the Company be authorised to allot equity securities for cash under the authority given by Resolution 18 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\$2,347,711; 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 2023, 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.

21. 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 3³/₇ 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 136,949,799;
 - (ii) the minimum price (exclusive of any expenses) which may be paid for an ordinary share is 3³/₇ US cents or the sterling equivalent of 3³/₇ 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 6.00 p.m. 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 2023 (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.

22. To authorise a 14 days' clear 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
28 February 2022

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.

Appendix: Key terms of the Sharesave Scheme

The main terms of the Man Group 2019 Sharesave Scheme (the Sharesave Scheme) are described below. The Sharesave Scheme is a UK tax-advantaged all-employee Save As You Earn option plan governed by relevant UK statutory provisions.

Administration

Options may be granted, and the Sharesave Scheme is administered, by the board of directors, or a duly authorised committee of the board of directors (the Board).

Eligibility

The Board may at any time designate any subsidiary of the Company as a "Participating Company", and the Sharesave Scheme will then be open to all employees of any Participating Company who meet the eligibility criteria (Eligible Employees).

Timing of grant

Options under the Sharesave Scheme may, save in exceptional circumstances, only be granted pursuant to invitations which have been issued within a period of 42 days following the date of announcement by the Company of its interim or final results. Invitations may also be made following the publication of a new prospectus in relation to certified Sharesave Scheme savings arrangements.

No options may be granted under the Sharesave Scheme more than 10 years after shareholders have approved the extension of the plan.

Savings arrangements

Eligible Employees who apply for an option must enter into an HM Treasury certified savings arrangement. Under these arrangements, the Eligible Employee will agree to make monthly savings contributions of a fixed amount within statutory limits (currently up to a maximum of £500). Shares may only be acquired on the exercise of the option using the repayment of accrued savings and interest (if any) under the savings arrangements.

Exercise price

The price payable for each share under an option will be determined by the Board prior to grant, provided that it must not be less than 80 per cent of the market value of a share at the time that invitations for options are issued.

Exercise of options

An option may not normally be exercised until the participant has completed making contributions under his or her savings arrangements (which will be either three or five years from the date of entering into those savings arrangements) and then the option will be capable of exercise for not more than six months thereafter.

Leavers

Options will normally lapse where the participant ceases to hold office or employment with the Company or any subsidiary (the Group). Options will not lapse where the cessation of office or employment with a Participating Company is due to death; injury; disability; redundancy; retirement; the transfer of the participant's employment outside of, or the company with which the participant holds office or employment ceasing to be a member of, the Group; or, where the cessation occurs more than three years after grant, for any reason other than due to resignation (save where the individual becomes a partner) or misconduct (a Good Leaver).

Where a participant ceases employment for a Good Leaver reason, the option will be capable of exercise, for a period of six months from the date of cessation (or 12 months in the case of death), only to the extent of accrued savings and interest, if any, to the date of exercise.

Corporate actions

Options may be exercised in the event of a change of control by way of general offer, a court sanctioning a compromise or arrangement of the Company, or a voluntary winding up of the Company. In such circumstances, options may be exercised, for a period of up to six months, to the extent of accrued savings and interest, if any, to the date of exercise.

In the event of a change of control of the Company, an acquiring company may offer a roll-over into an option over shares in the acquiring company, subject to complying with the statutory requirements.

Non-transferable and non-pensionable

Options are non-transferable, save to personal representatives following death, and do not form part of pensionable earnings.

Plan limits

Shares may be newly issued, transferred from treasury or market purchased for the purposes of the Sharesave Scheme.

Options may not be granted on terms capable of being satisfied by newly issued shares if to do so would cause the number of shares which may be issued pursuant to outstanding options or awards granted within the previous 10 years under the Sharesave Scheme and any other employees' share scheme established by the Company, when added to the number of Shares issued for the purpose of any such options and awards, to exceed 10 per cent of the Company's ordinary share capital in issue immediately prior to the proposed date of grant.

These limits do not include rights to shares which have been released, lapsed or otherwise become incapable of exercise or vesting.

Treasury shares will count as new issue shares for the purpose of these limits for so long as institutional investor bodies consider that they should be so counted.

Variation of capital

The number of shares subject to options and/or the option exercise price may be adjusted, in such manner as the Board may determine, following any variation of share capital of the Company, subject to the applicable statutory requirements being complied with.

Alterations

The Board may amend the rules of the Sharesave Scheme as it considers appropriate, subject to any relevant legislation, provided that no modification may be made which confers any additional advantage on participants relating to eligibility, plan limits, the basis of individual entitlement, the price payable for the acquisition of shares and the provisions for the adjustment of options without prior shareholder approval, except in relation to amendments which are minor amendments to benefit the administration of the Sharesave Scheme, to take account of a change in legislation, or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants or any Group company.

Overseas plans

The Sharesave Scheme contains a provision permitting the Board to establish further plans for the benefit of overseas Eligible Employees based on the Sharesave Scheme but modified as necessary or desirable to take account of overseas tax, exchange control or securities laws. Any new Shares issued under such plan would count towards the plan limits outlined above.

AGM information

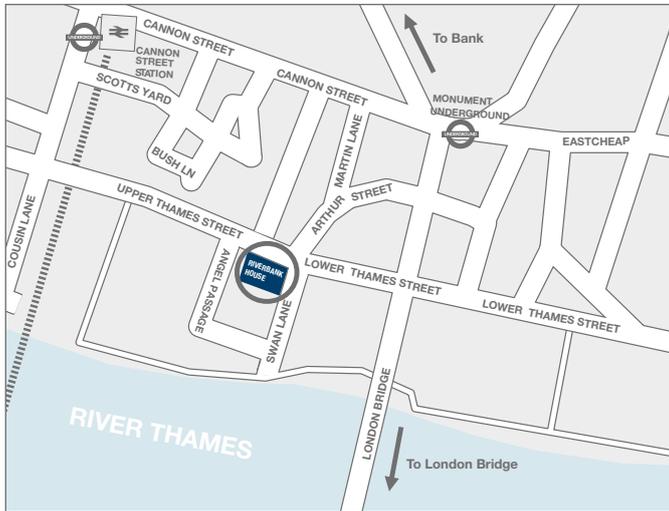
How to get there

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). Please note that the Bank branch of the Northern line is closed between Kennington and Moorgate until mid-May 2022. Trains will run less frequently on those sections of the Bank branch that are still open.

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 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: 0371 384 2112¹. Callers from outside the UK should telephone +44 121 415 7592.

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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