



Notice of 2012 Annual General Meeting

This document is important and requires your immediate attention. If you are in any doubt as to the action you should take, you should consult immediately your stockbroker, bank manager, solicitor, accountant or other independent financial 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 financial adviser.

If you have sold or otherwise transferred all of your shares in Man Group plc, please send this document and the accompanying documents to the purchaser or transferee of your shares or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

www.man.com

Dear Shareholder



2012 Annual General Meeting

I am pleased to invite you to the Annual General Meeting (the 'AGM') of Man Group plc (the 'Company') to be held at the Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE on Tuesday 1 May 2012 at 11.00 am. A summary and explanation of the business of the meeting starts on page 2 and the formal AGM Notice, which contains the technical wording of each resolution, starts on page 7.

Contents

Letter from the Chairman	01
Summary and explanation of AGM business	02
Important notes	05
Formal Notice of AGM	07
Information about the AGM	11

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www.man.com
Registered in England No. 2921462

Resolutions

This year's meeting includes all the standard AGM business transacted every year. You will note, however, that this year all Board members are standing for reappointment by shareholders in accordance with the UK Corporate Governance Code. In addition, we are proposing a resolution to amend the Company's articles of association to address any difficulties which might arise from the decision to seek annual reappointment of directors at this and future AGMs.

Business update

Our Chief Executive, Peter Clarke, will give shareholders a short presentation on the progress of the Company's business. This will be followed by the opportunity for you to ask questions about business developments or performance, as well as to discuss any of the resolutions before the meeting.

Shareholder questions

We recognise that not all shareholders are able to attend the AGM. If you are unable to come to the meeting but would like to ask the directors a question, please email us at agm@man.com or write to the Company Secretary at the registered office address shown below and we will reply as soon as we can.

Voting

Voting at the meeting will be conducted by poll as this delivers a fairer representation of shareholder views and has become best practice at large company AGMs. Further details of the poll procedure are given on page 11.

If you are unable to attend the meeting, you may wish to send us your vote by completing and returning a Form of Proxy or by voting online via our Registrars' website at www.sharevote.co.uk. Details of how to do this are set out on page 5.

Attending the meeting

If you are intending to come to the meeting, please complete the Attendance Card attached to the Form of Proxy and send it to our Registrars, Equiniti. This gives us an idea of how many shareholders we can expect. In addition, please bring the Admission Card (also attached to the Form of Proxy) with you, as this will speed up your registration and entry to the meeting. A map showing the location of the meeting venue can be found on page 11.

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.

Jon Aisbitt, Chairman
Man Group plc, 1 March 2012

Summary and explanation of AGM business

Resolutions

1. To receive the Directors' and Auditors' Reports and the Financial Statements for the nine month period ended 31 December 2011

The Board asks that shareholders receive the above mentioned Reports and Financial Statements which are set out on pages 102 to 103, 100, 139, 74 to 99, 107 to 121 and 134 to 138 respectively of the Report and accounts for the nine months ended 31 December 2011. The Company has moved from a March to a December year end to align its reporting cycle with that generally adopted in the asset management industry.

2. To approve the Remuneration Report for the nine month period ended 31 December 2011

Shareholders are invited to give an advisory vote on this Report which can be found on pages 62 to 73 and 122 to 134 of the Report and accounts.

3. To declare a final dividend for the nine month period ended 31 December 2011

The directors recommend a final dividend of 4.38 pence per ordinary share giving a total dividend of 10.33 pence per ordinary share for the nine month period. If approved, the dividend will be paid on 17 May 2012 to shareholders on the register of members at the close of business on 27 April 2012.

4 – 13. Retirement and reappointment of directors

Under the Company's articles of association, any director appointed by the Board since the last AGM is required to be reappointed by shareholders at the next AGM. Accordingly Nina Shapiro, who was appointed to the Board in October 2011, is seeking reappointment under Resolution 13. In addition, in line with the provisions of the UK Corporate Governance Code, all of the other directors will retire at this year's AGM and submit themselves for reappointment under Resolutions 4 to 12 which will be proposed as separate resolutions.

Man believes that, based on the findings of the externally facilitated Board evaluation carried out in 2011, all its directors continue to make an effective and valuable contribution to the Board and demonstrate substantial commitment to their role. Further information about the evaluation process and its findings can be found in the Report and accounts on page 54. Details of the collective experience and expertise of the Board and what they achieved during the period are given in the Chairman's review and Corporate governance report contained within the Report and accounts. Brief biographies for each director can be found below. More detail is available on pages 50 and 51 of the Report and accounts.

4. Jon Aisbitt

Jon Aisbitt has 20 years' experience in international corporate finance and was previously a Partner and Managing Director in the Investment Banking Division of Goldman Sachs. He was appointed to the Board as a non-executive director in August 2003 and was appointed non-executive Chairman in September 2007. He is Chairman of the Nomination Committee and a member of the Remuneration Committee. Jon is an Advisory Board Director of Celtic Pharma I and Celtic Pharma II (biotechnology) and a Director of New Forest Company Holdings (African forestry).

5. Alison Carnwath

Prior to joining the Board, Alison Carnwath spent 20 years working in investment banking and is currently Chairman of Land Securities Group plc, a non-executive director of Barclays PLC and an Independent Director of Paccar Inc. Alison was appointed to the Board as a non-executive director in January 2001 and was Senior Independent Director between July 2009 and July 2011. She is a member of the Remuneration Committee and the Nomination Committee.

Alison Carnwath has now served on the Board for 11 years. However, the Board believes, as confirmed by feedback given in the 2011 Board evaluation, that she continues to be unquestionably independent in thought and judgement. We, therefore, continue to regard her to be an independent non-executive director.

6. Peter Clarke

Peter Clarke joined Man in 1993 from the investment banking industry, having worked at Morgan Grenfell and Citicorp. Peter was appointed to the Board in 1997 and was appointed Finance Director in May 2000. He was appointed Deputy Group Chief Executive in November 2005 and Chief Executive in March 2007. He is Chairman of the Executive Committee.

7. Phillip Colebatch

Prior to joining the Board, Phillip Colebatch was a member of the Executive Boards of Swiss Reinsurance Company and Credit Suisse Group. Phillip is a non-executive director of Insurance Australia Group and Lend Lease Corporation and is on the Boards of Trustees of the LGT Group Foundation and the Prince of Liechtenstein Foundation. Phillip was appointed to the Board as a non-executive director in September 2007 and is Chairman of the Remuneration Committee and a member of the Nomination Committee.

8. Kevin Hayes

Kevin Hayes joined Man as Chief Financial Officer in March 2007 from Lehman Brothers where he served in a variety of senior finance and strategy positions based in New York and London. He was previously a Partner in the Financial Services practice of Ernst & Young LLP in New York. He was appointed to the Board as Finance Director in May 2007.

9. Frédéric Jolly

Frédéric (Fred) Jolly was Chief Executive Officer of Russell Investments (Europe, Middle East and Africa) until the summer of 2008. Prior to this, he was Head of Investment Consulting at The Wyatt Company, Paris (now Watson Wyatt). Fred was appointed to the Board as a non-executive director in August 2009 and is a member of the Remuneration Committee and the Nomination Committee. Fred was appointed Senior Advisor for Europe for Investec Asset Management in June 2011.

10. Matthew Lester

Matthew Lester was Group Finance Director of ICAP plc from 2006 to 2010. Prior to this he worked at Diageo plc in a number of senior finance roles, including Group Financial Controller. Matthew is Chief Finance Officer of the Royal Mail Group and is on the main Committee of the Hundred Group of Finance Directors. Matthew was appointed to the Board as a non-executive director in May 2011 and is Chairman of the Audit and Risk Committee and a member of the Nomination Committee.

11. Patrick O'Sullivan

Patrick O'Sullivan was previously Vice Chairman of the Group Management Board, as well as Group Finance Director, of Zurich Financial Services Group. Patrick is Chairman of Old Mutual plc and is Deputy Governor of the Bank of Ireland. He is also non-executive Chairman of the Shareholder Executive and a non-executive director of COFRA Holding AG. Patrick was appointed to the Board as a non-executive director in September 2007. He was appointed Senior Independent Director in July 2011 and is a member of the Audit and Risk Committee, the Remuneration Committee and the Nomination Committee.

12. Emmanuel Roman

Emmanuel (Manny) Roman joined Man as Chief Operating Officer in October 2010 following the acquisition of GLG. He joined GLG in 2005 as Co-Chief Executive Officer after 18 years with Goldman Sachs where he was Co-Head of Worldwide Global Securities and Co-Head of the European Securities Division. Manny was appointed to the Board as an executive director in May 2011.

13. Nina Shapiro

Nina has had a long career of senior roles within the World Bank and was Vice President, Finance and Treasurer of the International Finance Corporation from 2000 to 2011. She is a director of African Minerals Ltd and Russian Rail Leasing. Nina was appointed to the Board as a non-executive director on 10 October 2011 and is a member of the Audit and Risk Committee and the Nomination Committee.

14. To reappoint PricewaterhouseCoopers LLP as auditors

The Company's auditors are required to be reappointed at each general meeting at which accounts are presented to shareholders. The Board is proposing the reappointment of PricewaterhouseCoopers LLP as auditors of the Company. This appointment will continue until the accounts for the next reporting period are presented to shareholders in a general meeting.

15. To authorise the directors to determine the auditors' remuneration

The remuneration of the auditors must be determined by shareholders in a general meeting in such a manner as they consider appropriate. The usual practice, as proposed in this resolution, is for shareholders to authorise the directors to agree the auditors' remuneration as the directors are best placed to assess the work involved and decide an appropriate fee.

16. To authorise the directors to allot shares

Paragraph (a) of Resolution 16 seeks authority for the directors to allot ordinary shares up to a nominal amount of US\$20,777,968. Paragraph (b) of Resolution 16 seeks authority for the directors to allot ordinary shares up to a further nominal amount of US\$20,777,968 provided that these shares are allotted pursuant to a rights issue (i.e. offered to existing shareholders in proportion to their existing shareholdings).

The aggregate authority to allot shares sought under Resolution 16 is approximately equivalent to two-thirds of the issued ordinary share capital of the Company as at 1 March 2012 (being the latest practicable date prior to publication of this Notice). This Resolution will remain in force until the AGM in 2013 or, if earlier, the close of business on 30 June 2013.

The authority being sought is in line with the ABI Guidance on directors' authority to allot shares which states that, in addition to directors' requests for authorisation to allot new shares in an amount up to one-third of the existing issued ordinary share capital of a company as proposed in paragraph (a) of Resolution 16, the ABI will regard as routine requests to authorise the allotment of shares in an amount up to a further one-third (as proposed in paragraph (b) of Resolution 16), provided that any shares allotted in an amount exceeding one-third are used solely for a rights issue, the authority is only valid until the next AGM and, should the authority be used, all directors shall retire and stand for reappointment at the following AGM.

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

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

The effect of Resolution 17 is to renew the directors' existing authority to issue shares wholly for cash on a non pre-emptive basis, i.e. without first offering them to existing shareholders pro rata to their existing shareholding, up to an aggregate nominal amount of US\$3,116,695. This maximum limit represents approximately five per cent of the issued ordinary share capital of the Company as at 1 March 2012 (being the latest practicable date before publication of this Notice). The authority will remain in force until the AGM in 2013 or, if earlier, the close of business on 30 June 2013.

The Board has no current plans to make use of this authority, except in respect of the Company's share plans, and is requesting it only to ensure that it maintains maximum flexibility in managing the Company's capital resources. It is not intended to issue more than 7.5 per cent of the Company's issued ordinary share capital for cash on a non pre-emptive basis under this authority in any three year period.

18. To authorise the Company to purchase its own shares (special resolution)

Resolution 18 enables the Company to purchase in the market up to a maximum of 181,805,708 ordinary shares (representing approximately 10 per cent of the Company's issued ordinary share capital on 1 March 2012) at a minimum price of 3 3/7 US cents (or Sterling equivalent) per share and a maximum price, exclusive of expenses, of the higher of:

- (i) 105 per cent of the average market value of an ordinary share for the five business days prior to the day of purchase; and
- (ii) the higher of the price of the last independent trade of and the current highest independent bid for the Company's ordinary shares on the London Stock Exchange.

The Board would use this authority 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 at a later date or used to satisfy awards under the Company'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 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 1 March 2012 the Company did not hold any ordinary shares as treasury shares. The authority will remain in force until the AGM in 2013 or, if earlier, the close of business on 30 June 2013.

In November 2011 the Board announced a programme to buy back up to \$150 million of shares under the share repurchase authority granted by shareholders at the 2011 AGM. As at 1 March 2012 a total of 69,509,576 shares had been repurchased for cancellation under this programme which has now been completed. This represented approximately 3.69 per cent of the Company's issued share capital as at the date of the commencement of the programme.

As at 1 March 2012, being the latest practicable date before publication of this Notice, the total number of ordinary shares that might be issued on the exercise of outstanding options was 33,719,062 which represented approximately 1.85 per cent of the Company's issued share capital at that date. If the authority to purchase the Company's ordinary shares granted at last year's AGM and the authority proposed to be granted under this resolution were exercised in full, these option awards would, assuming no further ordinary shares are issued after that date, represent 2.22 per cent of the Company's issued ordinary share capital (excluding treasury shares) as at that date.

This percentage would reduce to 2.06 per cent if no further purchases were made under the authority granted at last year's AGM but the authority proposed to be granted under this resolution were exercised in full.

19. To authorise a 14 day notice period for general meetings other than AGMs (special resolution)

The Companies Act 2006 provides 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 this resolution seeks to renew their authority to do this which was given by shareholders at last year's AGM. The Company provides electronic proxy voting through CREST and through www.sharevote.co.uk for all shareholder meetings. The directors will not use this authority as routine and will ensure that it is used only if it is in the interests of shareholders to do so. The authority is valid up to the date of the next AGM at which the directors intend to propose that the authority be renewed.

20. To amend the articles of association (special resolution)

The changes to the articles of association ('Articles') proposed in Resolution 20 are being recommended following the introduction of the UK Corporate Governance Code which requires (on a comply or explain basis) that all directors retire at each AGM. This creates the possibility that following an AGM the number of directors in office may fall below the minimum required under the Articles and leave the Company unable to operate effectively. In this event, under the amended Articles, all the executive directors and the Senior Independent Director (the 'Continuing Directors') will remain in office but with powers only to maintain the Company as a going concern, ensure compliance with legal and regulatory obligations and appoint new directors to fill vacancies on the Board. The Continuing Directors will also be required to convene a general meeting as soon as practicable after the AGM to enable shareholders to appoint new directors to replace the Continuing Directors. The Continuing Directors will retire from office at that general meeting and will not stand again for reappointment. In addition, any directors appointed by the Continuing Directors to fill vacancies since the AGM will be required to retire and stand for reappointment by shareholders.

A copy of the Articles (marked to show the proposed amendments) will be available on the Company's website at www.man.com and for inspection at the Company's registered office during usual business hours on any weekday (Saturdays, Sundays and public holidays excluded) from the date of this Notice until the conclusion of the AGM. A copy will also be available for inspection at the Queen Elizabeth II Conference Centre from 10.45 am on 1 May 2012 until the conclusion of the AGM.

Important notes

1. Appointment of proxies

A shareholder is entitled to appoint one or more proxies to exercise their right 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 e-mail alert, a Form of Proxy is enclosed. To appoint more than one proxy, please obtain the appropriate number of additional Forms from the Company's Registrar, Equiniti, or if you have received a paper Form of Proxy, photocopy the Form you have received.

2. Online proxy voting

Alternatively, a shareholder may register a proxy vote online via the Equiniti 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 vote 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.

4. Record date for voting

Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 and Section 360B of the Companies Act 2006, the Company specifies that only those shareholders on the shareholder register as at the close of business on 27 April 2012 or, if the AGM is adjourned, at close of business on the day two days prior to the adjourned meeting (excluding any part of a 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 the close of business 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 votes, must be sent to the Company's Registrar, Equiniti, so as to be received no later than 11.00 am on 27 April 2012. If you prefer you may return the Form in an envelope to FREEPOST SEA 10846 Aspect House, Spencer Road, Lancing, West Sussex BN99 6ZL. 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.

6. CREST 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. 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 Equiniti, ID RA19, no later than 11.00 am on 27 April 2012.

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 they do not do so in relation to the same shares.

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

Under Section 527 of the Companies Act 2006, the number of shareholders who meet the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to (i) the audit of the Company's accounts (including the auditors' 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 in accordance with Section 437 of the Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with the Companies Act 2006. Where the Company is required to place a statement on a website under Section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes the consideration of any statement that the Company has been required to publish on a website under Section 527 of the Companies Act 2006.

9. Shareholders' right to request matters to be included in AGM business

Under Sections 338 and 338A of the Companies Act 2006, shareholders meeting the threshold requirements in those sections have the right to require the Company:

1. to give, 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; and/or
2. to include in the business to be dealt with at the AGM any other matter (other than a proposed resolution) which may be properly included in the business.

A resolution may properly be moved or a matter may properly be included in the business unless:

- (a) (in the case of a resolution only) 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 or the matter which is to be included in the business of the AGM, must be authorised 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 and the Company has an obligation to answer such questions unless they fall within any of the statutory exceptions.

11. Documents available for inspection

Copies of executive directors' service contracts, non-executive directors' letters of appointment and the proposed amended articles of association (marked to show changes) will be available for inspection 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. All such documents will also be available at the Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE from 10.45 am on 1 May 2012 until the conclusion of the AGM.

12. Total voting rights

At 1 March 2012 (being the latest practicable date prior to the publication of this Notice) the issued listed share capital of the Company with voting rights comprised 1,818,057,084 ordinary shares of 3 3/7 US cents each carrying one vote. The total voting rights in the Company as at 1 March 2012 were, therefore, 1,818,057,084.

13. Copy of Notice available on website

A copy of the AGM Notice and other information required by Section 311A of the Companies Act 2006 can be found at www.man.com. 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.

Formal Notice of Annual General Meeting

1. To receive the Directors' and Auditors' Reports and the Financial Statements for the nine month period ended 31 December 2011

2. To approve the Remuneration Report for the nine month period ended 31 December 2011

3. To declare a final dividend of 4.38 pence per ordinary share for the nine month period ended 31 December 2011

4. To reappoint Jon Aisbitt as a director of the Company

5. To reappoint Alison Carnwath as a director of the Company

6. To reappoint Peter Clarke as a director of the Company

7. To reappoint Phillip Colebatch as a director of the Company

8. To reappoint Kevin Hayes as a director of the Company

9. To reappoint Frédéric Jolly as a director of the Company

10. To reappoint Matthew Lester as a director of the Company

11. To reappoint Patrick O'Sullivan as a director of the Company

12. To reappoint Emmanuel Roman as a director of the Company

13. To reappoint Nina Shapiro as a director of the Company

14. To reappoint PricewaterhouseCoopers LLP as auditors of the Company to hold office from the conclusion of the 2012 Annual General Meeting until the conclusion of the next general meeting at which accounts are laid before the Company

15. To authorise the directors to determine the remuneration of the auditors

16. To authorise the directors to allot shares

THAT, in substitution for all existing authorities, the directors of the Company be and are hereby authorised generally and unconditionally to exercise all the powers of the Company (in accordance with Section 551 of the Companies Act 2006) to allot:

(a) shares (as defined in section 540 of the Companies Act 2006) or grant rights to subscribe for, or to convert any

security into, shares in the Company up to an aggregate nominal amount of US\$20,777,968; and in addition

(b) relevant equity securities (as defined in Section 560 of the Companies Act 2006) up to a further aggregate nominal amount of US\$20,777,968, in connection with an offer by way of a rights issue

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) at the conclusion of the next Annual General Meeting after the date of the passing of this Resolution (or, if earlier, until close of business on 30 June 2013) but, in each case, so that the Company may make offers and enter into agreements before the authority expires which would, or might, require equity securities to be allotted after the authority expires and the directors of the Company may allot relevant securities under any such offer or agreement as if the authority conferred hereby had not expired.

For the purposes of the authority in Resolution 16 'rights issue' means an offer to:

- (i) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- (ii) holders of other equity securities, as required by the rights of those securities or, subject to such rights, as the directors of the Company otherwise consider necessary.

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

THAT, in substitution for all existing authorities and subject to the passing of Resolution 16, the directors of the Company be generally empowered to allot equity securities (as defined in section 560 of the Companies Act 2006) for cash pursuant to the general authorities conferred by Resolution 16 and/or where the allotment constitutes an allotment of equity securities by virtue of Section 560(3) of the Companies Act 2006, in each case free of the restriction in Section 561 of the Companies Act 2006, such power to be limited to:

- (a) the allotment of equity securities in connection with a pre-emptive offer of equity securities (but in the case of an allotment pursuant to the authority granted by paragraph (b) of Resolution 16, such power shall be limited to the allotment of equity securities in connection with an offer by way of a rights issue only); and

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

(b) the allotment of equity securities pursuant to the authority granted by paragraph (a) of Resolution 16 and/or an allotment which constitutes an allotment of equity securities by virtue of Section 560(3) of the Companies Act 2006 (in each case, otherwise than in the circumstances set out in paragraph (a) of this Resolution 17) up to an aggregate nominal amount of US\$3,116,695

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 conclusion of the next Annual General Meeting after the date of the passing of this Resolution (or, if earlier, until the close of business on 30 June 2013) but 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.

For the purposes of this Resolution 'rights issue' has the same meaning as in Resolution 16 above.

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

THAT, in substitution for all existing authorities, the Company be and is hereby generally and unconditionally authorised pursuant to Section 701 of the Companies Act 2006 to make one or more market purchases (within the meaning of Section 693(4) of the Companies Act 2006) of the Company's ordinary shares of 3 3/7 US cents each ('ordinary shares') on the London Stock Exchange provided that:

- (a) the maximum aggregate number of ordinary shares that may be purchased is 181,805,708;
- (b) the minimum price (exclusive of expenses) which may be paid for an ordinary share is 3 3/7 US cents or the Sterling equivalent of 3 3/7 US cents (calculated on the basis of the spot rate of exchange in London (as derived from Reuters) for the purchase of US dollars with Sterling at 6.00 pm on the day before the relevant purchase) per ordinary share;
- (c) the maximum price (exclusive of expenses) which may be paid for each ordinary share is the higher of:
 - (i) 105 per cent of the average market value of an ordinary share in the Company for the five business days prior to the day the purchase is made; and

(ii) the value of an ordinary share calculated on the basis of the higher of the price quoted for:

- (A) the last independent trade of; and
- (B) the highest current independent bid for any number of the Company's ordinary shares on the London Stock Exchange; and

(d) the authority hereby conferred shall expire on the earlier of close of business on 30 June 2013 or the conclusion of the next Annual General Meeting of the Company except that the Company may make a contract to purchase ordinary shares under the authority hereby conferred which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of ordinary shares in pursuance of any such contract as if the authority conferred by this Resolution had not expired.

19. To authorise a 14 day notice period for general meetings other than AGMs*

THAT the directors be authorised to call general meetings of the Company other than Annual General Meetings on not less than 14 clear days' notice, provided that this authority shall expire at the conclusion of the next Annual General Meeting after the passing of this Resolution.

20. To amend the articles of association*

THAT the articles of association of the Company be amended as follows:

- (a) by inserting the words 'unless the provisions of Article 105 and Article 106 apply' at the end of Article 101(B);
- (b) by inserting the following:
 - 'If:
 - (A) any resolution or resolutions for the appointment or reappointment of Directors are put to a general meeting and not passed; and
 - (B) at the end of that meeting the number of Directors is fewer than any minimum number of Directors required under Article 89(A),

all the Executive Directors and the Senior Independent Director (the 'Continuing Directors') shall be deemed to have been reappointed as Directors and shall remain in office until the end of the meeting required to be convened under Article 106, but the Continuing Directors may only:

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

Notice of Annual General Meeting (continued)

- (i) act for the purpose of filling vacancies and convening general meetings of the Company; and
- (ii) perform such duties as are appropriate to maintain the Company as a going concern and to comply with the Company's legal and regulatory obligations,

but not for any other purpose.'

as a new Article 105 and renumbering all subsequent articles and altering all cross-references accordingly;

- (c) by inserting the following:

'The Continuing Directors, shall as soon as reasonably practicable following the general meeting referred to in Article 105, convene a general meeting for the purpose of voting on the appointment of new Director(s) in place of the Continuing Directors who will retire from office at that meeting and will not stand for reappointment. Any Directors appointed by the Continuing Directors since the general meeting referred to in Article 105 shall be required to stand for reappointment. If at the end of any meeting convened under this Article the number of Directors is fewer than any minimum number of Directors required under Article 89(A), the provisions of Article 105 and Article 106 shall also apply to that meeting.'

as a new Article 106 and renumbering all subsequent articles and altering all cross-references accordingly; and

- (d) by inserting the words ' , unless Article 105 applies,' immediately after the word 'may' in the fifth line of the existing Article 124.

By order of the Board

**Rachel Rowson**

Secretary
1 March 2012
Man Group plc
Riverbank House
2 Swan Lane
London
EC4R 3AD

Registered in England No. 2921462

Information about the AGM

How to get there

By car There is no car parking at the Queen Elizabeth II Conference Centre (the 'Centre'); however, there are four public car parks nearby. For more information, visit www.ncp.co.uk. Please note that the Centre is located within the congestion charging zone. For more information visit www.cclondon.com.

By train The Centre is within walking distance of Victoria Station (15 minutes walk).

By tube The Centre is within walking distance of the following tube stations: St James's Park on the Circle and District lines (5 minutes walk) and Westminster on the Jubilee, Circle and District lines (5 minutes walk). Please see the map below for the route from Westminster and St James's Park tube stations to the Centre.

By bus Buses 11, 24, 53, 77a and 88 stop at Parliament Square.

Attending the meeting

If you are intending to come to the AGM, please complete the Attendance Card and return it to the 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 by the end of the day and published on the Company's website.

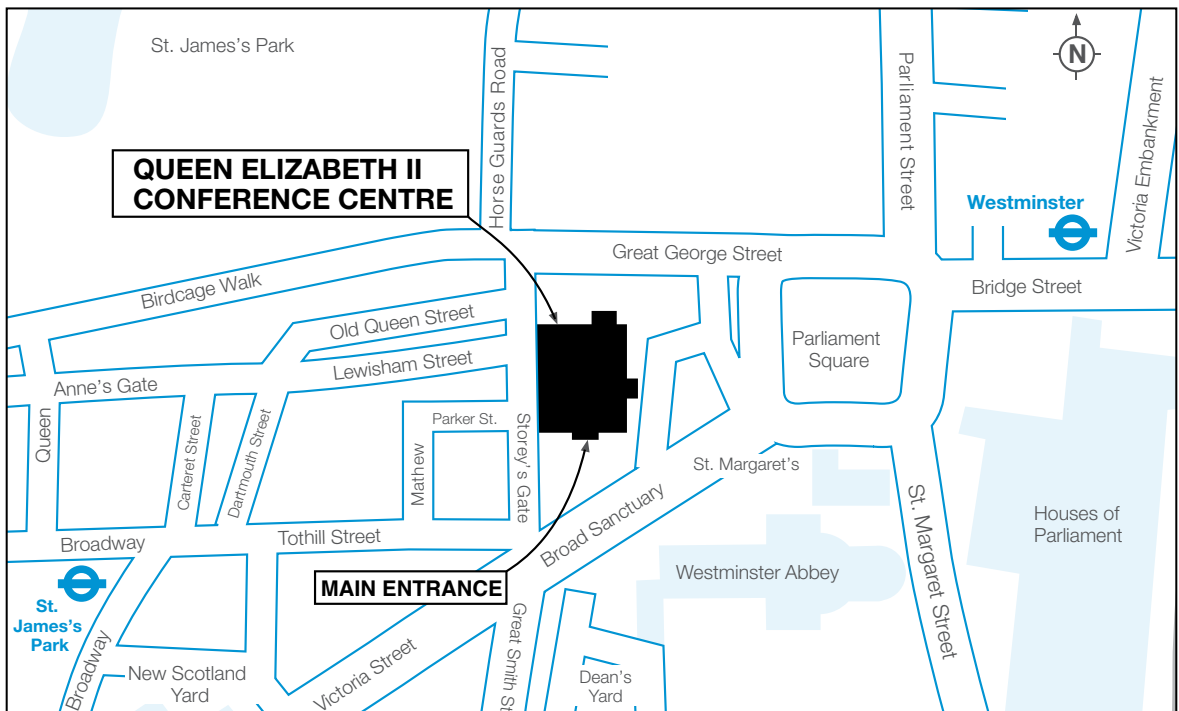
Refreshments

Tea and coffee will be available prior to the meeting and light refreshments will be provided afterwards.

Shareholder enquiries

The address and contact details for the Company's Registrar, Equiniti, are: Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, Tel: 0871 384 2112*. 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 Equiniti's website www.shareview.co.uk. To do this, you will need your shareholder reference number shown on your dividend tax voucher or share certificate.

* Calls to this number are charged at 8p per minute from a BT landline. Other telephony provider costs may vary. Lines are open between 8.30am and 5.30pm every business day.





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