

This Prospectus has been prepared for the purposes of admission to trading pursuant to Article 3(3) of the Prospectus Directive of the New Man Ordinary Shares to be issued in connection with a scheme of arrangement pursuant to Part 26 of the Companies Act 2006 to introduce a new holding company, Man Strategic Holdings plc (“**New Man**”), to the Group and has been prepared on the assumption that the Scheme will become effective in accordance with its current terms. Further information on the Scheme is set out in Part 1: Information on the Proposals of this Prospectus.

A copy of this document, which comprises a prospectus relating to the New Man Ordinary Shares and has been prepared for the purposes of Admission in accordance with the Prospectus Rules made under Section 84 of FSMA, has been filed with the FSA and has been made available to the public as required by section 3.2 of the Prospectus Rules.

You should read this document and the documents incorporated in it by reference in their entirety. In particular, your attention is drawn to the risk factors set out in the section of this document headed “Risk Factors”.

New Man and the Directors, whose names appear in the section headed “*Current Directors of New Man, Proposed Directors of New Man, Company Secretary, Registered Office and Advisers*”, accept responsibility for the information contained in this Prospectus. To the best of the knowledge of New Man and the Directors, who have taken all reasonable care to ensure that such is the case, the information contained in this Prospectus is in accordance with the facts and contains no omission likely to affect its import.

Application will be made to the (i) UKLA for up to 1,830,000,000 New Man Ordinary Shares to be admitted to listing on the premium listing segment of the Official List and (ii) London Stock Exchange for up to 1,830,000,000 New Man Ordinary Shares to be admitted to trading on the London Stock Exchange’s main market for listed securities, subject in each case to the Scheme becoming Effective. If the Scheme proceeds in accordance with the currently envisaged timetable, it is expected that dealings in Man Ordinary Shares will continue until close of business on 5 November 2012 and that Admission of the New Man Ordinary Shares will become effective, and that dealings in the New Man Ordinary Shares will commence on the London Stock Exchange, at 8.00 a.m. on the Scheme Effective Date which, subject to certain conditions, including the sanction of the Scheme by the Court, is expected to occur on 6 November 2012. No application has been, or is currently intended to be, made for the New Man Ordinary Shares to be admitted to listing or dealt with on any other stock exchange.

Prospective New Man Shareholders should rely only on the information contained in this Prospectus and the documents incorporated herein by reference. No person has been authorised to give any information or make any representations other than those contained in this Prospectus and any document incorporated by reference herein and, if given or made, such information or representation must not be relied upon as having been so authorised. New Man will comply with its obligation to publish a supplementary prospectus containing further updated information required by law or by any regulatory authority but assumes no further obligation to publish additional information.



Innovating to perform

MAN STRATEGIC HOLDINGS PLC⁽¹⁾

(Incorporated under the Companies Act 2006 and registered in England and Wales with Registered No. 08172396)

Introduction of up to 1,830,000,000 New Man Ordinary Shares and application for admission of up to 1,830,000,000 New Man Ordinary Shares of 136 US cents each⁽²⁾ to the premium listing segment of the Official List and to trading on the London Stock Exchange’s main market for listed securities

The New Man Ordinary Shares will not be, and are not required to be, registered with the SEC under the Securities Act, in reliance on the exemption from registration provided by Section 3(a)(10) of the Securities Act. **The New Man Ordinary Shares have not been and will not be registered with, recommended by or approved by the SEC or any other federal, state or foreign securities commission or regulatory authority, nor has any such commission or regulatory authority reviewed or passed comment upon the adequacy of this document. Any representation to the contrary is a criminal offence.**

Merrill Lynch International, which is authorised and regulated in the UK by the FSA, is acting as sponsor exclusively for New Man and no one else in connection with the listing on the premium listing segment of the Official List of the New Man Ordinary Shares and will not regard any other person (whether or not a recipient of this Prospectus) as its client in relation to such listing of the New Man Ordinary Shares, and will not be responsible to anyone other than New Man for providing the protections afforded to clients of Merrill Lynch International, nor for providing advice in relation to the Proposals, Admission or any matters referred to herein.

No representation or warranty, express or implied, is made by Merrill Lynch International as to the accuracy, completeness or verification of the information set forth in this Prospectus, and nothing contained in this Prospectus is, or shall be relied upon as, a promise or representation in this respect, whether as to the past or the future. Save for the sponsor’s responsibilities of Merrill Lynch International under the FSMA, Merrill Lynch International assumes no responsibility for its accuracy, completeness or verification and accordingly disclaims, to the fullest extent permitted by applicable law, any and all liability whether arising in tort, contract or otherwise which it might otherwise be found to have in respect of this document or any such statement.

THE CONTENTS OF THIS PROSPECTUS ARE NOT TO BE CONSTRUED AS LEGAL, FINANCIAL, BUSINESS OR TAX ADVICE. EACH POTENTIAL INVESTOR SHOULD CONSULT HIS, HER OR ITS OWN LEGAL ADVISER, FINANCIAL ADVISER OR TAX ADVISER FOR LEGAL, FINANCIAL OR TAX ADVICE.

This Prospectus does not constitute, and may not be used for the purposes of, any offer or invitation to sell or issue or the solicitation of any offer to purchase or subscribe for Man Ordinary Shares and/or New Man Ordinary Shares. The distribution of this Prospectus and the offering of New Man Ordinary Shares in certain jurisdictions may be restricted by law and, accordingly, persons into whose possession this Prospectus comes should inform themselves about and observe any such restrictions. Any failure to comply with any such restrictions may constitute a violation of the securities laws of the jurisdiction concerned.

Dated: 24 September 2012

(1) The name of Man Strategic Holdings plc is intended to be changed to Man Group plc on the Scheme Effective Date. The name of Man Group plc is intended to be changed to Man Strategic Holdings plc on the Scheme Effective Date.

(2) The nominal value of the New Man Ordinary Shares is intended to be reduced from 136 US cents (or such other nominal value as New Man shall resolve prior to the date on which the Court is asked to sanction the Scheme) to 3 $\frac{1}{2}$ US cents pursuant to the New Man Reduction of Capital.

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SUMMARY

Section A—Introduction and Warnings

A.1 *Warning.*

This summary should be read as an introduction to the Prospectus and any decision to invest in the securities should be based on consideration of the Prospectus as a whole by the investor. Where a claim relating to the information contained in the Prospectus is brought before a court, the plaintiff investor might, under the national legislation of the Member States, have to bear the costs of translating the Prospectus before the legal proceedings are initiated and civil liability attaches only to those persons who have tabled the summary including any translation thereof, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of the Prospectus or it does not provide, when read together with the other parts of the Prospectus, key information in order to aid investors when considering whether to invest in such securities.

Summaries are made up of disclosure requirements known as 'Elements'. These Elements are numbered in Sections A–E (A.1–E.7) below. This summary contains all the Elements required to be included in a summary for this type of securities and Issuer. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements. Even though an Element may be required to be inserted in the summary because of the type of securities and issuer, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element is included in the summary with the mention of 'not applicable'.

Section B—Issuer

B.1 *The legal and commercial name of the issuer.*

Man Strategic Holdings plc (“**New Man**”).

B.2 *The domicile and legal form of the issuer, the legislation under which the issuer operates and its country of incorporation.*

New Man was incorporated under the laws of England and Wales on 8 August 2012 as a public limited company with registered number 08172396. Its registered office and principal and administrative offices are at Riverbank House, 2 Swan Lane, London EC4R 3AD, and its telephone number is +44 (0)20 7144 1000.

B.3 *A description of, and key factors relating to, the nature of the issuer's current operations and its principal activities, stating the main categories of products sold and/or services performed and identification of the principal markets in which the issuer competes.*

The Group is a leading alternative investment management business. It has expertise in a wide range of liquid investment styles including managed futures, equity, credit and convertibles, emerging markets, global macro and multi-manager, combined with product structuring, distribution and client service capabilities. The Group's investment products are designed to offer performance across market cycles and are developed and structured internally and through partnerships with other financial institutions.

The Group has a global distribution network and an investment management track record dating back more than 20 years. Funds under management as at 30 June 2012 were US\$52.7 billion (31 December 2011: US\$58.4 billion). As at 30 June 2012, the Group had approximately 1,400 permanent employees worldwide.

B.4a *A description of the most significant recent trends affecting the issuer and the industries in which it operates.*

Recent trends

The last 18 months has been a period of extreme volatility across all asset classes, heavily influenced by economic uncertainty in the Eurozone and globally. This backdrop has created very challenging trading and performance conditions for the Group and the broader asset management industry and has severely tested investor appetite for risk. This has contributed to the Group's FUM decreasing from US\$71.0 billion as at 30 June 2011 to US\$52.7 billion as at 30 June 2012, principally as a result of net outflows and the deleveraging of the guaranteed product set. This has resulted in a marked decline in the underlying profitability of the Group.

Trading conditions in the six months ended 30 June 2012 have been challenging, characterised by a number of abrupt market reversals and policy-driven intervention, particularly in Europe.

Funds under management ("FUM")

The Group's revenues from management and administration fees are directly linked to FUM. As a result, the Group's future performance will depend on, among other things, its ability to retain FUM and to grow FUM.

The revenues of the Group are generated primarily from management fees earned on the amount of FUM and performance fees generated by positive performance of the Group's fund products in excess of "high water marks". Any factor which reduces FUM or results in adverse performance of fund products will reduce revenues.

FUM is adversely affected by factors including (but not limited to):

- Adverse investment performance of fund products
- Low levels of sales of fund products
- High levels of redemptions of fund products
- Reduced leverage of certain fund products
- Adverse foreign exchange movements for certain fund products

In addition reduced levels of FUM in certain parts of the business or in certain fund products may result in the impairment of goodwill and/or capitalised sales commissions.

Revenues may also be reduced by lower fee rates.

Fund product performance

The Group's revenues from performance fees are linked to the performance of the fund products the Group manages. Poor investment performance leads to a direct decline in the amount of FUM and revenues. It may also result in certain funds failing to meet "high water marks" and therefore reduce the performance fee income received by the Group. In certain fund products negative investment performance may trigger a reduction in leverage and investment

exposure, which would amplify the decline in FUM and revenues.

Performance also affects FUM because it influences investors' decisions to invest assets in, or withdraw assets from, the fund products managed by the Group.

B.5 *If the issuer is part of a group, a description of the group and the issuer's position within the group.*

New Man will be the holding company of the Group from the Scheme Effective Date. From the Scheme Effective Date, New Man will have the following significant subsidiary undertakings:

<u>Company Name</u>	<u>Country of Incorporation or Organisation</u>	<u>Registered Office</u>	<u>Principal Activities</u>	<u>Percentage held by Man or by subsidiary undertakings of Man</u>
Man Group plc	England	Riverbank House 2 Swan Lane London EC4R 3AD	Holding Company	100%
Man Investments Limited	England	Riverbank House 2 Swan Lane London EC4R 3AD	Asset Management	100%
Man Investments AG	Switzerland	Etzelstrasse 27, 8808 Pfäffikon SZ, Switzerland	Asset Management	100%
FRM Investments (USA) LLC	US	Advanced Corporate Services Inc. 100 N. LaSalle Suite 500 Chicago, IL 60602 USA	Asset Management	100%
Man Investments (CH) AG	Switzerland	Huobstrasse 3 8808 Pfäffikon SZ Switzerland	Asset Management	100%
GLG Partners LP	England	One Curzon Street London W1J 5HB	Asset Management	100% ⁽¹⁾
E D & F Man Limited	England	Riverbank House 2 Swan Lane London EC4R 3AD	Group Services Company	100%
Man Investments Finance Limited . . .	England	Riverbank House 2 Swan Lane London EC4R 3AD	Group Treasury and Holding Company	100%

(1) By virtue of Man's 100 per cent. ownership of the general partner of GLG Partners LP (the "**Partnership**"), GLG Partners Limited, which controls the Partnership.

B.6 *In so far as is known to the issuer, the name of any person who, directly or indirectly, has an interest in the issuer's capital or voting rights which is notifiable under the issuer's national law, together with the amount of each such person's interest, and whether the issuer's major shareholders have different voting rights if any. To the extent known to the issuer, state whether the issuer is directly or indirectly owned or controlled and by whom and describe the nature of such control.*

As at 21 September 2012 (being the latest practicable date prior to publication of this Prospectus), in so far as it has been notified to Man pursuant to the Disclosure and Transparency Rules, the name of each person who, directly or indirectly, has a notifiable interest in three per cent. or more of Man's issued share capital (and who will, immediately following the Scheme becoming Effective (assuming that there will be no change in their interests between 21 September 2012 (being the latest practicable date prior to publication of this Prospectus) and the Scheme Effective Date) have a notifiable interest in 3 per cent. or more of the issued share capital of New Man), and the amount of such person's interest, are set forth below:

<u>Shareholder</u>	<u>Percentage</u>
BlackRock Inc	9.96
AXA S.A.	4.15
G&S Trustees Limited—Pierre Lagrange	3.41

None of these shareholders will have, upon implementation of the Proposals, different voting rights from any other holder of New Man Ordinary Shares.

B.7 *Selected historical key financial information regarding the issuer, presented for each financial year of the period covered by the historical financial information, and any subsequent interim financial period accompanied by comparative data from the same period in the prior financial year except that the requirement for comparative balance sheet information is satisfied by presenting the year end balance sheet information. This should be accompanied by a narrative description of significant change to the issuer's financial condition and operating results during or subsequent to the period covered by the historical key financial information.*

The following selected historical key financial information is a summary of Man's financial information for the periods indicated. The data has been extracted without material adjustment from Man's Consolidated Financial Statements, which have been prepared in accordance with IFRS.

Selected Consolidated Statement of Comprehensive Income Data

	Six months to 30 June		Nine months to 31 December	Year to 31 March		
	2012	2011	2011	2011	2010	2009
	(unaudited)		(audited)	(audited)	(audited)	(audited)
	(US\$ million)					
Revenue:						
Gross management and other fees . .	629	841	1,160	1,452	1,293	1,861
Performance fees	28	49	94	203	52	627
	<u>657</u>	<u>890</u>	<u>1,254</u>	<u>1,655</u>	<u>1,345</u>	<u>2,488</u>
Gains/(losses) on investments at fair value	4	17	(1)	25	39	(260)
Distribution and asset services costs .	(152)	(177)	(261)	(334)	(325)	(518)
Compensation	(227)	(365)	(422)	(566)	(349)	(500)
Other costs	(196)	(193)	(324)	(335)	(266)	(275)
Share of after tax profit of associates and joint ventures	5	28	3	65	70	144
Gain/(loss) on disposal of subsidiaries, associates and residual interest in brokerage assets	—	257	—	257	34	(57)
Impairment of investments and goodwill	(233)	(375)	—	(397)	—	(299)
Net Finance (expense)/income	<u>(22)</u>	<u>(18)</u>	<u>(56)</u>	<u>(46)</u>	<u>(7)</u>	<u>20</u>
(Loss)/profit before tax from continuing operations	(164)	64	193	324	541	743
Taxation	<u>(12)</u>	<u>(10)</u>	<u>(34)</u>	<u>(51)</u>	<u>(96)</u>	<u>(240)</u>
(Loss)/profit after tax from continuing operations	(176)	54	159	273	445	503
Discontinued operations—brokerage	<u>—</u>	<u>6</u>	<u>—</u>	<u>(62)</u>	<u>—</u>	<u>—</u>
(Loss)/profit for the period	(176)	60	159	211	445	503
Diluted Earnings per share from continuing operations (cents)	(10.6)	2.3	7.6	14.0	24.8	28.4

Selected Consolidated Statement of Cash Flow Data

	Six months to 30 June		Nine months to 31 December	Year to 31 March		
	2012	2011	2011	2011	2010	2009
	(unaudited)		(audited)	(audited)	(audited)	(audited)
	(US\$ million)					
Cash flows from continuing and discontinued operating activities—total Man Group . . .	<u>149</u>	<u>176</u>	<u>677</u>	<u>527</u>	<u>754</u>	<u>1,616</u>
Cash flows from investing activities—total Man Group . . .	<u>(7)</u>	<u>430</u>	<u>(433)</u>	<u>(31)</u>	<u>85</u>	<u>(455)</u>
Cash flows from financing activities—total Man Group . . .	<u>(370)</u>	<u>(75)</u>	<u>(964)</u>	<u>(1,311)</u>	<u>(25)</u>	<u>(674)</u>

Selected Consolidated Statement of Financial Position Data

	As at 30 June	As at 31 December	As at 31 March		
	2012	2011	2011	2010	2009
	(unaudited)	(audited)	(audited)	(audited)	(audited)
			(US\$ million)		
Gross assets	<u>5,327</u>	<u>6,013</u>	<u>6,818</u>	<u>6,032</u>	<u>5,570</u>
Net cash	564	573	881	1,740	1,718
Net tangible assets	1,443	1,395	1,724	2,852	3,052
Total liabilities	<u>1,518</u>	<u>1,953</u>	<u>2,382</u>	<u>2,045</u>	<u>1,378</u>
NET ASSETS	<u>3,809</u>	<u>4,060</u>	<u>4,436</u>	<u>3,987</u>	<u>4,192</u>

There has been no significant change in the trading or financial position of the Group since 30 June 2012, the end of the last financial period for which financial information has been published.

- B.8** *Selected key pro forma financial information, identified as such. The selected key pro forma financial information must clearly state the fact that because of its nature, the pro forma financial information addresses a hypothetical situation and, therefore, does not represent the company's actual financial position or results.* Not applicable.
This Prospectus does not contain any pro forma financial information.
- B.9** *Where a profit forecast or estimate is made, state the figure.* Not applicable. This Prospectus does not contain any profit forecast of New Man.
- B.10** *A description of the nature of any qualifications in the audit report on the historical financial information.* Not applicable. The audit reports covering the historic financial information contained in this Prospectus have not been qualified.
- B.11** *If the issuer's working capital is not sufficient for the issuer's present requirements an explanation should be included.* Not applicable. New Man is of the opinion that, taking account of bank facilities and cash available to the Group, the Group has sufficient working capital for its present requirements, that is for at least 12 months following the date of publication of this Prospectus.

Section C—Securities

- C.1** *A description of the type and the class of the securities being offered and/or admitted to trading, including any security identification number.* Existing holders of Man Ordinary Shares are expected to be issued with 1,820,560,383 New Man Ordinary Shares in aggregate pursuant to the Scheme.
The New Man Ordinary Shares will be admitted with ISIN GB00B83VD954 and SEDOL number B83VD95.
- C.2** *Currency of the securities issue.* The New Man Ordinary Shares are denominated in US dollars.
- C.3** *The number of shares issued and fully paid and issued but not fully paid. The par value per share, or that the shares have not par value.* At Admission, the number of issued and outstanding New Man Ordinary Shares which are fully paid is expected to be 1,820,560,385. In addition, New Man will have 50,000 New Man Deferred Sterling Shares in issue. As at the date of this Prospectus the number of issued and outstanding ordinary shares of New Man which are fully paid is two and the nominal value of the ordinary shares of New Man is 1 US cent. The nominal value of New Man Ordinary Shares is intended to be reduced from 136 US cents (or such other nominal value as New Man shall resolve on or prior to the date on which the Court is asked to sanction the Scheme) to

		<p>3¾ US cents pursuant to the New Man Reduction of Capital.</p>
C.4	<i>A description of the rights attached to the securities.</i>	<p>With effect from the Scheme Effective Time, the rights attaching to the New Man Ordinary Shares will be as follows:</p> <p><i>Voting Rights</i></p> <p>Subject to any special rights, restrictions or prohibitions as regards voting for the time being attached to any shares in the capital of New Man, holders of New Man Ordinary Shares have the right to receive notice of and to attend and vote at general meetings of New Man.</p> <p>The New Man Deferred Sterling Shares do not carry any right to receive notice of any general meeting nor to attend, speak or vote at any general meeting. The rights attaching to the New Man Deferred Sterling Shares in respect of capital are not capable of further variation and/or abrogation without the prior consent of the board of directors of New Man.</p> <p><i>Return of Capital</i></p> <p>Subject to the Acts and the Articles, holders of New Man Ordinary Shares are entitled to participate in the profits of New Man. Holders of New Man Ordinary Shares are also entitled to participate (in accordance with the rights specified in the Articles) in the assets of New Man attributable to their New Man Ordinary Shares in a winding up of New Man or a winding up of the business of New Man.</p> <p>The New Man Deferred Sterling Shares carry no right to participate in the profits of New Man or to participate in (i) any distribution of New Man's assets on a winding up, administration or any other similar process or (ii) any other distribution (not being a distribution of the kind referred to in (i) above), except (in case of (ii) only) that after a return of the nominal value paid up or credited as paid up on every other class of share and the distribution of £100,000,000,000 to each holder of such class of share, the New Man Deferred Sterling Shares carry the right to receive an amount equal to the nominal value of such shares.</p>
C.5	<i>A description of any restrictions on the free transferability of the securities.</i>	<p>Subject to the Articles, selling restrictions dictated by applicable laws and contractual lock-ups for certain shareholders, the New Man Shares are freely transferable.</p>
C.6	<i>An indication as to whether the securities offered are or will be the object of an application for admission to trading on a regulated market and the identity of all the regulated markets where the securities are or are to be traded.</i>	<p>Application will be made to the (i) United Kingdom Listing Authority for the admission of the New Man Ordinary Shares to the premium listing segment of the Official List and (ii) LSE for the admission of the New Man Ordinary Shares to trading on the LSE's main market for listed securities. No application has been, or is currently intended to be, made for the New Man Ordinary Shares to be admitted to listing or dealt with on any other stock exchange.</p>
C.7	<i>A description of the dividend policy.</i>	<p>Man's dividend policy is, and New Man's dividend policy is expected to be, to pay at least 100 per cent. of adjusted management fee earnings per share in each financial year by</p>

way of ordinary dividend. In addition, the Group expects to generate significant surplus capital over time, primarily from net performance fee earnings. Available surpluses, after taking into account required capital, potential strategic opportunities and a prudent buffer, will be distributed to shareholders over time, by way of higher dividend payments and/or share repurchases. Whilst the Board continues to consider dividends as the primary method of returning capital to shareholders, it will continue to execute share repurchases when advantageous. As previously stated by Man, the Board expects to propose a final dividend for the year to 31 December 2012 of 12.5 US cents per share, to give a total dividend of 22 US cents per share, of which an interim dividend of 9.5 US cents per share was paid on 4 September 2012.

Section D—Risks

D.1 *Key Information on the key risks that are specific to the issue.*

Risks relating to the Group's business

- Poor investment performance (particularly of the AHL programme) because of a failure of investment strategy, changes in domestic and international market conditions, or a loss of investor confidence in the alternative investment sector, may reduce the value of funds under management of the Group.
- Investors in Fund Products have the ability to withdraw FUM. Increased rates of redemptions, which could be exacerbated by large investor concentration, could reduce FUM and adversely affect the Group's revenues.
- A number of the Fund Products and/or Underlying Third Party Products use leverage as part of their investment strategies. Adverse investment performance by such Fund Products may give rise to a need for these Fund Products to reduce leverage or to otherwise reduce investment exposure more quickly than is feasible given the liquidity terms of their investments including in Underlying Third Party Products.
- A liquidity mismatch or failure to manage the liquidity levels of the Fund Products (including MACs) could reduce FUM and adversely affect the business, financial condition, results of operations and/or prospects of the Group.
- The Group's future success depends to a significant degree upon its continued ability to attract and retain key personnel.
- The Group, the Fund Products and Underlying Third Party Products are subject to counterparty default risks.
- The Group may incur losses or business disruption if the current crisis in the Eurozone worsens and results in financial dislocations in that region.
- The Group operates in a heavily regulated environment. Adverse regulatory developments or changes in government policy relating to the financial sector generally or the alternative investment fund

industry in particular could have an adverse effect on the Group's business, financial condition, results of operation or prospects.

- If the Group (or any of its employees or other persons acting on its behalf), or any of the Fund Products and/or the directors of the Fund Products, breach applicable laws and regulations, there could be a material adverse effect on the Group's business, financial condition, results of operation and/or prospects.
- A failure in the operational, investment and/or risk management processes, procedures, systems or infrastructure of the Group or those of critical third parties could adversely affect the business, financial condition, results of operations and/or prospects of the Group and damage its reputation.
- The Fund Products and Underlying Third Party Products rely on third party providers of operational service and other critical services, such as fund administration, any failure of which could adversely affect the business, financial condition, results of operations and/or prospects of the Group and damage its reputation.
- The due diligence process that the Group undertakes in connection with investments by the Fund Products may not reveal all facts that may be relevant in connection with an investment and the Fund Products may make losses.
- The Group may be subject to claims of mis-selling.
- Certain of the Group's funds have claims as creditors and/or as trust asset claimants against Lehman Brothers International (Europe) and, in some cases, other Lehman Brothers entities. The economic risk of these claims against the Lehman estate has been transferred to the Group in a series of transactions in July 2011. These claims will likely take an extended period of time to resolve and, in some cases, may remain unsatisfied. There are also a number of open factual and legal issues surrounding such claims.
- The Group may be required to make further contributions to its defined benefit pension schemes if the value of pension fund assets is insufficient to cover potential future obligations.
- The Group is subject to third party litigation risk that could result in significant liabilities and/or reputational harm, which could materially adversely affect its results of operations and/or financial condition.

D.3 *Key information on the key risks that are specific to the securities.*

Risks and other considerations relating to the Proposals and the New Man Ordinary Shares

- The New Man Reduction of Capital may not be implemented on a timely basis or at all.
- New Man Ordinary Shares may be subject to market price volatility, and their market price may decline, in

response to developments that are unrelated to the Group's operating performance.

- Shareholders in the United States may not be able to participate in future equity offerings.
- Legal investment considerations may restrict certain investments.
- The level of any dividend paid in respect of the New Man Ordinary Shares is subject to a number of factors.
- In order to comply with FATCA, New Man may be required to withhold on payments to certain holders of New Man Ordinary Shares.
- The historical performance of the Fund Products should not be considered as indicative of their future results or of any returns expected on the New Man Ordinary Shares.

Section E—Offer

E.1	<i>The total net proceeds and an estimate of the total expenses of the issue/offer, including estimated expenses charged to the investor by the issuer or the offeror.</i>	New Man will not receive any proceeds as a result of the Admission of the New Man Ordinary Shares. The total fees and expenses payable by New Man in connection with the transaction is expected to be approximately £3.8 million (exclusive of VAT).
E.2a	<i>Reasons for the offer, use of proceeds, estimated net amount of the proceeds.</i>	<p>The Proposals are an effective way to provide flexibility to the capital structure of the Group and to allow New Man to access distributable reserves. The Proposals will allow New Man greater flexibility in maintaining its previously stated dividend policy.</p> <p>This Prospectus does not comprise an offer of New Man Ordinary Shares. New Man will not receive any proceeds as a result of the Admission of the New Man Ordinary Shares.</p>
E.3	<i>A description of the terms and conditions of the offer.</i>	Not applicable. This Prospectus does not comprise an offer of New Man Ordinary Shares. If the Scheme becomes Effective, existing holders of Man Ordinary Shares are expected to be issued with 1,820,560,383 New Man Ordinary Shares in aggregate pursuant to the Scheme.
E.4	<i>A description of any interest that is material to the issue/offer including conflicting interests.</i>	Not applicable.
E.5	<i>Name of the person or entity offering to sell the security. Lock-up agreements: the parties involved; and indication of the period of the lock up.</i>	Not applicable. This Prospectus does not comprise an offer of New Man Ordinary Shares. No lock-up agreements are being entered into in connection with Admission.
E.6	<i>The amount and percentage of immediate dilution resulting from the offer. In the case of a subscription offer to existing equity holders, the amount and percentage of immediate dilution if they do not subscribe to the new offer.</i>	Not applicable. This Prospectus does not comprise an offer of New Man Ordinary Shares. If the Scheme becomes Effective, existing holders of Man Ordinary Shares will receive, for each one Man Ordinary Share held, one New Man Ordinary Share.
E.7	<i>Estimated expenses charged to the investor by the issuer or the offeror.</i>	Not applicable.

EXPECTED TIMETABLE⁽¹⁾

Time and/or date ⁽¹⁾	Event
11.30 a.m. on 15 October 2012	Latest time for receipt by Man's Registrar of blue Form of Proxy from Man Shareholders for the Court Meeting ⁽²⁾
12 noon on 15 October 2012	Latest time for receipt by Man's Registrar of white Form of Proxy from Man Shareholders for the General Meeting ⁽³⁾
6.00 p.m. on 15 October 2012	Voting Record Time ⁽⁴⁾
11.30 a.m. on 17 October 2012	Court Meeting
12 noon on 17 October 2012	General Meeting ⁽⁵⁾
5 November 2012	First Court Hearing to sanction the Scheme and confirm the reduction in the share capital of Man
5 November 2012	Last day of dealings in, and listing of, Man Ordinary Shares ⁽¹⁾
6.00 p.m. on 5 November 2012	Scheme Record Time ⁽¹⁾
By no later than 8.00 a.m. on 6 November 2012	Scheme Effective Date ⁽¹⁾
6 November 2012	Admission of New Man Ordinary Shares to listing on the premium listing segment of the Official List, crediting of New Man Ordinary Shares to CREST accounts and admission to trading of the New Man Ordinary Shares on the main market for listed securities of the London Stock Exchange ⁽¹⁾
7 November 2012	Second Court Hearing to confirm the New Man Reduction of Capital ⁽¹⁾
8 November 2012	New Man's Reduction of Capital becomes effective ⁽¹⁾
By no later than 19 November 2012	Despatch of share certificates in respect of New Man Ordinary Shares which are allotted and issued pursuant to the Scheme in certificated form ⁽¹⁾

Notes

- (1) Unless otherwise stated, all references to times in this Prospectus are to London time. The times and dates given are based on the Directors' expectations and may be subject to change. The times and dates are indicative only and will depend, among other things, on the date upon which the Court sanctions the Scheme and confirms the New Man Reduction of Capital and the date on which the Conditions are satisfied or, if capable of waiver, waived. The timetable is also dependent on when the Court Orders sanctioning the Scheme and confirming the New Man Reduction of Capital, the Man Statement of Capital and the New Man Statement of Capital are delivered to, and registered by, the Registrar of Companies. Man will give notice of any change(s) to the expected timetable by issuing an announcement through a Regulatory Information Service.
- (2) It is requested that blue Forms of Proxy for the Court Meeting be lodged before 11.30 a.m. on 15 October 2012 or, if the Court Meeting is adjourned, not later than 48 hours before the time appointed for the holding of the adjourned meeting. However, blue Forms of Proxy not so lodged may be handed to Man's Registrars, Equiniti, or to the Chairman of the Court Meeting before the commencement of that meeting.
- (3) White Forms of Proxy for the General Meeting must be lodged before 12 noon on 15 October 2012 in order for them to be valid or, if the General Meeting is adjourned, not later than 48 hours before the time appointed for the holding of the adjourned meeting. White Forms of Proxy cannot be handed to the Chairman of the General Meeting at that meeting.
- (4) If either of the Meetings is adjourned, the Voting Record Time for the relevant adjourned meeting will be 6.00 p.m. on the date two calendar days before the date set for the adjourned meeting.
- (5) To commence at the time fixed or as soon thereafter as the Court Meeting has been concluded or adjourned.

RISK FACTORS

Holders of New Man Ordinary Shares are subject to a number of risks. Accordingly, Man Shareholders and any prospective New Man Shareholders and any potential investors in New Man Ordinary Shares should consider the following risks and uncertainties together with all the other information set out in, or incorporated by reference into, this Prospectus prior to making any decision relating to the New Man Ordinary Shares. The risks described below are based on information known at the date of this Prospectus, but may not be the only risks to which the Group is or might be exposed. Additional risks and uncertainties, which are currently unknown to New Man or that New Man does not currently consider to be material, may materially affect the business of the Group and could have a material adverse effect on the business, financial condition, results of operations and/or prospects of the Group.

If any of the following risks were to occur, the business, financial condition, results of operations and/or prospects of the Group could be materially adversely affected and the value of the New Man Ordinary Shares could decline and New Man Shareholders and investors could lose all or part of the value of their investment in the New Man Ordinary Shares.

Man Shareholders and any prospective New Man Shareholders should read this Prospectus as a whole and not rely solely on the information set out in this section. The financial information set out in this section has been extracted without material adjustment from the financial information referred to in Part 6: Financial Information on Man (which has been incorporated into this Prospectus by reference).

Risks relating to the Group's business

Poor investment performance because of a failure of investment strategy, changes in domestic and international market conditions, or a loss of investor confidence in the alternative investment sector, may reduce the value of funds under management of the Group

The amount of FUM and the performance of Fund Products are affected by a number of factors. The Fund Products may experience poor investment performance (both in absolute terms and relative to the performance of fund products managed by competitors and relative to other asset classes) due to the failure of strategies implemented in managing these Fund Products (including both the implementation of trading styles and the implementation of allocating and weighting between trading styles). The amount of FUM and performance of Fund Products may also be affected by matters beyond the Group's control, including conditions in the domestic and global financial markets and the wider economy, such as the level and volatility of equity prices, bond prices, interest rates (including, but not limited to, the impact of a persistently low nominal interest rate environment, as is currently the case, which may affect the Group's ability to create viable and attractive guaranteed Fund Products and result in lower sales and FUM), exchange rates, commodity prices, liquidity in markets, credit spreads, margin requirements, the availability and cost of credit and the responses of governments and regulators to these economic and market conditions.

Furthermore, loss of investor confidence in the alternative investment sector, whether because of changes in investor risk appetite, investor liquidity requirements, regulatory and fiscal changes, poor relative or absolute performance of alternative investment funds or for any other reason could lead to lower sales and higher redemptions of Fund Products.

During 2008, market conditions adversely affected many parts of the hedge fund industry. Challenging market conditions made it difficult to produce positive returns across many hedge fund styles, and a significant number of hedge funds posted negative or weak results during that period. Since that time, market conditions for the hedge fund industry have generally improved, although the persistence of low rates of global growth, and resulting low levels of interest rates, and repeated political intervention in markets have affected certain hedge fund styles. Market conditions could deteriorate in the future to levels similar to or worse than those experienced during 2008.

Performance fees have historically comprised a significant proportion of the revenues of the Group and may comprise a significant proportion of the revenues of the Group in the future. Performance fees require positive performance by the Fund Products in excess of "high water marks" or benchmarks, including various indices such as the S&P 500 and FTSE All Share and various blended indices. To the extent that any of the Fund Products do not generate positive investment performance sufficient to earn performance fees, the revenues and net income of the Group will be lower and this could have a material adverse effect on the business, results of operations, financial condition and/or prospects of the Group.

Adverse circumstances of this nature or adverse movements in any of the other global conditions described above could result in materially reduced FUM and management fees, little or no performance fees, losses on the Group's investments in Fund Products and significant impairments in the value of goodwill and other intangible assets, all of which could have a material adverse effect on the business, financial condition, results of operations and/or prospects of the Group.

Adverse performance of the AHL programme could have a disproportionate impact on the business, financial condition, results of operations and/or prospects of the Group

During each of the nine months ended 31 December 2011 and the six months ended 30 June 2012, approximately 60 per cent. of the revenues of the Group were generated by AHL, and going forward it is expected that a significant proportion of the Group's revenues will continue to be generated by the AHL programme, either in Fund Products in respect of which AHL is the sole hedge fund manager or adviser or in Fund Products where AHL is a component. Therefore, the Group's revenues could be materially adversely affected if the AHL programme experiences poor performance and/or high levels of investor redemptions. AHL is an investment manager which implements primarily directional strategies which seek to take advantage of upward or downward price trends. Accordingly, if global economic and market conditions (including the effect of government interventions) result in no clear trends or trends which abruptly reverse (as for example in both 2009 and 2011), this could adversely affect the performance of managed futures managers such as AHL. Given a substantial proportion of AHL's assets are held in cash, persistently low interest rates will over time adversely affect fund performance. For example, during the nine months ended 31 December 2011 and the six months ended 30 June 2012, AHL Diversified plc, the largest Fund Product by funds under management in which AHL is the sole hedge fund manager, produced a positive return limited to 0.1 per cent and 0.3 per cent respectively. Market conditions in the future could be similar to or worse than those experienced in 2009 and 2011, respectively, and could result in negative performance for AHL (and funds with similar trading strategies), reduced FUM, little or no performance fees from these Fund Products (given that AHL funds were on average 11 per cent. below "high water marks" (above which performance fees become payable) as at 30 June 2012) and lower sales and/or higher redemptions of Fund Products which comprise or have significant investments in AHL Fund Products in which AHL is the sole hedge fund manager. These in turn could have a disproportionate adverse impact on the business, financial condition, results of operations and/or prospects of the Group. There can also be no assurance that low correlation of AHL's performance to other asset classes (such as equities) will be sustained, which could result in negative performance for AHL.

Investors in Fund Products have the ability to withdraw FUM. Increased rates of redemptions, which could be exacerbated by large investor concentration, could reduce FUM and adversely affect the Group's revenues

Investors in the Fund Products have the ability, often at short notice, to redeem their investments. Investors may reduce all or any portion of their investments, or transfer their investments to other asset managers, for any number of reasons, including for reasons that may be unconnected with the performance of the Group. These reasons include, but are not limited to, changes in investor risk appetite, investor liquidity requirements, regulatory and fiscal changes, poor relative or absolute investment performance, fee rates, changes in investment management personnel, actual or perceived reputational risk or a reduction of investments in certain asset classes by investors. In addition, as the investor base of the Group could have a significant investor concentration from time to time, the impact could be exacerbated where the Group suffers redemptions from large investors which account for a material proportion of FUM and revenues. Redemptions have recently been at high levels with the Group experiencing annualised redemption rates of 36 per cent. of average FUM in the nine months ended 31 December 2011 and 34 per cent. of average FUM for the six months ended 30 June 2012. A decline in revenues resulting from high levels of redemptions, particularly in high margin products, could have a material adverse effect on the business, financial condition, results of operations (including impairments in the value of goodwill) and/or prospects of the Group.

Under the terms of the prospectuses for many of the Fund Products, the independent boards of directors of the Fund Products have the right to restrict redemptions from the Fund Products for certain periods in the event of exceptional circumstances and may choose to do so in order to treat all investors in the Fund Products fairly. The exercise of these rights may, however, have an adverse effect on the ability of the Fund Products to attract additional FUM and, therefore, on future revenues, which may in turn have a material adverse effect on the business, financial condition, results of operations and/or prospects of the Group.

There are risks associated with geographical concentration of investors and intermediaries/distributors within the Group's distribution network

Despite the diversity of the Fund Products and the regions in which the Group operates, sources of the Group's FUM or its sales may, from time to time, be concentrated in certain regions and/or countries and/or with certain intermediaries or distributors. For example, as at 30 June 2012, 57 per cent. and 23 per cent. of the Group's FUM relate to investors in Europe and Asia Pacific. For further information on the Group's FUM by geography, see "*—Investors by geography*" in Part 2: Information on New Man. Moreover, the geographic concentration of the sources of the Group's FUM or its sales is constantly subject to change, which change may be significant. The Group's business, financial condition, results of operations, prospects and/or net inflows of FUM may therefore be affected significantly by events and circumstances in the relevant regions and countries where such geographic concentration exists.

The removal of the Group as the investment manager or the liquidation of one or more of the Fund Products could have a material adverse effect on its business, financial condition, results of operations and/or prospects

All or substantially all of the Fund Products are managed pursuant to management or advisory agreements that may be terminated by the independent board of directors of the Fund Product or fund partnership agreements that permit investors to request liquidation of investments in the Fund Products on short notice. The termination of certain management agreements or commencement of the dissolution of certain Fund Products could cause a material reduction in FUM and loss of revenues and adversely affect the Group's reputation, which in turn could affect its business, financial condition, results of operations (including impairments in the value of goodwill) and/or prospects.

A number of the Fund Products and/or Underlying Third Party Products use leverage as part of their investment strategies. Adverse investment performance by such Fund Products may give rise to a need for these Fund Products to reduce leverage or to otherwise reduce investment exposure more quickly than is feasible given the liquidity terms of their investments including in Underlying Third Party Products

Some of the Fund Products and/or Underlying Third Party Products may operate with a substantial degree of leverage, a significant proportion being high margin products. They may borrow and/or invest in futures, forward foreign exchange contracts, options, swaps and other derivative instruments and purchase securities using margining and/or borrowed money, so that the positions held by the Fund Products and/or Underlying Third Party Products may support investment exposures which in aggregate value exceed the net asset value of the relevant Fund Products and/or Underlying Third Party Products. This leverage creates the potential for higher returns, but the corollary is that it can magnify the impact of adverse market movements on the returns of the Fund Products, as well as result in a reduction in investment exposure and hence in FUM, management fees and performance fees. A significant proportion of the FUM in Fund Products which use leverage is allocated to AHL. In the event of poor investment performance by AHL, which is more fully described in the risk factor entitled "*Adverse performance of the AHL programme could have a disproportionate impact on the business, financial condition, results of operations and/or prospects of the Group*" above, these leveraged Fund Products in most circumstances reduce investment exposure and leverage (a process known as "de-gearing"). This reduction in investment exposure results in lower FUM and this may lead to a material reduction in management fees earned by the Group.

In addition, such leveraged Fund Products are designed to have sufficient liquidity to enable them to adjust leverage on a timely basis according to the risk management principles and parameters the Group applies as investment manager. In times of severe market stress, the liquidity of investments including in Underlying Third Party Products may, however, be impaired while at the same time the Fund Product may have suffered losses of an amount which requires leverage to be reduced quickly.

Under these circumstances, the Group may, at its discretion and if considered appropriate, provide discretionary support to such Fund Products, including by purchasing investments in Underlying Third Party Products from the affected Fund Products. For those Fund Products which have committed purchase agreements, the directors of those Fund Products may choose to exercise those committed purchase agreements on behalf of the relevant Fund Product and this would oblige the Group to provide liquidity support to the relevant Fund Products. The provision of this support would reduce the capital and liquidity available to the Group and, as a result of the increase in proprietary investments, increase the potential for market risk losses for the Group which, in turn, could have a material adverse effect on the business, financial condition, results of operations and/or prospects of the Group. If, however, the Group chooses

not to provide discretionary support in times of severe market stress, the Fund Products may suffer substantial losses if they have either to sell investments including in Underlying Third Party Products in illiquid markets at a large discount to net asset value or if they are obliged to maintain leverage at levels that are higher than would be desirable because there are no willing buyers of such investments. If the Fund Products make substantial losses there would be an adverse effect on FUM, management fees and performance fees.

The Fund Products may not be able to obtain leverage at the same level, advance rate or cost as they have in the past

A number of the Fund Products are dependent on third parties providing financing to support the leverage required for the investment strategies and target investment exposure of those Fund Products. If the risk appetite of these third parties diminishes, the Fund Products may not be able to obtain leverage at the same level, advance rate or cost as they have in the past. This could have a material adverse effect on (i) the performance of these Fund Products; (ii) the investment exposure of the Fund Products; (iii) the ability of these Fund Products to sustain their investment objectives, potentially resulting in a cessation of investment trading for a Fund Product; and (iv) the ability of the Group to bring to market new structured products. A reduction in the investment exposure of these Fund Products and/or the inability of the Group to offer new structured products could result in the reduced FUM of the Group, which in turn could have a material adverse effect on the business, financial condition, results of operations (including impairments in the value of goodwill) and/or prospects of the Group. The Group may, instead, at its discretion and if considered appropriate, provide funding to these Fund Products. The provision of this discretionary support would reduce the capital and liquidity available to the Group and, as a result of the increase in loans to Fund Products, increase the potential for credit risk losses for the Group which, in turn, could have a material adverse effect on the business, financial condition, results of operations and/or prospects of the Group.

The Fund Products and Underlying Third Party Products are subject to risks due to potential illiquidity of assets

The Fund Products and Underlying Third Party Products may make investments or hold trading positions in markets that are volatile and which may become illiquid. Timely divestiture or sale of trading positions can be impaired by decreased trading volumes, increased price volatility, concentrated trading positions, limitations on the ability to transfer positions in highly specialised or structured transactions to which the Fund Products and/or Underlying Third Party Products may be a party, or by changes in industry and government regulations. When a Fund Product holds a security or position, it is vulnerable to price and value fluctuations and may experience losses to the extent the value of the position decreases and it is unable to sell, hedge or transfer the position on a timely basis. Therefore, it may be impossible or costly for the Fund Products, or their Underlying Third Party Products, to liquidate positions rapidly, particularly if the relevant market is moving against a position or in the event of trading halts or daily price movement limits on the market or otherwise. Alternatively, it may not be possible in certain circumstances for a position to be purchased or sold promptly, particularly if there is insufficient trading activity in the relevant market or otherwise.

The risks identified above will be increased if a Fund Product or Underlying Third Party Product is required to liquidate positions rapidly to meet redemption requests, margin requests, margin calls or other funding requirements on that position or otherwise. The inability to sell positions rapidly due to a lack of liquidity has historically been a cause of substantial losses in the hedge fund industry. The ability of counterparties to force liquidations following losses or a failure to meet a margin call can result in the rapid sale of highly leveraged positions in declining markets, which would likely subject the Fund Products to substantial losses. The Group may fail to adequately predict the liquidity that the Fund Products, or Underlying Third Party Products, require to address counterparty requirements due to falling values of fund investments being financed by such counterparties, which could result not only in losses related to such investments, but in losses related to the need to liquidate unrelated investments in order to meet the relevant Fund Products', or their Underlying Third Party Products', obligations. The Fund Products or Underlying Third Party Products may incur substantial losses in the event significant capital is invested in highly leveraged investments or investment strategies. Such losses would result in a decline in FUM, lead to investor requests to redeem remaining FUM (in the case of the Fund Products or their Underlying Third Party Products), and damage the Group's reputation, each of which would materially and adversely impact the Group's earnings, as well as the business, financial condition, results of operations and/or prospects of the Group.

Alternatively, the Group may, at its discretion and if considered appropriate, provide support to Fund Products in such circumstances, including by purchasing Underlying Third Party Products from or lending money to the affected Fund Products. For those Fund Products which have committed purchase agreements, the directors of those Fund Products may choose to exercise those committed purchase agreements on behalf of the relevant Fund Product and this would oblige the Group to provide liquidity support to the relevant Fund Products. The provision of this support would reduce the capital and liquidity available to the Group and, as a result of the increase in proprietary investments or loans to Fund Products, increase the potential for market risk and/or credit risk losses for the Group which, in turn, could have a material adverse effect on the business, financial condition, results of operations and/or prospects of the Group.

A liquidity mismatch or failure to manage the liquidity levels of the Fund Products (including MACs) could reduce FUM and adversely affect the business, financial condition, results of operations and/or prospects of the Group

Investors in a number of the Fund Products can redeem their investments at a shorter notice period than may be available to the Fund Products with respect to their investments in Underlying Third Party Products. While in normal market conditions the Fund Products may have sufficient liquidity to meet typical levels of redemptions, liquidity mismatches may become more prevalent in times of severe market stress when the liquidity of the Underlying Third Party Products may be adversely affected and when the investment managers of the Underlying Third Party Products may be more likely to impose “gates” on redeeming investors, suspend redemptions or create “sidepockets”. If the level of redemption activity increases to above normal levels, it could become more difficult to manage the liquidity requirements of the Fund Products, making it more difficult or more costly for the Fund Products to liquidate positions rapidly to meet margin calls, redemption requests or otherwise. Under these circumstances, the Group may, at its discretion and if considered appropriate, provide liquidity support to these Fund Products. For those Fund Products which have committed purchase agreements, the directors of those Fund Products may choose to exercise those committed purchase agreements on behalf of the relevant Fund Product and this would oblige the Group to provide liquidity support to the relevant Fund Products.

If the Group chose not to provide discretionary liquidity support, such increased levels of redemption could also result in the Fund Products being forced to sell investments in Underlying Third Party Products at distressed prices and/or the directors of the relevant Fund Products may exercise their rights to restrict redemptions in order to manage liquidity. These difficulties may be exacerbated during periods of increased market disruptions, when asset managers, including the Fund Products, are forced to liquidate positions or redeem investments in Underlying Third Party Products to meet liquidity requirements, which could further contribute to market disruptions. In addition to the impact on FUM, the illiquidity and volatility of the global financial markets may negatively affect the ability of the Fund Products to manage inflows and outflows, to attract new capital to existing Fund Products (including MACs) or to prevent redemptions in Fund Products (including MACs). This in turn could have a material adverse effect on the business, financial condition, results of operations and/or prospects of the Group.

The Group currently maintains liquidity which enables it, at its discretion, to provide liquidity support to the Fund Products. There are risks associated with the provision of liquidity support, as well as if liquidity support is not provided in certain circumstances

The Group, at its discretion, provides liquidity support to the Fund Products. However, in certain circumstances, the Group may decide that it would not be beneficial or economical to provide such support to the Fund Products. The provision of liquidity support would reduce the capital and liquidity available to the Group and, as a result of the increase in proprietary investments or loans to Fund Products, increase the potential for market risk or credit risk losses for the Group which, in turn, could have a material adverse effect on the business, financial condition, results of operations and/or prospects of the Group. If, on the other hand, the Group chose not to provide such discretionary support, there is an increased likelihood of these Fund Products having to reduce leverage or suspend investor redemptions which could impair the performance of the Fund Products which, in turn, could have an adverse effect on the reputation of the Group and lead to increased redemptions by investors (including in respect of investments in other Fund Products that have not suspended investor redemptions), lower FUM and revenues, and affect the ability of the Group to sell Fund Products in the future. In addition, it is also possible that in these circumstances, some Fund Products could default on their obligations to counterparties, such as clearing brokers, and that this could severely impair the ability of any of the Fund Products to conduct business with key market counterparties. Any of these circumstances would, in turn,

have a material adverse effect on the business, financial condition, results of operations (including impairments in the value of goodwill) and/or prospects of the Group.

There can be no assurance that the Group will be able to secure borrowings on commercially favourable terms. A failure to secure borrowings on commercially favourable terms may adversely affect the Group's business, financial condition, results of operations and/or prospects

The Group's ability to borrow funds or access debt capital markets is dependent on a number of factors, including the credit market's view of Man, credit market conditions generally and potentially Man's credit ratings. The credit market's view of Man and Man's credit ratings could be adversely affected by many factors including an actual or perceived material deterioration in the market environment in which the Group operates, a material fall in the value of its FUM or profitability or a significant increase in gearing or net debt levels. Man's credit ratings have been and New Man's credit ratings may continue to be affected by these and other factors. For further information on the Group's current credit ratings and its recent downgrade by Moody's, see "—Ratings" in Part 5: Operating and Financial Review of this Prospectus.

New Man is not required to refinance its existing debt within the 12 month period referred to in the working capital statement at paragraph 11 (*Working Capital*) of Part 8: Additional Information. However, should the Group choose to refinance any existing debt upon its maturity (such as the Revolving Credit Facility which currently matures in full on 22 July 2017), or obtain new financing (for example, in order to make new investments), difficult credit market conditions and/or a significant lowering of Man's or New Man's credit rating may make it difficult for the Group to obtain such financing on terms that are as favourable as those applicable to its current borrowings (including as to costs or applicable covenants). If the Group's borrowings become more expensive, the profits of the Group could be adversely affected. Each of these factors could, in turn, have a material adverse effect on the business, financial condition, results of operations and/or prospects of the Group.

The asset management industry is highly competitive. If the Group is unable to compete effectively with its competitors, its business, financial condition, results of operations and/or prospects could be adversely affected

The asset management industry in which the Group is engaged is highly competitive. The Group's current competitors typically come from three sectors: independent single manager hedge funds, multi-strategy hedge funds and funds of hedge funds; traditional asset management firms; and large banking institutions. Such competitors offer products and services that are similar to, or compete with, those offered by the Group. The Group's ability to compete may be adversely affected if the Fund Products underperform or if its fee levels are higher in comparison with those of fund products offered by its competitors or if the quality of service provided by the Group in relation to the Fund Products is perceived to be poor in comparison with the quality of service provided by its competitors.

Competition within the asset management industry could lead to pressure on the Group to reduce the fees it charges its investors for products and services, on which its profit margins and earnings are in part dependent. There may also be pressure on the Group to increase expenditure on technology in order to match the service levels provided by its competitors, which may result in increased fixed costs and reduced margins. A failure to compete effectively in the environment described above may result in the loss of existing investors and business, and of opportunities to capture new business, each of which could lead to a reduction in FUM and have a material adverse effect on the Group's business, financial condition, results of operations (including impairments in the value of goodwill) and/or prospects.

The Group is exposed to the risk of loss as a result of declines in the market value of its proprietary investments in various Fund Products and Underlying Third Party Products

The Group has proprietary investments in various Fund Products and Underlying Third Party Products, including seed capital provided to test new Underlying Third Party Products or new strategies, seed capital to support new Fund Product launches and investments resulting from the provision of liquidity support to certain Fund Products. A decline in the market value of these investments could have an adverse impact on the earnings of the Group, which could in turn have a material adverse effect on the business, financial condition, results of operations and/or prospects of the Group.

Fluctuations in currency exchange rates could materially affect the Group's financial results

New Man, Man and most of their subsidiaries have the US dollar as their functional currency. The majority of the Group's revenues are receivable in US dollars while the majority of its expenses are payable in pounds sterling and Swiss francs. The Group attempts to manage its currency exposure by hedging some of these foreign currency mismatches from time to time. Depending upon the Group's currency exposures and market dynamics at the time, this may range from no currency hedging to the majority of the Group's currency exposure being hedged. To the extent that these foreign currency exposures are not fully hedged, a strengthening of the pound sterling and/or the Swiss franc against the US dollar would reduce the profits of the Group. A proportion of the Group's revenues is receivable in currencies other than US dollars and to the extent that these currencies depreciate against the US dollar, FUM and revenues in US dollars will decline.

Certain subsidiaries of the Group have a functional currency other than the US dollar (principally the Australian dollar, the euro and the pound sterling). The net assets of these subsidiaries expressed in their functional currency are translated into US dollars at the prevailing exchange rate for inclusion in the consolidated financial statements of the Group. Only the Group's Australian dollar net exposures are currently hedged on an on-going basis, to the extent that these and other such foreign currency exposures are not hedged, a weakening of the Australian dollar, the euro and /or the pound sterling against the US dollar would reduce the amount of shareholders' equity in the consolidated financial statements of the Group.

Certain Fund Products hedge their foreign currency exposures against the US dollar using forward foreign exchange contracts with various banks. These foreign exchange contracts are subject to margin calls and, in the event of substantial movements of foreign currencies against the US dollar, the Fund Products may have insufficient liquidity to meet the margin calls. This may result in the Group choosing to provide liquidity support to the relevant Fund Products to enable those Fund Products to meet the margin calls. The provision of this support would reduce the capital and liquidity available to the Group and, as a result of the increase in loans to Fund Products, increase the potential for credit risk losses for the Group which, in turn, could have a material adverse effect on the business, financial condition, results of operations and/or prospects of the Group. If, however, the Group chose not to provide this liquidity support, the relevant Fund Products may default on margin calls to the relevant bank and this may result in a breach of the Fund Product's financing agreement with that bank, leading to sales of underlying assets by the bank, losses by the Fund Product and, as a result of the poor investment performance, higher redemptions by investors in the Fund Product and lower FUM and fee income for the Group. The default on the margin call may also adversely affect the ability of the Group to obtain external financing for Fund Products in the future. Each of these may, in turn, adversely affect the business, financial condition, results of operations and/or prospects of the Group.

The Group's future success depends to a significant degree upon its continued ability to attract and retain key personnel

The Group's future success will depend significantly upon the knowledge, expertise and continued services of certain highly skilled research professionals, portfolio managers and other key personnel, including its directors and senior management, and upon its ability to recruit, retain and motivate such personnel. The Group may fail to attract and/or retain highly skilled personnel or may incur increased costs in attracting and retaining such personnel.

The market for experienced investment and other professionals is extremely competitive and can be characterised by frequent movement of personnel among firms. Such personnel are difficult to attract, retain and, where necessary, replace, and the costs of attracting, retaining and/or replacing such personnel are significant and could increase over time. A significant proportion of the compensation costs of the Group is in the form of discretionary annual bonuses. In periods where the Group earns low or no performance fees, the Group may still have to pay significant compensation to retain or attract key personnel. In these circumstances, such amounts may represent a greater percentage of the Group's revenues than they have historically. An increase in taxes or tax rates may also result in the Group being unable to recruit or retain key personnel in certain jurisdictions.

If the Group were to lose any of its senior or high performing portfolio managers, senior management, research personnel or other key personnel (such as any of the GLG Principals), it could experience withdrawals of FUM or fail to obtain new business, which would result in the loss of related management fees and potential performance fees. The loss of senior management or other key personnel could also

affect the ability of the Group to execute its strategy effectively or at all, or could result in a decline in the standards of management or operation of the Group's and business. The loss of any senior portfolio manager, senior management or other key personnel for these or other reasons, as well as the inability to attract and/or retain new highly skilled personnel, could have a material adverse effect on the Group's business, financial condition, results of operations and/or prospects.

The Group, the Fund Products and Underlying Third Party Products are subject to counterparty default risks

Due to the nature of its business, the Group is subject to counterparty risk in a number of situations, of which the main ones are described in this risk factor.

The Group may make discretionary loans to Fund Products to support their liquidity requirements. Although such credit exposure is monitored and managed, there is a risk that, in the event of substantial declines in the value of the assets of the Fund Products to which the Group has lent money, such Fund Products could become insolvent and default on their obligations to the Group. The Group also has substantial cash deposits with a number of banks (at 30 June 2012, these deposits amounted to approximately US\$1.4 billion with more than 30 banks). Default by either a Fund Product or a counterparty bank on their liabilities to the Group could have a material adverse effect on the Group's business, financial condition, results of operations and/or prospects of the Group.

The Fund Products and Underlying Third Party Products are also exposed to counterparty risk. They enter into numerous types of financing arrangements, including derivative contracts, over-the-counter instruments, swap or hedging transactions and other arrangements, with a wide array of counterparties around the world where, often, the terms of these contracts are customised and complex and many of these arrangements occur in markets or relate to products that are not subject to regulatory oversight. In respect of capital protected/guaranteed Fund Products, these products may directly or indirectly enter into arrangements with counterparties providing a guarantee or some other form of capital protection to these products or to investors in these products (the market value as at 30 June 2012 of the guarantees provided amounted to around US\$7.6 billion and these guarantees were provided by 27 banks). Fund Products also have substantial cash and cash deposits with a number of banks (at 30 June 2012, these deposits amounted to around US\$14.5 billion with 29 banks). Furthermore, the Fund Products and Underlying Third Party Products often depend on the services of prime brokers and custodians to carry out certain securities transactions. Certain Fund Products and Underlying Third Party Products also trade in debt securities and other obligations, and are therefore exposed to the risk of default by the debtor or obligor in relation to their debt securities and other obligations.

As a result, the Fund Products or Underlying Third Party Products are subject to the risk that the counterparty to one or more of these contracts, arrangements or transactions defaults, either voluntarily or involuntarily, on its performance under the contract or arrangements (which may also include an operational or other failure of, or default by, a stock exchange or other exchange or platform on which securities related to Fund Products or Underlying Third Party Products may be traded). In the event of the default of a counterparty of the Fund Products or Underlying Third Party Products, particularly a default by any major bank or investment bank, one or more of the Fund Products could incur material losses, and investors in guaranteed Fund Products may also lose any amount of their principal/capital invested in such Fund Products. Fund Products and Underlying Third Party Products may also experience lower investment performance, particularly on the default of an obligor of their debt securities or other obligations. This would reduce FUM and revenues of the Group, and could adversely affect the reputation of the Group resulting in increased redemptions (including in other similar Fund Products) and lower sales of Fund Products. In the event of the insolvency of a prime broker and/or custodian (such as in connection with the insolvency of Lehman Brothers), the relevant Fund Products or Underlying Third Party Products might not be able to recover equivalent assets in full as they might rank among the prime broker and custodian's unsecured creditors, or a prime broker or custodian might fail to segregate the Fund Product's or the Underlying Third Party Product's cash held from its own cash. Each of these could, in turn, harm the Group's business, financial condition, results of operation and/or prospects.

The Group may incur losses or business disruption if the current crisis in the Eurozone worsens and results in financial dislocations in that region

The Group has a range of activities and interests in the Eurozone and its financial markets. These include Group and Fund Products and Underlying Third Party Products exposures to banks domiciled in the Eurozone, European clients from across the region, funds which hold a range of Euro denominated

financial assets, funds which are domiciled in Eurozone countries, funds which use custodians, sub-custodians and other service providers that are located in the Eurozone and share classes of certain funds which are denominated in euros.

Since 2010, financial markets have been heavily affected by issues relating to the Eurozone. These issues include concerns about the levels of sovereign indebtedness and public sector deficits in certain countries in the Eurozone and the risks of a sustained economic downturn across the Eurozone, the solvency of banks in certain Eurozone countries as well as balance of payments imbalances within the Eurozone and related disparities in international competitiveness between countries in the Eurozone. These issues heighten the risk of sovereign default, corporate defaults in certain Eurozone countries, defaults by banks and, the potential for certain countries to exit the Eurozone and to revert to the use of a national currency in place of the euro.

If, as a result of the current Eurozone crisis, a member (or members) of the Eurozone were to leave the single currency area and revert to the use of a national currency, this would likely give rise to considerable legal uncertainty and financial distress, which could lead to operating issues and losses for both the Group, Fund Products and Underlying Third Party Products. Such operating issues and losses would likely include material adverse movements in the value of financial assets, increased investor redemptions, potential difficulties in accessing funds due to exchange controls, difficulties in ascertaining valuations in illiquid or closed markets, and potential counterparty difficulties, including defaults, each of which could have a material adverse effect on the Group's business, financial condition, results of operations and/or prospects.

The Group operates in a heavily regulated environment. Adverse regulatory developments or changes in government policy relating to the financial sector generally or the alternative investment fund industry in particular could have an adverse effect on the Group's business, financial condition, results of operation or prospects

The Group, each of its subsidiaries, affiliates and the Fund Products and/or Underlying Third Party Products are subject to extensive regulation, legislation, accounting standards and changing interpretations thereof in a number of jurisdictions and there is a risk that changes to laws, regulations, policies and interpretations may adversely affect the Group, including via Fund Products or Underlying Third Party Products. In particular, following the recent interventions by governments in response to global economic conditions, it is widely expected that there will be a further increase in government regulation and supervision of the financial services industry and changes to existing regulatory regimes, whether on a national, European Union or global basis. The following are some of the changes which might have an adverse impact on the Group, including via Fund Products or Underlying Third Party Products:

- regulatory requirements, such as the Alternative Investment Fund Managers Directive (the "AIFMD"), which will restrict the ability of alternative investment managers to market fund products or funds in certain jurisdictions or of investors to invest in funds established in certain countries or managed by fund managers domiciled in certain countries;
- regulatory requirements that may result in material restrictions on the operational decisions or significantly increased costs of operation for alternative investment funds and/or alternative investment fund managers in certain jurisdictions, such as the potential regulations relating to fund custodians in the AIFMD;
- potential regulatory requirements that may result in increased costs of operation for the managers of UCITS, such as the provisions relating to fund custodians in the proposed UCITS V set of amendments to the UCITS regime;
- potential regulatory restrictions on investment products, conduct of business and/or investment strategies, for example, restrictions on short-selling, a strategy often used by funds in the alternative investment industry (as has already been seen on a temporary or other basis in certain jurisdictions such as the UK, Germany and, most recently, in Italy and Spain);
- potential increases in regulatory capital requirements (for example as a result of proposed changes with Basel III, Capital Requirements Directive IV and Solvency II), more onerous liquidity requirements, changes to the "large exposures" regime and leverage restrictions, which might adversely affect alternative investment funds, alternative investment fund managers, banks which provide leverage to or act as counterparties to funds and to certain investors in funds who may be subject to prudential regulatory requirements (including insurers under Solvency II);

- potential changes to regulations relating to the markets to which the Fund Products and/or Underlying Third Party Products have exposure (for example as a result of the proposals in the current review of the Markets in Financial Instruments Directive (MiFID)). These changes could include restrictions on short selling, limits on position size, mandatory central clearing or on exchange trading of products that are currently traded on “over-the-counter” markets, rules regarding minimum margin requirements, restrictions on trading in commodity markets, trading or transaction taxes (such as “Tobin” taxes) and increased disclosure of market positions. In particular, the EU regulation of over the counter derivatives (EMIR) may result in increased operational costs for funds and their managers, and increased demands on funds to provide collateral in respect of certain derivative transactions. Such changes could adversely affect, for example, the viability of certain investment strategies or reduce returns made by certain investment products, reduce funds under management and revenues, and/or increase the costs of compliance;
- potential changes to the legal and regulatory framework surrounding the distribution of investment products, most notably in respect of the payment of commissions;
- potential restrictions on, and changes to the tax treatments relating to, the remuneration arrangements and remuneration disclosures for employees in certain jurisdictions, including but not limited to restrictions on the payment of bonuses (such as those under the AIFMD and those proposed in UCITS V), which may result in a greater impact on alternative investment business (particularly those that are publicly listed and/ or operate in more highly regulated jurisdictions) and may adversely impact the ability of the Group to hire and retain key personnel in these jurisdictions, impair its ability to compete with fund managers based in other jurisdictions or smaller fund managers which are not subject to the same restrictions and/or increase its operating costs;
- potential changes to regulations of intermediaries and distributors in certain jurisdictions which may adversely affect the Group’s ability to sell alternative investment products or increase their operating costs;
- potential changes to accounting standards which might adversely affect the valuation of certain Fund Products, reduce FUM and, as a result, revenues of the Group; and
- potential changes to the regulatory approach taken by key regulators towards the Group (arising, for example, from the new objectives that the new UK regulators will have once they replace the FSA).

The requirements imposed by the regulators are designed primarily to ensure the integrity of the financial markets and to protect investors and other third parties in relation to investment products. These regulations can serve to limit the scope of the Group’s activities and its flexibility regarding capital structure. Furthermore, any change in such regulations may have a material adverse effect on the ability of the Group to carry on its business and pursue its investment strategies or may affect the attraction of alternative investments generally for either private or institutional investors. Any of these changes could adversely affect the business, financial condition, results of operations and/or prospects of the Group.

If the Group (or any of its employees or other persons acting on its behalf), or any of the Fund Products and/or the directors of the Fund Products, breach applicable laws and regulations, there could be a material adverse effect on the Group’s business, financial condition, results of operation and/or prospects

The Group and its business operates in numerous jurisdictions and is subject to numerous regulatory regimes, including in the United Kingdom, the United States, Switzerland, Japan, Luxembourg, Ireland, Hong Kong and the Cayman Islands. The FSA is the Group’s primary regulator. Due to the products and services offered by the Group in jurisdictions outside the United Kingdom, it is also subject to regulation by the regulatory authorities of other jurisdictions, such as the SEC. The FSA and other such regulatory authorities have broad regulatory powers dealing with all aspects of financial services including the authority to grant, and in specific circumstances to vary or cancel, permissions and to regulate marketing and sales practices, advertising and the maintenance of adequate financial resources. Following the recent global economic crisis, regulators across the world have effected greater regulatory scrutiny over the financial institutions regulated by them and it is expected that this will continue for the foreseeable future, particularly in relation to compliance with new and existing rules relating to corporate governance, compensation, remuneration, capital and liquidity requirements, conduct of business, anti-money laundering, anti-terrorism laws and regulations, as well as the provisions of applicable sanctions.

If the Group (or any of its employees or other persons acting on its behalf), or any of the Fund Products and/or the directors of the Fund Products, breach any such laws and regulations they are exposed to the

risk of investigation by regulatory agencies, fines, temporary or permanent prohibition of the engagement in certain activities, suspensions of personnel or revocation of their licences and suspension or termination of the regulatory permissions given to its regulated subsidiaries. Regulatory proceedings could also result in adverse publicity or negative perceptions regarding the business of the Group and increased redemptions by investors in the Fund Products, as well as harm to their reputation. Any regulatory investigations could result in increased costs, the diversion of management's attention from the day-to-day running of the business and increase the risk of civil litigation from investors as well as harm to the reputation of the Group. Breach of applicable laws and regulations by the Group could also restrict the ability of the Group to provide liquidity support to the Fund Products. In addition, a material breach of applicable laws and regulations by an investment management subsidiary of the Group could result in a breach of certain external financing facilities provided to Fund Products managed by that investment management subsidiary. In such circumstances the providers of this external finance may demand repayment of the financing by the relevant Fund Products which, in turn, would result in a reduction in FUM and revenues earned by the Group. Any regulatory investigations, proceedings, consequent liabilities or sanctions could have a material adverse effect on the business, financial condition, results of operations and/or prospects of the Group.

A failure in the operational, investment and/or risk management processes, procedures, systems or infrastructure of the Group or those of critical third parties could adversely affect the business, financial condition, results of operations and/or prospects of the Group and damage its reputation

The business of the Group is highly dependent on the successful and timely execution of complex investment management, operational, risk management and financial processes. Any operational errors or negligence by the employees of, or others acting on behalf of, the Group (including, for example, in the trading systems of AHL or in the execution of trading orders on behalf of the Fund Products) or weaknesses in the internal controls over these processes could result in losses for the Fund Products and/or claims against and/or losses for the Group or a requirement to compensate for losses of investors and/or other relevant parties in respect of Fund Products.

The business of the Group is also highly dependent on the integrity, security and reliability of its information technology ("IT") systems and infrastructure. If any of the critical processes or systems do not operate properly or are disabled or are subject to unauthorised access, misuse, hacking and release of confidential information or computer viruses the Group's ability to perform effective investment management of the Fund Products could be materially impaired. In addition, failure to maintain an adequate infrastructure commensurate with the size and scope of its business, or failure to maintain the Group's IT systems and networks properly or to upgrade and expand such systems in response to technological change or to accommodate the growth of its business could limit the Group's ability to conduct its operations and could impede the Group's productivity and growth.

In the investment management processes carried out on behalf of the Fund Products, the Group seeks to monitor and manage the risk exposure of these Fund Products through a variety of risk models and techniques which also depend on the accuracy of data in the models and the infrastructure and systems used for these processes. If the assumptions made in the models regarding, for example, market risk or liquidity prove to be inappropriate, the data is incorrect, the systems are inadequate or if the Group fails to take or cannot take appropriate steps to mitigate this risk based on information available in its risk monitoring systems, certain Fund Products could suffer significant losses, which could result in claims against and/or losses for the Group or a requirement to compensate investors and/or other relevant parties in respect of Fund Products for losses.

The investment management strategies of two of the Group's investment management programmes, AHL and Man Systematic Strategies, are based upon the systematic application of trading algorithms. These trading algorithms are regularly refined and updated on the basis of a continuous programme of research. If, despite the controls over changes to the algorithms, errors are made in the implementation of the changes, certain Fund Products could suffer significant losses, which could result in claims against and/or losses for the Group or a requirement to compensate for the losses of investors in these Fund Products.

The business operations, information systems and processes of the Group are vulnerable to damage or interruption from fires, floods, power loss, telecommunication failures, bomb threats, explosions or other forms of terrorist activity and other natural and man-made disasters. These operations and systems may also be subject to sabotage, vandalism, theft and similar misconduct. The Group operates in major centres around the world, such as London, and, despite any business continuity and disaster recovery

arrangements that the Group may have, any event causing significant disruption in any such centres or cities in the world (which may prevent the Group's employees from travelling to or occupying its offices) or any major disruption to its communications, data transmission systems and data centres could have a material adverse effect on its ability to continue to operate significant parts of its business effectively. The Group's insurance policies may only partially reimburse the losses suffered.

Any of the above events could, in turn, damage the reputation of the Group, result in lower sales and/or higher redemptions by investors in the Fund Products and, therefore, in lower FUM and revenues and could therefore adversely affect the financial condition, results of operations (including impairments in the value of goodwill) and/or prospects of the Group.

The Group is subject to the US Foreign Corrupt Practices Act (the "FCPA") and the United Kingdom Bribery Act 2010 (the "Bribery Act"), and its failure to comply with the laws and regulations thereunder could result in penalties which could harm its reputation and have a material adverse effect on the Group's business, results of operations, financial condition and prospects

The Group is subject to the FCPA and the Bribery Act, which prohibit companies and their intermediaries from making improper payments to foreign officials and (in the case of the Bribery Act) commercial counterparties for the purpose of obtaining or keeping business and/or other benefits. Although the Group has policies and procedures designed to ensure that the Group and its employees, agents and intermediaries comply with the FCPA and the Bribery Act, in particular in relation to its sales processes and interaction with intermediaries in jurisdictions in which it operates, there is no assurance that such policies or procedures will work effectively all of the time or protect the Group against liability under the FCPA or the Bribery Act for actions taken by its agents, employees and intermediaries with respect to the Group's business. If the Group is not in compliance with the FCPA, the Bribery Act or other laws governing the conduct of business with government entities and/or commercial counterparties (including local laws), it may be subject to criminal and civil penalties and other remedial measures, which could have a material adverse impact on the Group's business, results of operations, financial condition and prospects. Any investigation of any potential violations of the FCPA, the Bribery Act or other anticorruption laws by US or foreign authorities also could have a material adverse impact on the Group's business, results of operations, financial condition and prospects. Furthermore, any remediation measures taken in response to such potential or alleged violations of the FCPA, the Bribery Act or other anticorruption laws, including any necessary changes or enhancements to the Group's procedures, policies and controls and potential personnel changes and/or disciplinary actions, may materially adversely affect its business, results of operations, financial condition and prospects.

A failure of the Group to comply with applicable anti-money laundering laws and trade sanctions could result in fines and damage its reputation

The Group is required to comply with applicable anti-money laundering, anti-terrorism laws and other regulations in the United Kingdom and other jurisdictions where it has operations. These laws and regulations require the Group, among other things, to adopt and enforce "know your customer" policies and procedures and to report suspicious transactions to the applicable regulatory authorities.

In addition, the Group is required to comply with applicable laws and regulations governing trade with certain sanctioned countries and specially designated nationals, such as US sanctions administered by the Office of Foreign Assets Control of the US Treasury State Department, the US Departments of State or Commerce and other US government authorities, and sanctions and measures imposed by the United Nations, the European Union and Her Majesty's Treasury.

While the Group has adopted policies and procedures aimed at detecting and preventing the use of its business and operations for money laundering activities and to comply with trade sanctions, such policies and procedures may not eliminate instances where the Group may be used by other parties to engage in money laundering and other illegal or improper activities or where trade sanctions might be inadvertently breached.

To the extent the Group does not comply fully (or is perceived not to comply fully) with any such applicable laws and regulations, fines and other penalties may be imposed on the Group. In addition, any investigation of potential or alleged violations of the relevant anti-money laundering laws or trade sanctions could result in damage to the reputation of the Group, which could have a material adverse impact on the Group's business, results of operations, financial condition and prospects. Furthermore, any remediation measures taken in response to any such potential or alleged violations of the relevant

anti-money laundering laws or trade sanctions, including any necessary changes or enhancements to the Group's procedures, policies and controls and potential personnel changes and/or disciplinary actions, may materially adversely affect its reputation, business, results of operations, financial condition and prospects.

Decisions of the independent directors of the Fund Products could adversely affect the reputation, business, financial condition, results of operations and/or prospects of the Group

The Group directly or indirectly provides investment management, advisory, structuring, risk management, operational or other services to the Fund Products. The Fund Products have independent boards of directors and/or independent governance and decision making powers. The Fund Products' investment performance, assets and liabilities are therefore separate from the Group and are not consolidated into the Group's financial statements. However, the Group's reputation, business, financial condition, results of operations and/or prospects may be adversely impacted by decisions made by the independent directors of the Fund Products. The types of circumstances which could lead to such adverse effects include, without limitation, the contents of Fund Product offering material (for which the independent directors are responsible) containing a misstatement or material omissions or the independent directors incorrectly making a valuation decision, following advice received from the independent valuation service provider and/or the investment manager (as more fully described in the risk factor entitled "*Valuation methodologies for certain assets in the Fund Products can be subject to significant subjectivity and the values of assets established pursuant to such methodologies may never be realised, which could result in significant losses for the Fund Products. There may also be errors in the valuation of Fund Products*") below. The consequences of such a decision by the independent directors of the Fund Products may include legal and/or regulatory proceedings being brought against the Group. This could also result in increased redemptions and/or lower sales of the Fund Products which in turn could adversely affect the reputation, business, financial condition, results of operations and/or prospects of the Group.

The Fund Products and Underlying Third Party Products rely on third party providers of operational service and other critical services, such as fund administration, any failure of which could adversely affect the business, financial condition, results of operations and/or prospects of the Group and damage its reputation

The Fund Products and Underlying Third Party Products rely on third party providers of critical services including fund administrators, independent valuation service providers, custodians, prime brokers, clearing brokers and providers of market data. Any significant interruption in the services of these third parties or a major deterioration in the quality of the service provided or bankruptcy or other termination could have a material adverse impact on these Fund Products and/or the Underlying Third Party Products including in relation to fund performance, loss of and/or significant impairment in the liquidity of fund assets, client service levels, an inability to issue independent valuations of Fund Products and significant operational disruption. Such operational or system failures could result in damage to the reputation of the Group, increased investor redemptions and reduced prospects for future sales, increased costs and the risk of regulatory action and/or exposure to litigation from investors who have suffered losses, which in turn could adversely affect the business, financial condition, results of operations and/or prospects of the Group.

The due diligence process that the Group undertakes in connection with investments by the Fund Products may not reveal all facts that may be relevant in connection with an investment and the Fund Products may make losses

Before the Fund Products make certain investments or they invest in Underlying Third Party Products, the Group conducts due diligence that it deems reasonable and appropriate based on the facts and circumstances applicable to each investment or allocation. The due diligence investigation that the Group will carry out or will have carried out with respect to any investment opportunity may not reveal or highlight all relevant facts that may be necessary or helpful in evaluating such investment opportunity, including, among other things, the existence of fraud or other illegal or improper behaviour. Moreover, such an investigation will not necessarily result in the investment being successful.

Failure by the Group to carry out effective due diligence processes could lead to Fund Products suffering losses as a result of poor investment strategy, operational or compliance failures or fraud by the investment manager of Underlying Third Party Products. As a result, the Group may suffer losses in relation to the Fund Products or on investments in Underlying Third Party Products, which would reduce FUM and revenues and could damage its reputation and result in increased investor redemptions and/or weak future sales. Such due diligence failures could also expose the Group to the risk of litigation from investors who have suffered losses and such failures could adversely affect the financial condition, results of operations (including impairments in the value of goodwill) and/or prospects of the Group.

There are risks associated with a breach of investment mandates

The investment mandates for a number of the Fund Products may contain restrictions (whether by the investor, financing counterparties or as a result of regulatory requirements in the relevant jurisdiction) on the investment allocations of those Fund Products. Breach of these restrictions may result in losses suffered by investors, termination of external financing or regulatory censure. This may reduce FUM and revenues and could also damage the Group's reputation and result in high investor redemptions and weak future sales. It could also expose the Group to the risk of litigation from investors who have suffered losses which in turn could affect the business, financial condition, results of operations and/or prospects of the Group.

The Group may be subject to claims of mis-selling

A number of Fund Products are bought directly by institutional investors and by private investors through intermediaries or distributors. If these investors suffer losses on such Fund Products, they or their advisers may seek compensation from the Group on the basis of allegations that the Fund Products were mis-sold or that the fund prospectuses contained material errors or omitted to include material information or that misleading marketing materials were provided to or supplied by intermediaries. Despite the Group's internal controls relating to disclosure in fund prospectuses, the material provided to investor intermediaries and the suitability of intermediaries, it is possible that such action may be successful, which in turn could adversely affect the business, financial condition, results of operations and/or prospects of the Group. Any claim for mis-selling may also result in regulatory investigation and censure and may damage the reputation of the Group.

Misconduct by employees (or others acting on their behalf) could harm the Group by impairing its ability to attract and retain investors and by subjecting it to potential significant legal liability, regulatory scrutiny and reputational harm

The Group's reputation is critical to maintaining and developing relationships with the investors in the Fund Products, potential investors and third parties with whom it does business. In recent years, there have been a number of highly publicised cases involving fraud, conflicts of interest, insider dealing, market abuse or other misconduct by individuals in the financial services industry in general and the hedge fund industry in particular. There is a risk that the Group's employees (or others acting on behalf of the Group or others with whom the Group has a relationship) could engage in misconduct that adversely affects its business. For example, if an employee were to engage, or be accused of engaging, in illegal or suspicious activities, the Group could be subject to regulatory sanctions and suffer serious harm to its reputation, financial position, investor relationships and ability to attract future investors. Such illegal or suspicious activities could take the form of improper trading (such as execution of unauthorised transactions for investors, for themselves or any of the Fund Products); disclosure or improper use of confidential information; disregard for, breaches of or any failure in information management processes or systems (including "Chinese walls" or information barriers); breach of fiduciary duties (such as improper or unauthorised use of investor assets); or engagement in, mis-recording or concealment of improper activities on behalf of investors or themselves.

Misconduct by employees or intermediaries of the Group's clients could also expose the Group to claims for financial losses or regulatory proceedings when it is alleged that the Group or its employees knew or should have known that such person was not authorised to undertake certain transactions. Dissatisfied investors could make claims against the Group, including but not limited to claims for negligence, fraud, unauthorised trading, failure to supervise, inadequate disclosure of risks, breach of fiduciary duty, intentional misconduct or unauthorised transactions.

Although the Group does not control the activities of its intermediaries, it could be held responsible for their improper conduct. If an intermediary engages in improper or unauthorised conduct, regulators could hold the Group responsible if they were to conclude that it knew or should have known that such conduct was unlawful.

It is not always possible to deter such misconduct, and the precautions that the Group takes to detect and prevent this activity may not be effective in all cases. Misconduct by their employees or others acting on their behalf, or even unsubstantiated allegations, could result in a material adverse effect on the reputation and the business, financial condition, results of operations and/or prospects of the Group.

Valuation methodologies for certain assets in the Fund Products can be subject to significant subjectivity and the values of assets established pursuant to such methodologies may never be realised, which could result in significant losses for the Fund Products. There may also be errors in the valuation of Fund Products

The Fund Products are valued by independent valuation service providers. Despite controls and checks in the valuation processes, the valuation of certain illiquid and/or derivative instruments may be subject to significant subjectivity and the price ultimately realised for such investments may differ from the valuation. Realisations at values significantly lower than the values at which investments have been reflected in fund net asset values would result in losses for the applicable Fund Product, a decline in FUM and revenues. Furthermore, if asset values turn out to be materially different from values reflected in fund net asset values, this could cause investors to lose confidence in the Group which would, in turn, result in redemptions from the Fund Products.

There may also be errors in valuation processes or errors in assessing or calculating liabilities of Fund Products. If Fund Products are valued inappropriately the Group could be subject to claims from either redeeming or subscribing investors relating to alleged losses as a result of misvaluations, the management and performance fees of the Group could be overstated, and/or the proprietary investments of the Group in various Fund Products or Underlying Third Party Products could be overvalued. In addition, the risk management processes of the Group could be compromised, resulting in, for example, inappropriate leverage and potentially losses suffered by Fund Products or by the Group on loans made to Fund Products.

These events, in turn, could have a material adverse effect on the business, financial condition, results of operations and/or prospects of the Group.

Certain of the Group's funds have claims as creditors and/or as trust asset claimants against Lehman Brothers International (Europe) and, in some cases, other Lehman Brothers entities. The economic risk of these claims against the Lehman estate has been transferred to the Group in a series of transactions in July 2011. These claims will likely take an extended period of time to resolve and, in some cases, may remain unsatisfied. There are also a number of open factual and legal issues surrounding such claims

Certain of the then existing fund products historically managed by GLG utilised Lehman Brothers International (Europe) ("LBIE") as prime broker and/or trading counterparty and had exposures to LBIE on 15 September 2008 when it was placed into administration by order of the English court. The net direct exposure of each affected Group fund to LBIE and the other entities in the Lehman Brothers group was reflected in the net asset value of each fund and carried by the fund at fair value. The Group acquired all the residual exposure to the Lehman estates from those Funds which had a claim against LBIE in July 2011 at the net book value of the exposure at that date. The value of such exposures to LBIE and the other entities in the Lehman Brothers group was determined on the basis of the information available at the time and in line with the pricing policy of the funds, including information received from LBIE, that the claims of the Group funds which are signatories to the Claims Resolution Agreement (the "CRA") will be determined as provided in the CRA and on the basis of legal and professional advice obtained for the purpose of determining the rights and obligations of each relevant Group fund. Resolution under the CRA provides for, amongst other things, the return of trust assets, the determination and discharge of amounts owing to and from LBIE, the implementation of set-off rights and the crystallisation of admitted unsecured claims against LBIE. Fair value is also determined on the basis of certain reasoned assumptions, including with respect to the level of shortfalls in the recovery of trust assets, the level of recovery from Lehman Brothers Inc. and the level of recovery on client money and unsecured claims.

Asset recoveries pursuant to the CRA have begun with respect to nearly all of the funds that are signatories to the CRA.

As a result of the transaction in July 2011, it is possible that the Group may incur losses if these fair value estimates decline, and/or the assumptions made by the Group, information received by the Group (including from LBIE) or outside opinions prove incorrect. While capital is held in respect of such possible losses, they could adversely affect the business, results of operations, financial condition and/or prospects of the Group.

The failure of the Group to deal appropriately with conflicts of interest could damage its reputation and adversely affect its business

As the Group has expanded the nature and scope of its business, it increasingly confronts potential Fund Product-related conflicts of interest. For example, certain of the Fund Products have overlapping investment objectives, including fund products which have different fee structures, and potential conflicts may arise with respect to the decisions regarding how to allocate investment opportunities among those Fund Products. The Group manages a large portfolio of Fund Products which may also allocate to or invest in Underlying Third Party Products as well as to Fund Products managed directly by the Group. In addition, the Group has proprietary investments in certain Fund Products and Underlying Third Party Products and makes or will make loans to certain Fund Products. The Group can also use its discretion to provide support to Fund Products or, subject to the terms of the loan agreements, to request repayment of loans from Fund Products. The Group may also purchase investments from the Fund Products that they manage and there may be difficult judgments regarding the valuation of some investments. The existence of such circumstances may create the potential for claims of conflicts of interest.

Although the Group has procedures in place which seek to monitor and manage any potential for exposure to such conflicts of interest, it is possible that potential or perceived conflicts of interest could give rise to investor dissatisfaction or litigation or regulatory enforcement actions. In such actions the Group could be required to bear legal, settlement and other costs (which may be in excess of available insurance coverage). Addressing conflicts of interest is complex and difficult and the Group's reputation could be damaged if it fails, or appears to fail, to deal appropriately with one or more potential or actual conflicts of interest. Regulatory scrutiny of, or litigation in connection with, conflicts of interest could have a material adverse effect on the reputation of the Group which could materially adversely affect its business in a number of ways, including as a result of redemptions by its investors from the Fund Products, an inability to raise additional funds and a reluctance of counterparties to do business with the Group, which in turn could affect the financial condition, results of operations and/or prospects of the Group.

The Group may be adversely affected if its reputation is harmed

The Group's reputation is one of its most important assets. The relationship of the Group with its investors, other significant market participants, as well as among its many stakeholders—including its staff, shareholders, investors in Fund Products, intermediaries, lenders, regulators, key business partners and the general public—is very important to its business. The Group's ability to attract and retain investors and employees and raise appropriate financing or capital may be adversely affected to the extent its reputation is damaged. Any deterioration in the market perception of the Group, including but not limited to pursuant to the loss of key personnel or poor investment performance, could lead to a loss of business or a failure to win new business. The Group's reputation could be also damaged by factors such as litigation, regulatory action, misconduct, operational failures, mismanagement, breach of data protection legislation in relation to client data, fraud (by employees or by third parties), failure to manage conflicts of interest or satisfy fiduciary responsibilities, failure to manage inside information, negative publicity or press speculation (whether or not any such allegations or claims are valid or ultimately disproved, dismissed or withdrawn), or a simple deterioration in the Group's performance. These issues could also arise in respect of sub-advisers that manage Group-branded Fund Products or in respect of associates and/or joint ventures in which the Group have investments, over whom the Group has limited control. Damage to the reputation of the Group as a result of these or other factors could have a material adverse effect on its business, financial condition, results of operations (including impairments in the value of goodwill) and/or prospects.

The Group may be required to make further contributions to its defined benefit pension schemes if the value of pension fund assets is insufficient to cover potential future obligations

The Group operates a defined benefit pension scheme for some UK employees. No new members have been admitted to the scheme since June 1999. Primary liability to fund the scheme rests with the employers that participate in the scheme. Participating employer contributions to the scheme must be agreed with the pension scheme trustees who have control over the investment of the scheme's assets and can alter their investment strategy, potentially exposing the participating employers to additional costs. If agreement cannot be reached, the Pensions Regulator has power to impose a contribution rate on the participating employers. Employer contributions to the scheme will also be affected by factors that affect the funding level of the scheme and make benefits more expensive to provide than anticipated, such as lower interest rates which increase the discounted value of future estimated liabilities, lower investment returns than expected or increasing life expectancy. The trustees or the Pensions Regulator have power to wind up the

scheme in certain circumstances, which would result in a statutory debt owing from the participating employers to the scheme based on the cost of buying out benefits with an insurance company. Further, the Pensions Regulator has power to require funding or funding guarantees for the scheme from persons who are associates of or connected with the participating employers in certain circumstances. As a result, the Group is exposed to funding risks in relation to the defined benefits under its pension schemes.

Changes in tax laws or in the policy of tax administration, including changes in the interpretation or application of existing tax laws, may adversely affect the Group's profitability

The Group operates in many different territories and is subject to many different international tax laws. Tax laws, and the interpretation of tax laws by taxing authorities, frequently change, sometimes with retrospective effect. It is possible that tax laws and the interpretation and/or application of such laws may change in such a way that the Group's effective corporate tax rates are increased, that the Group's recoverability of value added tax (or tax of a similar nature) is decreased, that social security costs and other taxes directly borne by the Group are increased, that the current fiscal treatment of alternative investment products is changed in a way that makes them unattractive to potential investors in certain jurisdictions or that taxes on transactions are introduced or applied in a way that adversely affects the viability of certain investment strategies carried out by the Fund Products (for example taxes payable on Underlying Third Party Products increase) or that taxes are levied on the Fund Products themselves. It is also possible that tax laws and their interpretation and/or application may change in such a way that the taxes payable by the employees of the Group in certain countries may increase and that this either results in the loss of key staff or in an increase in costs to prevent the loss of key staff. Any of these changes could adversely affect the financial condition, results of operations or future prospects of the Group.

The Group is subject to third party litigation risk that could result in significant liabilities and/or reputational harm, which could materially adversely affect its results of operations and/or financial condition

The Group will be exposed to risk of litigation by investors in and/ or directors of the Fund Products if the conduct of the management of or advice provided to any Fund Product is alleged to amount to negligence, wilful misconduct or fraud. Investors and/or Fund Product directors may in such circumstances decide to take legal action against the Group to recover amounts lost. Furthermore, the Group may be subject to litigation arising from investor dissatisfaction with the performance of the Fund Products or from allegations that it improperly exercised control or influence over companies in which the Fund Products have large investments. The Group also faces the risk of litigation from investors in the Fund Products, Fund Product directors and/or third party service providers, if it does not comply with, or if an investor claims that it has not complied with, restrictions in such Fund Products' organisational documents (for example, restrictions on entering into related party transactions).

In respect of Fund Products, the Group is exposed to the risk of litigation if the Fund Products suffer losses which may occur, for example, through the failure of a particular investment strategy or risk management or due diligence processes, or due to the trading activity of an employee who has violated the policies of the Group or market rules and regulations. Any litigation arising in such circumstances is likely to be protracted, expensive and potentially involve circumstances which are damaging to the Group's reputation and business.

If the Group is required to incur all or a portion of the costs arising out of litigation or investigations as a result of inadequate insurance proceeds or failure to obtain indemnification from the Fund Products, its operations and/or financial condition could be materially adversely affected.

In addition, with a workforce consisting of many highly paid investment professionals, the Group faces the risk of lawsuits relating to claims for compensation, which may individually or in the aggregate be significant in amount. Such claims are more likely to occur in the current environment where individual employees may experience significant volatility in their year-to-year compensation due to trading performance or other issues and in situations where previously highly compensated employees were terminated for performance or efficiency reasons. The cost of settling such claims could adversely affect its business, financial condition, results of operations and/or prospects.

Also, as a listed and regulated company in the case of Man as at the date of this Prospectus, and in the case of New Man following the Scheme Effective Date and Admission, the Group is subject to the risk of investigation or litigation by certain parties including, without limitation, regulators, its public shareholders and/or noteholders arising from an array of possible claims, including investor dissatisfaction with the performance of its businesses or its share price, allegations of misconduct by its officers and directors or

claims that it has inappropriately dealt with conflicts of interest or investment allocations. It is also likely that the Group would be brought into any lawsuit that is filed involving any of the Fund Product-related litigation and regulatory risks described above. As with the Fund Products, while the Group maintains insurance, there can be no assurance that its insurance will prove to be adequate. If the Group is required to incur all or a portion of the costs arising out of litigation or investigations, its results of operations, financial condition and liquidity could be materially adversely affected. Furthermore, any such litigation or investigation could be protracted, expensive and highly damaging to the Group's reputation, even if the underlying claims are without merit. In addition, the Group may participate in transactions that involve or initiate litigation (including the enforcement of contractual rights) from time to time, and such transactions may expose it to reputational risk and increased risk from countersuits.

The Group may have inadequate insurance to protect it against losses it may suffer

The Group has an insurance programme provided by a syndicate of third party insurers in respect of potential third party liabilities, loss of assets, business interruption and people related exposures. There can be no assurance, however, that losses resulting from any of the risk factors outlined in this section would be covered by these insurance policies or that insurers will not dispute the validity of an insurance claim or, if covered, that the claims will not exceed the limits of available insurance coverage. Moreover, there can be no assurance that any insurer will remain solvent and will meet its obligations to provide the Group with coverage, or that insurance coverage will continue to be available with sufficient limits at a reasonable cost. Renewals of insurance policies may expose the Group to additional costs through higher premiums or the assumption of higher deductibles or co-insurance liability. The future costs of maintaining insurance cover or meeting liabilities not covered by insurance could have a material adverse effect on the Group's business, financial condition, results of operations and/or prospects.

Additional risks relating to the integration of the FRM Holdings business into the Group

Notwithstanding the risks relating to the Group described in these risk factors, there are additional specific risks that arise from the current process of the integration of the FRM Holdings business, which was acquired by the Group in July 2012.

These include:

- a dependence on the continued service of key former FRM Holdings and other personnel;
- the possibility of misconduct by employees, a failure to manage inside information and/or fraud which may damage the reputation of the business;
- the potential for high redemptions of legacy FRM Holdings or legacy MMB fund products;
- risks due to the potential illiquidity of assets within the legacy FRM Holdings fund products; and
- risks arising from the use of prime brokers, custodians, administrators and other agents of the legacy FRM Holdings fund products.

Risks and other considerations relating to the Proposals and the New Man Ordinary Shares

The New Man Reduction of Capital may not be implemented on a timely basis or at all

Implementation of the New Man Reduction of Capital is conditional upon, among other things, sanction by the Court. It is possible that this will not be given or will be given only subject to conditions and that the New Man Reduction of Capital will not occur on a timely basis or at all. If this does not happen, the New Man Reduction of Capital will not be implemented and the benefits expected to result from the New Man Reduction of Capital, namely providing flexibility to the capital structure of the Group and the creation of distributable reserves, will not be achieved.

New Man Ordinary Shares may be subject to market price volatility, and their market price may decline, in response to developments that are unrelated to the Group's operating performance

The market price of New Man Ordinary Shares may be volatile and subject to fluctuations, as a result of a variety of factors, including, but not limited to, actual or anticipated fluctuations in the financial performance of the Group and its competitors; the operating and share price performance of other companies in the industry and markets in which the Group operates; speculation about the Group's

business in the press, media or the investment community; changes to the Group's FUM or financial results and the publication of research reports by analysts.

Shareholders in the United States may not be able to participate in future equity offerings

The Articles provide for pre-emptive rights to be granted to New Man Shareholders, unless such rights are disappplied by a shareholder resolution. However, New Man Shareholders in the United States may not be entitled to exercise these rights unless either the rights and the New Man Ordinary Shares are registered under the US Securities Act, or New Man has available to it, and utilises, an exemption from the registration requirements of the US Securities Act. There can be no assurance that New Man will file any such registration statement, or that an exemption from the registration requirements of the US Securities Act will be available, which would result in New Man Shareholders in the United States being unable to exercise their pre-emptive rights.

New Man would expect to evaluate at the time of any rights or similar offering the costs and potential liabilities associated with any such registration statement or qualifying for an exemption from registration, as well as the indirect benefits of enabling New Man Shareholders in the United States to exercise any pre-emptive rights for the New Man Ordinary Shares and any other factors considered appropriate at the time, prior to making a decision whether to file a registration statement with the SEC or utilise an exemption from the registration requirements of the US Securities Act.

Legal investment considerations may restrict certain investments

The investment activities of certain investors are subject to legal investment laws and regulations, or review or regulation by certain authorities. Each Man Shareholder, any prospective New Man Shareholder and any potential investor should consult its legal advisers to determine whether and to what extent (1) the New Man Ordinary Shares are legal investments for it, (2) the New Man Ordinary Shares can be used as collateral for various types of borrowing and (3) other restrictions apply to its purchase or pledge of any New Man Ordinary Shares. Financial institutions should consult their legal advisers or the appropriate regulators to determine the appropriate treatment of the New Man Ordinary Shares under any applicable risk-based capital or similar rules.

The level of any dividend paid in respect of the New Man Ordinary Shares is subject to a number of factors

The level of any dividend paid in respect of the New Man Ordinary Shares is within the discretion of the Board and is subject to a number of factors, including the business and financial condition, earnings, cash flow and regulatory capital position of, and other factors affecting, the Group, as well as the availability of distributable reserves and of funds from which dividends can be legally paid. Any reduction in dividends paid on the New Man Ordinary Shares from those historically paid, or the failure to pay dividends in any financial year, could adversely affect the market price of New Man Ordinary Shares.

In order to comply with FATCA, New Man may be required to withhold on payments to certain holders of New Man Ordinary Shares

Sections 1471 to 1474 (inclusive) of the US Internal Revenue Code of 1986, as amended (commonly known as "FATCA") impose withholding tax on certain types of payments made to "foreign financial institutions" and certain other non-US entities. Under FATCA, a 30 per cent. withholding tax might be imposed on future payments to a holder of New Man Ordinary Shares of dividends on or proceeds from the disposition of such shares, if such holder either (i) is a foreign financial institution for the purposes of FATCA and does not meet certain certification, reporting and due diligence requirements or (ii) fails to provide and permit the disclosure of certain information to the US Internal Revenue Service. While it is possible that future guidance from the US Treasury and the US Internal Revenue Service may provide an exemption from some or all of the associated requirements, because most of the expected guidance has not yet been issued, it is difficult to accurately estimate the full impact of this legislation on an investment in New Man. US Holders should consult their advisers regarding the application of the withholding rules and the information that may be required to be disclosed to New Man and, in certain circumstances, to the US Internal Revenue Service as will be set out in the final FATCA regulations.

The historical performance of the Fund Products should not be considered as indicative of their future results or of any returns expected on the New Man Ordinary Shares

The historical and potential future returns of the Fund Products are not directly linked to returns on the New Man Ordinary Shares. Therefore, readers should not conclude that positive performance of the Fund Products will necessarily result in positive returns on the New Man Ordinary Shares. However, poor performance of the Fund Products will cause a decline in the Group's revenue from such Fund Products, and will therefore have an adverse effect on the Group's performance and the returns on the New Man Ordinary Shares.

Moreover, with respect to the historical performance of the Fund Products:

- the historical performance of such Fund Products should not be considered indicative of the future results that should be expected from such Fund Products or from any future Fund Products the Group may raise, in part because the market conditions during previous periods were significantly more favourable for generating positive performance than the market conditions the Group has experienced for the last four years and may continue to experience for the foreseeable future;
- the performance of the Fund Products, which may be calculated on the basis of net asset value of the funds' investments, could reflect unrealised gains that may never be realised; and
- the Fund Products' or funds' returns have benefited from investment opportunities and general market conditions that may not repeat themselves, and there can be no assurance that the current Fund Products or future Fund Products will be able to avail themselves of profitable investment opportunities.

IMPORTANT INFORMATION

Notice to potential investors

This Prospectus has been prepared for the purposes of complying with English law, the Prospectus Rules and the Listing Rules, and the information disclosed may not be the same as that which would have been disclosed if this Prospectus had been prepared in accordance with the laws of jurisdictions outside of England and Wales.

This Prospectus does not constitute an offer to sell or the solicitation of an offer to buy any security. None of the securities referred to in this Prospectus shall be sold, issued or transferred in any jurisdiction in contravention of any applicable law.

No person has been authorised to give any information or make any representations other than those contained in this document and, if given or made, such information or representations must not be relied on as having been so authorised by New Man, Man, the Group, the Directors, Merrill Lynch International or any other person.

Without prejudice to any obligation of New Man to publish a supplementary prospectus pursuant to section 87G of the FSMA, neither the delivery of this document nor any share exchange effected under the Scheme will, under any circumstances, create any implication that there has been no change in the affairs of the Group since the date of this Prospectus or that the information in it is correct as of any subsequent time to the date of this Prospectus.

Information for United States Shareholders

Securities may not be offered or sold in the United States unless they are registered under the Securities Act, or are exempt from such registration requirements. The New Man Ordinary Shares to be issued to Man Shareholders in connection with the Scheme will not be, and are not required to be, registered with the SEC under the Securities Act, in reliance upon the exemption from the registration requirements of the Securities Act provided by section 3(a)(10) of that Act based on Court approval of the Scheme. For the purpose of qualifying for this exemption from the registration requirements of the Securities Act, Man will advise the Court before it holds a hearing on the Scheme that its sanctioning of the Scheme will be relied upon by Man for purposes of the section 3(a)(10) exemption as an approval of the Scheme following a hearing on its fairness to Man Shareholders at which hearing all such shareholders are entitled to attend in person or through counsel to support or oppose the sanctioning of the Scheme and with respect to which notification has been given to all such shareholders.

Pursuant to Rule 145(d) under the Securities Act, Man Shareholders who are affiliates of Man before implementation of the Scheme will be subject to timing, manner of sale and volume restrictions on their sales of New Man Ordinary Shares received in connection with the Scheme. A holder of New Man Ordinary Shares who is an affiliate of New Man also will be subject to transfer restrictions pursuant to Rule 144 under the Securities Act. Persons who may be deemed to be affiliates of New Man or Man include individuals who, or entities that, control directly or indirectly, or are controlled by or are under common control with, New Man or Man and would include certain officers and directors of New Man or Man and may include holders of more than 10 per cent. of the outstanding issued capital of New Man or Man. Shareholders who are affiliates may, in addition to re-selling their New Man Ordinary Shares in the manner permitted by Rule 145(d) or Rule 144 under the Securities Act, also sell their New Man Ordinary Shares under any other available exemption under the Securities Act, including Registration S. Regulation S would generally permit the sale of New Man Ordinary Shares on the London Stock Exchange provided the sale is not pre-arranged with a buyer in the United States.

The New Man Ordinary Shares have not been, and will not be, registered under the securities laws of any state or jurisdiction of the United States and, accordingly, will only be issued to the extent that exemptions from the registration or qualification requirements of state “blue sky” securities laws are available.

Any New Man Ordinary Shares issued other than pursuant to the Scheme may not be re-offered, sold, transferred, re-sold, delivered or distributed, directly or indirectly, in or into or from the United States, except in transactions exempt from, or not subject to, the registration requirements of the Securities Act, and otherwise in compliance with the securities laws of the United States. The New Man Ordinary Shares have not been and will not be registered with, recommended by or approved by the SEC or any other federal, state or foreign securities commission or regulatory authority, nor has any such commission or

regulatory authority reviewed or passed comment upon the adequacy of this document. Any representation to the contrary is a criminal offence.

No incorporation of website information

Except to the extent expressly set out below in the section entitled “*Relevant Documentation and Incorporation by Reference*”, neither the content of the Group’s website nor any other website, nor the content of any website accessible from hyperlinks on the Group’s website or any other website, is incorporated into, or forms part of, this Prospectus.

Forward-looking statements

This Prospectus (including any information incorporated by reference) includes forward-looking statements. The words “believe”, “anticipate”, “expect”, “intend”, “aim”, “plan”, “predict”, “project”, “target”, “continue”, “assume”, “positioned”, “may”, “will”, “should”, “would”, “could”, “shall”, “risk” and other similar expressions that are predictions of or indicate future events and future trends identify forward-looking statements. These forward-looking statements include all matters that are not current or historical facts. In particular, the statements under the headings “*Summary*” and “*Risk Factors*” and in Part 2: Information on New Man and Part 5: Operating and Financial Review regarding New Man’s strategy, future financial position and other future events or prospects are forward-looking statements.

These forward-looking statements are subject to a number of risks and uncertainties, many of which are beyond the control of the Group, that could cause the actual results of the Group to differ materially from those indicated in any such statements. These factors include, but are not limited to, those described in the part of this Prospectus entitled “*Risk Factors*” which are known to New Man at the date of this Prospectus, but may include other factors which arise in the future and are not known, or not considered to be material, at such date. The part of this Prospectus entitled “*Risk Factors*” should be read in conjunction with the other cautionary statements included in this Prospectus.

Prospective New Man Shareholders and others should not place undue reliance on forward-looking statements because they involve known and unknown risks, uncertainties and other factors that are in many cases beyond the control of the Group. By their nature, forward-looking statements involve risks and uncertainties because such statements relate to events and depend on circumstances that may or may not occur in the future. Forward-looking statements are not indicative of future performance and the actual results of operations and financial condition of the Group and the development of the industry in which the Group operates, may differ materially from those made in or suggested by the forward-looking statements contained in this Prospectus.

These forward-looking statements reflect New Man’s judgment at the date of this Prospectus and are not intended to give any assurances as to future results. To the extent required by the Listing Rules, the Prospectus Rules, the Disclosure and Transparency Rules and other applicable regulations, New Man will update or revise the information in this Prospectus. Otherwise, New Man undertakes no obligation to update or revise any forward-looking statements, and will not publicly release any revisions it may make to these forward-looking statements that may result from events or circumstances arising after the date of this Prospectus. New Man will comply with its obligations to publish updated information as required by law or by any regulatory authority but assumes no further obligation to publish additional information.

The cautionary statements set out above should be considered in connection with any subsequent written or oral forward-looking statements that the Group, or persons acting on its behalf, may issue.

Presentation of financial information

The financial information in relation to Man in this Prospectus has been extracted without material adjustment from the financial information referred to in Part 6: Financial Information on Man, which has been incorporated into this Prospectus by reference. Financial information extracted from the financial information referred to in Part 6: Financial Information on Man is to be found in the section headed “*Summary*”, Part 2: Information on New Man, Part 4: Selected Financial Information and Part 5: Operating and Financial Review.

To align its reporting cycle with that generally adopted in the asset management industry, Man changed its accounting reference date from 31 March to 31 December in 2011, resulting in a nine month financial period ended 31 December 2011 and a comparative period of the 12 months ended 31 March 2011.

The audited consolidated financial information of New Man and its wholly owned subsidiary, Man Finance (UK) Limited (the “**Subsidiary**”), for the period from 8 August 2012 (being the date of incorporation of New Man) to 11 September 2012 (the “**Historical Financial Information of New Man**”) contained in Part 7: Financial Information on New Man has been prepared in accordance with IFRS. Consistent with the current accounting arrangements at Man, New Man intends to prepare its next published audited consolidated financial statements of the Group in accordance with IFRS.

Prospective New Man Shareholders should ensure that they read the whole of this Prospectus and not just rely on key information or information summarised within it.

Rounding

Certain figures contained in this Prospectus or incorporated by reference in this Prospectus, including financial, statistical and operating information, have been subject to rounding adjustments. Accordingly, in certain instances, the sum of the numbers in a column or a row in tables contained in this Prospectus or incorporated by reference in this Prospectus may not conform exactly to the total figure given for that column or row.

Currency presentation

Unless otherwise indicated, all references in this Prospectus to “**US dollars**”, “**dollars**”, “**USD**”, “**US\$**” or “**cents**” are to the lawful currency of the US, all references to “**pounds sterling**”, “**sterling**”, “**£**”, “**pence**” or “**p**” are to the lawful currency of the UK and all references to “**€**”, “**EUR**” or “**euro**” are to the currency introduced at the start of the third stage of European economic and monetary union, and as defined in Article 2 of Council Regulation (EC) No. 974/98 of 3 May 1998 on the introduction of the euro, as amended.

Sterling/US dollar exchange rates

	6 months to 30 June	9 months to 31 December	12 months to 31 March		
	2012	2011	2011	2010	2009
Average	0.6341	0.6233	0.6427	0.6261	0.5817
Period end	0.6383	0.6435	0.6235	0.6588	0.697

Defined terms

Certain terms used in this Prospectus, including capitalised terms and certain technical and other items, are defined and explained in Part 9: Definitions.

RELEVANT DOCUMENTATION AND INCORPORATION BY REFERENCE

Relevant Documentation

Man's Annual Report 2009, Annual Report 2010, Annual Report 2011, Report and Accounts for the nine month period ended 31 December 2011, interim results announcement for the six months ended 30 June 2012 and prospectus dated 8 October 2010, each of which have been filed with the FSA, and are available as described below, contain the following information about Man which is relevant to Admission:

- Man's unaudited consolidated financial information for the six months ended 30 June 2012 and 30 June 2011 (prepared in accordance with IFRS), together with the review report in respect of that period;
- Man's audited consolidated financial statements for the nine months ended 31 December 2011 (prepared in accordance with IFRS), contained in Man's Report and Accounts for the nine month period ended 31 December, together with the audit report in respect of that period;⁽³⁾
- Man's audited consolidated financial statements for the financial year ended 31 March 2011 (prepared in accordance with IFRS), contained in Man's Annual Report 2011, together with the audit report in respect of that year;
- Man's audited consolidated financial statements for the financial year ended 31 March 2010 (prepared in accordance with IFRS), contained in Man's Annual Report 2010, together with the audit report in respect of that year; and
- Man's audited consolidated financial statements for the financial year ended 31 March 2009 (prepared in accordance with IFRS), contained in Man's Annual Report 2009, together with the audit report in respect of that year.

Man's unaudited consolidated financial information for the six months ended 30 June 2012, audited consolidated financial statements for the nine months ended 31 December 2011 and audited consolidated financial statements for the three years ended 31 March 2011, 2010 and 2009 (each prepared in accordance with IFRS in effect at the time of their respective preparation, and incorporated by reference into this Prospectus) are together referred to as the "**Consolidated Financial Statements**".

Information incorporated by reference

The tables below set out the various sections of the documents which are incorporated by reference into this Prospectus, so as to provide the information required pursuant to the Prospectus Rules and to ensure that potential investors are aware of all information which, according to the particular nature of New Man and of the New Man Ordinary Shares, is necessary to enable potential investors to make an informed assessment of the assets and liabilities, financial position, profits and losses and prospects of New Man and the Group.

Financial Information

Reference document	Information incorporated by reference into this Prospectus	Page number in reference document
For the six months ended 30 June 2012		
Interim results announcement for the six months ended 30 June 2012	Review Report on the Group's Interim Financial Statement	34
Interim results announcement for the six months ended 30 June 2012	Group Income Statement	19
Interim results announcement for the six months ended 30 June 2012	Group Statement of Comprehensive Income	19
Interim results announcement for the six months ended 30 June 2012	Group Statement of Financial Position	25

(3) To align its reporting cycle with that generally adopted in the asset management industry, Man changed its accounting reference date from 31 March to 31 December in 2011, resulting in a nine month financial period ended 31 December 2011 and a comparative period of the 12 months ended 31 March 2011.

Reference document	Information incorporated by reference into this Prospectus	Page number in reference document
Interim results announcement for the six months ended 30 June 2012	Group Statement of Changes in Equity	31
Interim results announcement for the six months ended 30 June 2012	Group Cash Flow Statement	33
For the nine months ended 31 December 2011		
Report and Accounts for the nine month period ended 31 December 2011	Auditors' Report on the Group's Financial Statements	100
Report and Accounts for the nine month period ended 31 December 2011	Group Income Statement	78
Report and Accounts for the nine month period ended 31 December 2011	Group Statement of Comprehensive Income	78
Report and Accounts for the nine month period ended 31 December 2011	Group Cash Flow Statement	83, 109, 110
Report and Accounts for the nine month period ended 31 December 2011	Group Statement of Financial Position	84
Report and Accounts for the nine month period ended 31 December 2011	Group Statement of Changes in Equity	97
Report and Accounts for the nine month period ended 31 December 2011	Notes to the Group Financial Statements	77, 79, 80 to 82, 85 to 96, 98
For the financial year ended 31 March 2011		
Man Annual Report 2011	Auditors' Report on the Group's Financial Statements	76
Man Annual Report 2011	Group Income Statement	59
Man Annual Report 2011	Group Statement of Comprehensive Income	59
Man Annual Report 2011	Group Cash Flow Statement	63, 115
Man Annual Report 2011	Group Statement of Financial Position	64
Man Annual Report 2011	Group Statement of Changes in Equity	74
Man Annual Report 2011	Basis of preparation	57
Man Annual Report 2011	Notes to the Group Financial Statements	60 to 75
For the financial year ended 31 March 2010		
Man Annual Report 2010	Auditors' Report on the Group's Financial Statements	77
Man Annual Report 2010	Group Income Statement	36
Man Annual Report 2010	Group Balance Sheet	35
Man Annual Report 2010	Group Cash Flow Statement	39
Man Annual Report 2010	Group Statement of Comprehensive Income	37
Man Annual Report 2010	Group Statement of changes in Equity	38
Man Annual Report 2010	Basis of Preparation	40 to 41
Man Annual Report 2010	Notes to the Group Financial Statements	43 to 75
For the financial year ended 31 March 2009		
Man Annual Report 2009	Auditors' Report on the Group's Financial Statements	74
Man Annual Report 2009	Group Income Statement	75

<u>Reference document</u>	<u>Information incorporated by reference into this Prospectus</u>	<u>Page number in reference document</u>
Man Annual Report 2009	Group Balance Sheet	76
Man Annual Report 2009	Group Cash Flow Statement	77
Man Annual Report 2009	Group Statement of Recognised Income and Expense	78
Man Annual Report 2009	Principal Accounting Policies	79 to 82
Man Annual Report 2009	Notes to the Group Financial Statements	83 to 116

Operating and Financial Review

<u>Reference Document</u>	<u>Information incorporated by reference into this Prospectus</u>	<u>Page number in reference document</u>
Significant Factors Affecting the Group's Financial Results		
Prospectus dated 8 October 2010	The paragraphs under the heading "Significant Factors Affecting the Man Group's Financial Results"	74-75
Key Performance Indicators		
Interim results announcement for the six months ended 30 June 2012	Section entitled "Key Performance Indicators (KPIs)"	12
Report and Accounts for the nine month period ended 31 December 2011	Section entitled "Key performance indicators"	22-23
Man Annual Report 2011	Section entitled "Key performance indicators"	23
Prospectus dated 8 October 2010	The first two paragraphs of section entitled "Key Performance Indicators"	75-76
Funds under Management		
Interim results announcement for the six months ended 30 June 2012	Section entitled "Funds Under Management (FUM), Flows and Gross Management Fee Margins", excluding the table headed "Gross management fee margins"	5-6
Report and Accounts for the nine month period ended 31 December 2011	Sections entitled "Funds under management (FUM)", "Guaranteed Products", "Open-ended alternative products", "Institutional products" and "Long only products" including table headed "FUM summary" but excluding table headed "Summary income statement"	13-14
Man Annual Report 2011	Section entitled "Funds under management (FUM) and flows", including table headed "FUM summary"	24
	Section entitled "Funds under management (FUM) (unaudited)", up to the subheading "Margins"	58
Prospectus dated 8 October 2010	Section entitled "Funds Under Management—Year Ended 31 March 2010 compared to the Year ended 31 March 2009"	77-80

Reference Document	Information incorporated by reference into this Prospectus	Page number in reference document
Results of Operations		
Interim results announcement for the six months ended 30 June 2012	Table headed “Net management and performance fee income”	20
	Sections entitled “Net management fees” through section entitled “Taxation”	21-23
Report and Accounts for the nine month period ended 31 December 2011	Tables headed “Summary income statement” and “Net management fees and net performance fees” as well as sections entitled “Gross management fees and margins”, “Performance fees”, “Distribution Costs”, “Asset servicing”, “Compensation costs”, “Other costs”, “Cost savings”, “Net finance costs”, “Adjusted profit before taxes” and “Net income and taxes”	14-17
	Paragraph 2 entitled “Revenue and margins” through paragraph 9 entitled “Taxation”	79-82
Man Annual Report 2011	Table headed “Summary Income Statement” as well as sections entitled “Gross management fees and margins”, “Performance fees”, “Costs”, “Net management fees”, “Net performance fees” and “Profit before tax”	24-25
	Paragraph 3 entitled “Revenue and operating margins” through Paragraph 10 entitled “Taxation”	60-62
Prospectus dated 8 October 2010	Section entitled “Results of Operations—Year Ended 31 March 2010 compared to the Year ended 31 March 2009”	84-87
	Section entitled “Margins” and “Margins—Year Ended 31 March 2010 compared to the Year ended 31 March 2009”	82-83
Cash flows		
Interim results announcement for the six months ended 30 June 2012	Table headed “Group cash flow statement”	33
Report and Accounts for the nine month period ended 31 December 2011	Table and narrative headed “Group Cash Flow Statement”	83
Man Annual Report 2011	Table and narrative headed “Group cash flow statement”	63
Prospectus dated 8 October 2010	Section entitled “Cash Flows—for the year ended 31 March 2010 Compared to 31 March 2009”	90-91
Liquidity and Capital Resources		
Interim results announcement for the six months ended 30 June 2012	Table included in section entitled “Cash, liquidity and borrowings”	30
Report and Accounts for the nine month period ended 31 December 2011	Table included in section entitled “Cash, liquidity and borrowings”	93
Man Annual Report 2011	Table included in section entitled “Cash, liquidity and borrowings”	70

<u>Reference Document</u>	<u>Information incorporated by reference into this Prospectus</u>	<u>Page number in reference document</u>
Prospectus dated 8 October 2010	Table included in section entitled “Capital Resources”	93
Capital		
Interim results announcement for the six months ended 30 June 2012	Section entitled “Regulatory Capital”	3
Report and Accounts for the nine month period ended 31 December 2011	Sections entitled “Capital management” and “Regulatory capital (unaudited)”	98-99
Man Annual Report 2011	Section entitled “Regulatory Capital (unaudited)”	75
Prospectus dated 8 October 2010	Table on page 94 following heading “Capital” on previous page	94
Commitments and Contractual Obligations		
Report and Accounts for the nine month period ended 31 December 2011	Section entitled “Trade and other payables” Note 9 to the Company financial statements	92 137-138
Risk Management		
Interim results announcement for the six months ended 30 June 2012	Section entitled “Risk Management”	16
Report and Accounts for the nine month period ended 31 December 2011	Section entitled “Risk Management” Paragraph 1 entitled “Cash, liquidity and borrowings” Section entitled “Foreign Exchange and Interest Rate Risk”	24-29 92 92
Man Annual Report 2011	Section entitled “Risk Management” Paragraph 1 entitled “Cash, liquidity and borrowings” Section entitled “Foreign Exchange and Interest Rate Risk”	48-50 69 70
Prospectus dated 8 October 2010	Section entitled “Risk Management” Section entitled “Risk Management” Section entitled “Qualitative Disclosures About Market Risk”	50 54 95-96

Current Trading and Prospects

<u>Reference Document</u>	<u>Information incorporated by reference into this Prospectus</u>	<u>Page number in reference document</u>
Interim results announcement for the six months ended 30 June 2012	Section entitled “Outlook”	15

The documents incorporated by reference in this Prospectus have been incorporated by reference in compliance with Prospectus Rule 2.4.1. Any documents themselves incorporated by reference (or referred or cross-referred) in the documents incorporated by reference in this Prospectus shall not form part of this Prospectus. Except as set forth above, no other portion of these documents is incorporated by reference into this Prospectus and any information contained in the documents specified above which is not incorporated by reference in this Prospectus is either not relevant for prospective New Man Shareholders and/or investors for the purposes of Article 5(1) of the Prospectus Directive or is covered elsewhere in this Prospectus.

Availability of information

Copies of the documents of which all or part are incorporated herein by reference are available as provided in paragraph 19 (*Documents for inspection*) of Part 8: Additional Information.

Copies of each of the documents under the heading “*Financial Information*” above are available on the Group’s website (www.mangroupplc.com).

Neither the content of the Group’s website, nor the content of any other website including any other website accessible from hyperlinks on the Group’s website, is incorporated into, or forms part of, this Prospectus.

**CURRENT DIRECTORS OF NEW MAN, PROPOSED DIRECTORS OF NEW MAN,
COMPANY SECRETARY, REGISTERED OFFICE AND ADVISERS**

Current Directors	Function
Peter Clarke	Director, Chief Executive
Emmanuel Roman	Director, Chief Operating Officer
Jonathan Sorrell	Director, Chief Financial Officer

Proposed Directors	Function
Jon Aisbitt	Non-executive Chairman of the Board and Chairman of the Nomination Committee
Alison Carnwath	Independent Non-Executive Director
Phillip Colebatch	Independent Non-Executive Director and Chairman of the Remuneration Committee
Frédéric Jolly	Independent Non-Executive Director
Matthew Lester	Independent Non-Executive Director and Chairman of the Audit and Risk Committee
Patrick O'Sullivan	Senior Independent Non-Executive Director
Nina Shapiro	Independent Non-Executive Director

Company Secretary

Rachel Rowson
Man Strategic Holdings plc
Riverbank House
2 Swan Lane
London EC4R 3AD
United Kingdom

Registered Office

Riverbank House
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London EC4R 3AD
United Kingdom

Sponsor

Merrill Lynch International
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London EC1A 1HQ
United Kingdom

Legal Adviser to New Man as to English Law

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10 Upper Bank Street
Canary Wharf
London E14 5JJ
United Kingdom

Legal Adviser to Merrill Lynch International as to English law

Herbert Smith LLP
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Primrose Street
London EC2A 2HS
United Kingdom

Registrar

Equiniti Limited
Aspect House
Spencer Road
Lancing
West Sussex BN99 6DA
United Kingdom

Auditor

PricewaterhouseCoopers LLP
1 Hay's Lane
Hay's Galleria
London SE1 2RD
United Kingdom

Reporting Accountant

PricewaterhouseCoopers LLP
1 Embankment Place
London WC2N 6RH
United Kingdom

**PART 1:
INFORMATION ON THE PROPOSALS**

1. INTRODUCTION

On 24 July 2012, Man announced its intention to implement a corporate reorganisation pursuant to which it is proposed that a new listed holding company be introduced for the Group. The new company, New Man, is a newly incorporated company registered in England and Wales. The Proposals will enhance the Group's access to distributable reserves which will provide ongoing flexibility to continue its previously stated dividend policy. It is intended that this new corporate structure will be implemented by means of a scheme of arrangement under Part 26 of the 2006 Act which requires the approval of the Man Shareholders and the sanction of the Court. If the Scheme becomes Effective, Man's existing share capital (other than the Man Deferred Sterling Shares and the Man A Share) will be cancelled and Scheme Shareholders will be entitled to receive one New Man Ordinary Share for each Man Ordinary Share held. Following the Scheme becoming Effective, it is proposed that the share capital of New Man will be reduced under Part 17 of the 2006 Act.

The Scheme is subject to various conditions, including the approval of Man Shareholders and the Court and the receipt of customary regulatory approvals. If these conditions are satisfied (or, where permitted, waived) and the Scheme is approved and implemented in full, New Man will own the entire issued ordinary share capital of Man.

Details of the Scheme are set out in the Circular sent to Man Shareholders on 24 September 2012. It is expected that, subject to the conditions of the Scheme having been satisfied, the Scheme will become Effective and trading in the New Man Ordinary Shares on the LSE will commence on 6 November 2012.

2. EFFECTS OF THE SCHEME

The effects of the implementation of the Scheme will be as follows:

- (a) instead of owning a given number of Man Ordinary Shares, each Man Shareholder will own an equivalent number of New Man Ordinary Shares;
- (b) New Man will be the new holding company of the Group; and
- (c) instead of having its ordinary share capital owned by the Man Shareholders, Man will become a subsidiary of New Man with its entire issued ordinary share capital owned by New Man.

The Man Deferred Sterling Shares will not be subject to the Scheme and will continue to be owned by the chief executive of the Group from time to time, currently Peter Clarke. Peter Clarke, in his capacity as holder of the Man Deferred Sterling Shares, has given his consent to the Scheme and the exclusion of the Man Deferred Sterling Shares from the operation thereof. It is expected that, in due course, the Man Deferred Sterling Shares, which are not listed and have no economic value, will be transferred to New Man for a nominal sum. Further detail in relation to the rights attaching to the Man Deferred Sterling Shares is set out in the Circular.

Immediately following the Scheme becoming Effective, New Man will own no assets other than the ordinary share capital of Man, the share capital of the Subsidiary, the Man A Share and a receivable from MIFL (in its capacity as the Group's treasury company) in respect of cash placed on deposit with it by New Man.

3. SUMMARY OF THE SCHEME

The principal steps involved in the Scheme are as follows:

3.1 Cancellation of Scheme Shares

All of the Scheme Shares will be cancelled on the Scheme Effective Date (which is expected to be 6 November 2012).

In consideration of the cancellation of the Scheme Shares, the holders of the Scheme Shares will receive, in respect of any Scheme Shares held as at the Scheme Record Time:

for each one Scheme Share cancelled one New Man Ordinary Share.

With effect from the Scheme Effective Time, the rights attaching to the New Man Ordinary Shares will be substantially the same as those attaching to the Man Ordinary Shares.

3.2 Establishing New Man as the new holding company of the Group

Following the cancellation of the Scheme Shares, the credit arising in the accounts of Man as a result of the cancellation will be capitalised and applied in paying up, in full at par, such number of Man Scheme New Ordinary Shares as shall be equal to the number (and aggregate nominal value) of the Man Ordinary Shares cancelled.

The Man Scheme New Ordinary Shares will be allotted and issued, credited as fully paid, to New Man which will, as a result, become the new holding company of Man and of the Group.

3.3 Creation of a Man A Share and amendments to the Man Articles

Man Shareholders will be asked to approve at the General Meeting, by way of a special resolution, certain amendments to the Man Articles in order to facilitate the Scheme.

The first of these is to create a Man A Share. The Man A Share will be redeemable at the option of Man, have no voting rights or dividend rights or any rights on any return of assets on a winding up or liquidation. The holder of the Man A Share will be entitled to participate in a capitalisation issue but will have only very limited rights in relation to other distributions. It is intended that the Man A Share will be allotted and issued, credited as fully paid, to New Man. The Man A Share will be a separate class of share from the Man Ordinary Shares and the Man Deferred Sterling Shares and will not be subject to the Scheme, but will facilitate the allotment by Man of Man Scheme New Ordinary Shares to New Man without the requirement for an independent valuation report.

Secondly, it is proposed that, at the General Meeting, the Man Articles be amended in such a way as to ensure that: (i) any Man Ordinary Shares which are issued to any person other than New Man (or its nominee(s)) before the Scheme Record Time (but after the General Meeting) are allotted subject to the terms of the Scheme and the holders of such shares will be bound by the Scheme accordingly; and (ii) any Man Ordinary Shares which are allotted after the Scheme Record Time will be immediately transferred to New Man in exchange for the issue or transfer to the relevant allottees of one New Man Ordinary Share for each Man Ordinary Share transferred. These changes are necessary because, in some cases, Man Ordinary Shares may need to be allotted before the Scheme Record Time (for example, because of the exercise of rights granted by Man under the Man Share Plans) but the timing of their allotment could mean that they are not classified as Scheme Shares and are therefore outside the scope of the Scheme. In addition, Man Ordinary Shares may be issued (again, for example, under the Man Share Plans) after the Scheme Record Time, which would also put them outside the scope of the Scheme.

These measures will avoid any person other than New Man being left with Man Ordinary Shares after dealings in such shares have ceased on the LSE and will further ensure that New Man will own the entire issued ordinary share capital of Man despite any issues of Man Ordinary Shares that would otherwise not be classified as Scheme Shares.

The full text of the Resolutions can be found in the Notice of General Meeting contained in the Circular.

4. CONDITIONS TO IMPLEMENTATION OF THE SCHEME

The implementation of the Scheme is conditional upon:

- (a) the approval of the Scheme by a majority in number, and representing at least 75 per cent. in value of the Man Ordinary Shares held by Man Shareholders present and voting, either in person or by proxy, at the Court Meeting (or at any adjournment of such meeting);
- (b) the passing of Resolutions 1 to 3 (inclusive) (contained in the Notice of the General Meeting in the Circular) to approve the Proposals and various matters in connection with the Proposals including (A) the authority for the directors of Man to issue and allot the Man A Share, (B) the cancellation of the Scheme Shares, (C) the de-listing of the Man Ordinary Shares, (D) the issue and allotment of Man Scheme New Ordinary Shares to New Man, (E) changes to the Man Articles, and (F) the change of name of Man;

- (c) the Relevant Regulators each having been notified of, and having approved or having been deemed to have approved in accordance with the relevant applicable law or regulation (to the extent such notification, approval (or deemed approval) is required by the relevant applicable law or regulation and has not been withdrawn or deemed withdrawn):
 - (i) any acquisition or increase of control or ownership (howsoever described in the relevant applicable law or regulation) by New Man of any relevant entities within the Group or otherwise;
 - (ii) any disposal or decrease in the nature of control or ownership (howsoever described in the relevant applicable law or regulation) by any other person in any relevant entity within the Group or otherwise; and
 - (iii) any change in the nature of control or ownership (howsoever described in the relevant applicable law or regulation) by any other person in any relevant entity within the Group or otherwise,
 that in each case would occur (or be deemed to occur) upon the Scheme becoming Effective;
 - (d) the sanction of the Scheme by the Court at the First Court Hearing;
 - (e) an office copy of the First Court Order (including a copy of the related Man Statement of Capital) having been delivered to the Registrar of Companies for registration and if the Court so orders for the Scheme to become Effective, such documents having been registered by the Registrar of Companies;
 - (f) permission having been granted by the FSA to de-list the Man Ordinary Shares and to admit (subject to the allotment of New Man Ordinary Shares in connection with the Scheme and satisfaction of conditions (a) to (e) above, save to the extent such conditions are already satisfied) the New Man Ordinary Shares to the premium listing segment of the Official List; and
 - (g) the LSE having agreed to admit the New Man Ordinary Shares to trading on its main market for listed securities and its agreement not being withdrawn prior to the Scheme Effective Date,
- (together the “**Conditions**”).

As indicated above, the Scheme constitutes a change in control of Man for regulatory purposes albeit that Man Shareholders will retain the same proportionate ownership of New Man as they had of Man immediately prior to the Scheme becoming Effective and, accordingly, the Scheme is subject to the obtaining of the relevant regulatory approvals (including approval by the FSA). The requisite approval by the FSA of these matters referred to in paragraphs (c)(i) to (iii) above was obtained on 18 September 2012. Such approval (unless withdrawn) will remain in effect until 18 December 2012 and therefore if the Scheme has not become Effective by this date, an extension to such approval will need to be obtained. The requisite approvals of the Jersey Financial Services Commission and the Central Bank of Ireland have also been obtained.

The directors of Man will not take the necessary steps to implement the Scheme unless the Conditions have been satisfied (or, where capable of waiver, waived) and, at the relevant time, they consider that it continues to be in the best interests of Man and of Man Shareholders that the Scheme should be implemented.

The First Court Hearing (at which it is proposed that the Court sanction the Scheme) is expected to be held on or around 5 November 2012 at The Royal Courts of Justice, The Strand, London WC2A 2LL. Man Shareholders or creditors who wish to support or oppose the Scheme will be informed by advertisement in a newspaper with national distribution in the United Kingdom of their right to appear in person, or be represented by Counsel, at the First Court Hearing.

The Scheme contains a provision for Man and New Man jointly to consent, on behalf of all persons concerned, to any modification of or addition to the Scheme, or to any condition that the Court may think fit to approve or impose. Man has been advised by its legal advisers that the Court would be unlikely to approve or impose any modification of, or addition or condition to, the Scheme which might be material to the interests of Man Shareholders unless Man Shareholders were informed of any such modification, addition or condition. It will be a matter for the Court to decide, in its discretion, whether or not further meetings of Man Shareholders should be held. If the Court does approve or impose a modification of, or addition or condition to, the Scheme which, in the opinion of

the directors of Man, is such as to require the consent of the Man Shareholders, the directors of Man will not take the necessary steps to enable the Scheme to become Effective unless and until such consent is obtained.

If the Scheme is sanctioned by the Court and the other Conditions are satisfied (or waived), the Scheme is expected to become Effective, and dealings in New Man Ordinary Shares on the LSE are expected to commence, on 6 November 2012.

If the Scheme has not become Effective by 30 June 2013 (or such later date as Man and New Man agree and the Court allows), it will lapse, in which event the Scheme will not proceed, there will not be a new holding company of Man, the Scheme Shareholders will remain shareholders of Man and the Man Ordinary Shares will continue to be listed on the Official List and admitted to trading on the LSE.

The full text of the Scheme and of the Resolutions to be proposed at the Court Meeting and the General Meeting are set out in Parts 5, 6 and 7 of the Circular.

5. THE NEW MAN REDUCTION OF CAPITAL

Following the Scheme becoming Effective, it is proposed that the share capital of New Man will be reduced to create distributable reserves in New Man.

The New Man Reduction of Capital will create distributable reserves on the balance sheet of New Man of approximately US\$2.4 billion (approximately £1.5 billion) (assuming a reduction from 136 US cents to $3\frac{3}{4}$ US cents per share and that no further Man Ordinary Shares are issued after 21 September 2012 (being the latest practicable date prior to publication of this Prospectus)). The New Man Reduction of Capital is not expected to have any impact on the market value of the ordinary shares of New Man.

The anticipated nominal value of a New Man Ordinary Share immediately prior to the New Man Reduction of Capital has been set at 136 US cents (the “**Anticipated Nominal Value**”). This value has been determined by applying a discount of approximately five per cent. to the middle market quotation of the Man Ordinary Shares of 88.5 pence as at 21 September 2012 (being the latest practicable date prior to publication of this Prospectus) and converting the resulting figure into US dollars at the Exchange Rate, and is based on the number of New Man Ordinary Shares to be issued by New Man pursuant to the Scheme being equal to the number of Man Ordinary Shares cancelled in accordance with the Scheme.

Under the 2006 Act, shares may not be allotted at a discount to their nominal value and therefore the nominal value of the New Man Ordinary Shares to be allotted and issued pursuant to the Scheme will need to be equal to or less than the market value of the Man Ordinary Shares at the Scheme Record Time. The discount reflected in the determination of the Anticipated Nominal Value is intended to provide some margin in the event of changes in the market value of the Man Ordinary Shares prior to the Scheme Effective Date.

Pending the Scheme becoming Effective, the Man Directors will keep the Anticipated Nominal Value under review in light of the market value of the Man Ordinary Shares. To the extent that the Man Directors consider that the market value of the Man Ordinary Shares at the Scheme Record Time will be, or is likely to be, less than the Anticipated Nominal Value, then the Anticipated Nominal Value will be adjusted to ensure that it is not greater than the market value of the Man Ordinary Shares at that time. This will ensure that the New Man Ordinary Shares are not allotted at a discount to their nominal value pursuant to the Scheme. As the amount of the distributable reserves to be created by the New Man Reduction of Capital is determined by the difference between the aggregate nominal value of the New Man Ordinary Shares prior to the New Man Reduction of Capital and the aggregate nominal value of the New Man Ordinary Shares following the New Man Reduction of Capital, if the Anticipated Nominal Value is reduced, the amount of distributable reserves which would be created by the New Man Reduction of Capital would be reduced accordingly.

In the event that it is necessary to adjust the Anticipated Nominal Value in this way, on or prior to the date on which the Court is asked to sanction the Scheme, the New Man Subscriber Shareholders would pass a resolution adjusting the nominal value of the New Man Ordinary Shares. Accordingly, an announcement of the change to the nominal value of the New Man Ordinary Shares would be made and, if and to the extent required, a supplementary prospectus of New Man setting out details of the

revised nominal value would be published. Any supplementary prospectus published in connection with such changes would be made available on the Group's website, www.mangrouplc.com, and for inspection at Riverbank House, 2 Swan Lane, London EC4R 3AD from the date of publication until Admission. A copy of any supplementary prospectus would also be submitted to the National Storage Mechanism and be available for inspection at <http://www.morningstar.co.uk/uk/NSM>.

The implementation of the New Man Reduction of Capital is conditional upon:

- (a) confirmatory approval of the New Man Reduction of Capital by Man Shareholders by the passing of Resolution 4 as set out in the Notice of General Meeting in the Circular;
- (b) confirmation of the New Man Reduction of Capital by the Court at the Second Court Hearing; and
- (c) the registration by the Registrar of Companies of an office copy of the Second Court Order confirming the New Man Reduction of Capital and of the New Man Statement of Capital.

The New Man Subscriber Shareholders are expected to pass, prior to the Court Meeting, a special resolution approving the New Man Reduction of Capital. As the Man Shareholders will become New Man Shareholders if the Scheme becomes Effective, confirmatory approval of the Man Shareholders in relation to the New Man Reduction of Capital will be sought at the General Meeting.

6. CHANGE OF NAME

Conditional upon the Scheme becoming Effective, it is proposed that Man will change its name to Man Strategic Holdings plc on the Scheme Effective Date. At the same time, New Man will change its name to Man Group plc, with the result that Man and New Man will swap names and New Man, as the new ultimate holding company of the Group, will have the same name as the former ultimate holding company of the Group.

A special resolution, conditional upon the Scheme becoming Effective, approving Man's change of name will be proposed at the General Meeting. The New Man Subscriber Shareholders are expected to pass, prior to the Court Meeting, a special resolution approving, subject to the Scheme becoming Effective, the change of name of New Man.

On the Scheme Effective Date, the existing share certificates of the Man Ordinary Shares will cease to be valid and should be destroyed. It is expected that share certificates for New Man Ordinary Shares which are allotted and issued pursuant to the Scheme will be dispatched within 10 Business Days of the Scheme Effective Date (these certificates will be in the name of "Man Group plc" but with company number 08172396 and will be printed on white paper instead of blue paper).

7. MAN A SHARE

It is proposed that New Man will be allotted and issued the Man A Share after the General Meeting. This is in order to facilitate the allotment by Man of the Man Scheme New Ordinary Shares to New Man without the requirement for an independent valuation report. The Man A Share will not be a Scheme Share and will therefore not be cancelled as part of the Scheme but will continue to be held by New Man once it becomes the holding company of the Group.

8. OVERSEAS SHAREHOLDERS

General

The implications of the Scheme for, and the distribution of this Prospectus to, Overseas Shareholders may be affected by the laws of the relevant jurisdictions. Overseas Shareholders should inform themselves about and observe all applicable legal requirements.

It is the responsibility of any person into whose possession this Prospectus comes to satisfy himself as to the full observance of the laws of the relevant jurisdiction in connection with the Scheme and the distribution of this Prospectus and/or the accompanying documents, including the obtaining of any governmental, exchange control or other consents which may be required and/or compliance with other necessary formalities which are required to be observed and the payment of any issue, transfer or other taxes or levies due in such jurisdiction.

If, in respect of any Overseas Shareholder, New Man is advised that the allotment and issue of New Man Ordinary Shares pursuant to the Scheme would or might infringe the laws of any jurisdiction outside the United Kingdom, or would or might require New Man to obtain any governmental or other consent or effect any registration, filing or other formality with which, in the opinion of New Man, it would be unable to comply or which it regards as unduly onerous, the Scheme provides that New Man may determine that the New Man Ordinary Shares shall be issued to such shareholder and then sold on his behalf as soon as reasonably practicable at the best price which can reasonably be obtained at the time of sale, with the net proceeds of sale being remitted to the Overseas Shareholder at the risk of such shareholder. Alternatively, New Man may determine that no New Man Ordinary Shares shall be allotted and issued to that shareholder but instead those New Man Ordinary Shares shall be allotted and issued to a nominee appointed by New Man as trustee for such shareholder, on terms that they shall be sold on behalf of such shareholder as soon as reasonably practicable after the Scheme becomes Effective, with the net proceeds of sale being remitted to the Overseas Shareholder concerned at the risk of such shareholder.

Overseas Shareholders should consult their own legal, financial and tax advisers with respect to the legal, financial and tax consequences of the Scheme in their particular circumstances.

United States

The New Man Ordinary Shares to be issued to Man Shareholders in connection with the Scheme will not be, and are not required to be, registered with the SEC under the Securities Act, in reliance upon the exemption from the registration requirements of the Securities Act provided by section 3(a)(10) of that Act based on Court approval of the Scheme. For the purpose of qualifying for this exemption from the registration requirements of the Securities Act, Man will advise the Court before it holds a hearing on the Scheme that its sanctioning of the Scheme will be relied upon by Man for the purposes of the section 3(a)(10) exemption as an approval of the Scheme following a hearing on its fairness to Man Shareholders at which hearing all such shareholders are entitled to attend in person or through Counsel to support or oppose the sanctioning of the Scheme and with respect to which notification has been given to all such shareholders.

Pursuant to Rule 145(d) under the Securities Act, Man Shareholders who are affiliates of Man before implementation of the Scheme will be subject to timing, manner of sale and volume restrictions on their sales of New Man Ordinary Shares received in connection with the Scheme. A holder of New Man Ordinary Shares who is an affiliate of New Man will also be subject to transfer restrictions pursuant to Rule 144 under the Securities Act. Persons who may be deemed to be affiliates of New Man or Man include individuals who, or entities that, control directly or indirectly, or are controlled by or are under common control with, New Man or Man and would include certain officers and directors of New Man or Man and may include holders of more than 10 per cent. of the outstanding issued capital of New Man or Man. Man Shareholders who are affiliates may, in addition to re selling their New Man Ordinary Shares in the manner permitted by Rule 145(d) under the Securities Act, also sell their New Man Ordinary Shares under any other available exemption under the Securities Act, including Regulation S. Regulation S would generally permit the sale of New Man Ordinary Shares on the London Stock Exchange provided the sale is not pre-arranged with a buyer in the United States.

The New Man Ordinary Shares have not been, and will not be, registered under the securities laws of any state or jurisdiction of the United States and, accordingly, will only be issued to the extent that exemptions from the registration or qualification requirements of state “blue sky” securities laws are available.

Any New Man Ordinary Shares issued other than pursuant to the Scheme may not be re-offered, sold, transferred, re-sold, delivered or distributed, directly or indirectly, in or into or from the United States, except in transactions exempt from, or not subject to, the registration requirements of the Securities Act, and otherwise in compliance with the securities laws of the United States. The New Man Ordinary Shares have not been and will not be registered with, recommended by or approved by the SEC or any other federal, state or foreign securities commission or regulatory authority, nor has any such commission or regulatory authority reviewed or passed comment upon the accuracy or adequacy of this document. Any representation to the contrary is a criminal offence.

Man Shareholders who are citizens or residents of the United States should consult their own legal, financial and tax advisers with respect to the legal, financial and tax consequences of the Proposals and in their particular circumstances.

9. LISTING, DEALINGS, SHARE CERTIFICATES AND SETTLEMENT

Application will be made to (i) the UKLA for up to 1,830,000,000 New Man Ordinary Shares to be admitted to listing on the premium listing segment of the Official List and (ii) the London Stock Exchange for up to 1,830,000,000 New Man Ordinary Shares to be admitted to trading on the London Stock Exchange's main market for listed securities.

If all of the Conditions are satisfied (or, where permitted, waived), Man intends to seek the de-listing of the Man Ordinary Shares from the premium listing segment of the Official List. The last day of dealings in Man Ordinary Shares on the LSE is expected to be 5 November 2012.

It is currently expected that, at 8.00 a.m. (London time) on 6 November 2012, the New Man Ordinary Shares will be issued pursuant to the Scheme, their Admission will become effective and dealings in them will commence.

These dates may be deferred if it is necessary to adjourn any meeting required to approve the arrangements described in this Prospectus or if there is any delay in obtaining the Court's sanction of the Scheme. In the event of a delay, the application for the Man Ordinary Shares to be de-listed will be deferred, so that the listing will not be cancelled until immediately before the Scheme becomes Effective.

With effect from (and including) the Scheme Effective Date, all share certificates representing the Scheme Shares will cease to be valid and binding in respect of such holdings and should be destroyed.

New Man Ordinary Shares can be held in certificated or uncertificated form. Definitive share certificates for the New Man Ordinary Shares of Man Shareholders who held their Man Ordinary Shares in certificated form are expected to be despatched within 10 Business Days after the Scheme Effective Date. In the case of joint holders, share certificates will be despatched to the joint holder whose name appears first in the register. All share certificates will be sent by pre-paid first class post at the risk of the person entitled thereto. Pending the despatch of such certificates, transfers of New Man Ordinary Shares in certificated form will be certified against the register of New Man. Temporary documents of title have not been, and will not be, issued in respect of such shares.

Man Ordinary Shares held in uncertificated form will be disabled in CREST at the Scheme Record Time. For Man Shareholders who held their Man Ordinary Shares in a CREST account, New Man Ordinary Shares which are allotted and issued pursuant to the Scheme are expected to be credited to the relevant CREST member account on the Scheme Effective Date. CREST is a paperless settlement system enabling securities to be evidenced otherwise than by a certificate and transferred otherwise than by written instrument. The Articles permit the holding of New Man Ordinary Shares under the CREST system. Application will be made for the New Man Ordinary Shares to be admitted to CREST with effect from Admission. Accordingly, settlement of transactions in New Man Ordinary Shares following Admission may take place within the CREST system. CREST is a voluntary system and holders of New Man Ordinary Shares who wish to receive and retain share certificates will be able to remove their New Man Ordinary Shares from the CREST system following the Scheme becoming Effective.

New Man will have the right to issue New Man Ordinary Shares to all shareholders in certificated form if, for any reason, it wishes to do so.

All instructions, DRIP mandates, mandates, elections and communication preferences in force on the Scheme Effective Date relating to notices and other communications will, unless and until varied or revoked, be deemed from the Scheme Effective Date to be valid and effective mandates or instructions to New Man in relation to the corresponding holding of New Man Ordinary Shares.

All documents, certificates, cheques or other communications sent by, to, from or on behalf of Man Shareholders, or as such persons shall direct, will be sent entirely at their own risk.

10. MEETINGS AND CONSENTS FOR IMPLEMENTATION OF THE SCHEME

The Scheme will require the approval of the Man Shareholders at the Court Meeting, convened pursuant to an order of the Court, and the passing by Man Shareholders of the Resolutions set out in the Notice of General Meeting in the Circular. Both of the Meetings have been convened for 17 October 2012 and will be held at Riverbank House, 2 Swan Lane, London EC4R 3AD.

The Scheme also requires a separate sanction from the Court. In addition, the Scheme is subject to the receipt of customary regulatory approvals.

New Man has agreed to appear by Counsel at the hearing of the claim form to sanction the Scheme and to undertake to be bound by the Scheme.

Notices of the Court Meeting and the General Meeting are contained, respectively, in Parts 6 and 7 of the Circular.

Entitlement to attend and vote at these Meetings and the number of votes which may be cast thereat will be determined by reference to the register of members of Man at the Voting Record Time. All Man Shareholders whose names appear on the register of members of Man at the Voting Record Time, shall be entitled to attend and speak and vote at the relevant Meeting in respect of the number of Man Ordinary Shares registered in their name at that time.

10.1 Court Meeting

The Court Meeting has been convened for 11:30 a.m. (London time) on 17 October 2012 pursuant to an order of the Court. At the Court Meeting, or at any adjournment thereof, the Man Shareholders will consider and, if thought fit, approve the Scheme.

Voting at the Court Meeting will be by poll and not on a show of hands and each Man Shareholder entitled to attend and who is present in person or by proxy will be entitled to one vote for each Man Ordinary Share held. The statutory majority required to approve the Scheme at the Court Meeting is a simple majority in number of the Man Shareholders present and voting (either in person or by proxy) at the Court Meeting and representing not less than 75 per cent. of the nominal value of the Man Ordinary Shares voted (either in person or by proxy) by such Man Shareholders.

In order that the Court can be satisfied that the votes cast constitute a fair representation of the views of the Man Shareholders, it is important that as many votes as possible are cast at the Court Meeting. Man Shareholders are therefore urged to take the action referred to in paragraph 20 of Part 2 of the Circular.

It is also particularly important for Man Shareholders to be aware that if the Scheme is approved and becomes Effective, it will be binding on all Man Shareholders irrespective of whether they attended the Court Meeting and irrespective of the manner in which they voted.

10.2 General Meeting

The General Meeting has been convened for 12:00 noon (London time) on 17 October 2012 (or as soon thereafter as the Court Meeting has finished or is adjourned). At the General Meeting or at any adjournment thereof, Man Shareholders will consider and, if thought fit, pass the Resolutions set out in the Notice of General Meeting contained in Part 7 of the Circular.

Resolutions

The Resolutions are proposed in order to approve:

- (a) for the purposes of giving effect to the Scheme:
 - (i) the authority to enable the directors of Man to take all such actions as they may consider necessary or appropriate for carrying the Scheme into effect;
 - (ii) the authority to enable the directors of Man to allot the Man A Share in accordance with section 551 of the 2006 Act;
 - (iii) the reduction of the share capital of Man by the cancellation of the Scheme Shares;
 - (iv) the application of the reserve arising as a result of the cancellation of the Scheme Shares by paying up the Man Scheme New Ordinary Shares and the allotment and issuance, credited as

fully paid, of such number of Man Scheme New Ordinary Shares as are equal to the number of Scheme Shares cancelled, to New Man, in accordance with the Scheme;

- (v) the authority to enable the directors of Man to allot Man Scheme New Ordinary Shares in accordance with section 551 of the 2006 Act; and
- (vi) the de-listing of the Man Ordinary Shares;
- (b) amendments to the Man Articles to deal with certain matters relating to the Scheme;
- (c) the change of Man's name to Man Strategic Holdings plc;
- (d) the confirmation of the New Man Reduction of Capital; and
- (e) the adoption of those New Man Share Plans which, under the Listing Rules, would require the approval of New Man Shareholders if Admission had already occurred, being the New Man ESOS, the New Man 2012 Sharesave Scheme and the New Man LTIP (together, the **"Shareholder Approved New Man Share Plans"**).

These Resolutions (other than the Resolutions relating to the Shareholder Approved New Man Share Plans) will be proposed as special resolutions. The majority required for the passing of the special resolutions is not less than 75 per cent. of the votes cast (in person or by proxy) at the General Meeting. The Resolutions relating to the adoption of the Shareholder Approved New Man Share Plans will be proposed as ordinary resolutions. The majority required for the passing of such ordinary resolutions is not less than 50 per cent. of the votes cast (in person or by proxy) at the General Meeting.

Voting on the Resolutions will be by poll and not on a show of hands.

10.3 Sanction of the Scheme by the Court

Under the 2006 Act, the Scheme requires the sanction of the Court. The First Court Hearing to sanction the Scheme is expected to be held on 5 November 2012 at The Royal Courts of Justice, The Strand, London WC2A 2LL. All Man Shareholders are entitled to attend the First Court Hearing in person or through Counsel to support or oppose the sanctioning of the Scheme.

The Scheme will become Effective as soon as an office copy of the First Court Order (including a copy of the related Man Statement of Capital) has been duly delivered to the Registrar of Companies for registration and, if the Court so requires for the Scheme to become Effective, the registration by the Registrar of Companies thereof. This is expected to occur on 6 November 2012.

10.4 Confirmation of the New Man Reduction of Capital

Under the 2006 Act, the New Man Reduction of Capital also requires the sanction of the Court. The Second Court Hearing to confirm the New Man Reduction of Capital is expected to occur on 7 November 2012 at The Royal Courts of Justice, The Strand, London WC2A 2LL. Any creditors of New Man are entitled to attend the Second Court Hearing in person or through Counsel to support or oppose the sanctioning of the New Man Reduction of Capital.

The New Man Reduction of Capital will become effective as soon as an office copy of the Second Court Order (including a copy of the related New Man Statement of Capital) has been duly delivered for registration to, and registered by, the Registrar of Companies. This is expected to occur on 8 November 2012.

11. AUTHORITIES RELATING TO NEW MAN

The New Man Subscriber Shareholders and/or the Directors have passed prior to the date of the Circular and the Prospectus, or are expected to pass prior to the Court Meeting certain resolutions in order to, among other matters, authorise New Man to carry out the actions required of it in relation to the Proposals, including:

- (a) the approval of the appointment of auditors of New Man;
- (b) the authority for the directors of New Man to determine the auditors' remuneration;
- (c) the authority for the directors of New Man to allot New Man Ordinary Shares pursuant to the Scheme;

- (d) the authority of the directors of New Man to allot New Man Ordinary Shares generally and to make allotments otherwise than in accordance with pre-emption rights;
- (e) the authority to make market purchases of New Man Ordinary Shares;
- (f) the approval of the New Man Reduction of Capital;
- (g) the ability of New Man to call general meetings (other than annual general meetings) on 14 days' notice; and
- (h) conditional upon the Scheme becoming Effective, the change of name of New Man to Man Group plc.

The authorities granted or to be granted to the Directors in relation to allotment of New Man Ordinary Shares and the ability for New Man to purchase its own shares referred to in (d) and (e) above are equivalent to the corresponding authorities currently granted to the directors of Man.

The Directors are authorised to implement the New Man Reduction of Capital only if Man Shareholders pass Resolution 4 which will be proposed at the General Meeting to approve the reduction (details of which are set out in the Notice of General Meeting in the Circular). Accordingly, Man Shareholders will not be required separately to approve the New Man Reduction of Capital once they have become shareholders in New Man pursuant to the Scheme.

Furthermore, the New Man Subscriber Shareholders and the Directors are expected to pass, prior to the date of the First Court Hearing, a resolution in order to consolidate and/or subdivide (to the extent necessary) the existing New Man Subscriber Shares and any other ordinary shares in the capital of New Man which are issued to the New Man Subscriber Shareholders prior to the First Court Hearing in order that the nominal value of such shares is equal to the nominal value of the New Man Ordinary Shares to be issued to Man Shareholders pursuant to the Scheme.

PART 2: INFORMATION ON NEW MAN

The following information should be read in conjunction with the information appearing elsewhere in this Prospectus, including the financial and other information in Part 5: Operating and Financial Review and Part 6: Financial Information on Man. The financial information included in this Part 2: Information on New Man has been extracted without material adjustment from Part 5: Operating and Financial Review which has been incorporated into this Prospectus by reference or the financial information referred to in Part 6: Financial Information on Man which has been incorporated into this Prospectus by reference, or from the accounting records of the Group, which formed the underlying basis of the financial information referred to in Part 6: Financial Information on Man, which has been incorporated into this Prospectus by reference.

1. INTRODUCTION

The Group is a leading alternative investment management business. It has expertise in a wide range of liquid investment styles including managed futures, equity, credit and convertibles, emerging markets, global macro and multi-manager, combined with product structuring, distribution and client service capabilities. The Group's investment products are designed to offer performance across market cycles and are developed and structured internally and through partnerships with other financial institutions. The Group has a global distribution network and an investment management track record dating back more than 20 years. Funds under management as at 30 June 2012 were US\$52.7 billion (31 December 2011: US\$58.4 billion). As at 30 June 2012, the Group had approximately 1,400 permanent employees worldwide.

On 24 July 2012, Man announced its intention to revise its corporate structure to access distributable reserves through the introduction of a new holding company for the Group, in order to provide it with ongoing flexibility to continue its previously stated dividend policy. The new holding company structure will be implemented by way of a scheme of arrangement under Part 26 of the 2006 Act, after which there will be a Court approved reduction of capital of the new holding company. The new holding company, New Man, is a newly incorporated company incorporated in England and Wales.

If the Scheme is approved and becomes Effective, it will result in Man Shareholders holding New Man Ordinary Shares and in Man becoming a subsidiary of New Man. Upon the Scheme Effective Date, New Man will change its name to Man Group plc and at the same time Man will change its name to New Man with the result that Man and New Man will swap names and the new ultimate holding company of the Group will have the same name as the former ultimate holding company of the Group. Consequently, share certificates for the New Man Ordinary Shares will be in the name of "Man Group plc" (but with company number 08172396).

The Proposals will not affect the commercial operations of the Group.

2. HISTORY

Man, formerly known as E D & F Man Group plc, was incorporated in England and Wales under the Companies Act 1985 (as amended) (the "Act") on 22 April 1994 as a company limited by shares under the name E D & F Man Group Limited, with registered number 02921462. On 5 September 1994, E D & F Man Group Limited was re-registered under the Act as a public company limited by shares of indefinite duration and in the same year was floated on the London Stock Exchange. On 29 September 2000, the name of E D & F Man Group plc was changed to that of Man Group plc. Man's registered office and principal place of business is at Riverbank House, 2 Swan Lane, London EC4R 3AD (telephone +44 20 7144 1000). As at the date of this prospectus, Man is the parent company of the Group of companies, and is the holding company for the various operating entities and divisions which together constitute Man's business. Upon the Scheme Effective Date, New Man will become the parent and holding company of Man and the Group.

Man can trace its trading origins back to the late eighteenth century. The asset management division of Man was formed in 1983 and in 1989 Man purchased a majority stake in London-based systematic investment manager AHL, acquiring the remaining minority stake in AHL in 1994, the year in which Man was also admitted to trading on the London Stock Exchange. In 2000, Man completed the acquisition of Glenwood, a US fund of funds business and in 2002, Man acquired Swiss fund of hedge funds manager, RMF. At that time, Man operated two principal divisions: "Asset Management" and "Brokerage". In July 2007, Man de-merged its brokerage business (re-named MF Global Holdings Ltd.) by way of an initial

public offering and listing on the New York Stock Exchange, allowing Man to focus purely on the investment management business.

In March 2009, Man brought together the previous separate in-house fund of fund capabilities in RMF, Glenwood and Man Global Strategies to form Man Multi-Manager.

On 14 October 2010, Man completed its acquisition of GLG Partners, Inc., a leading global multi-strategy investment manager.

On 17 July 2012, Man completed its acquisition of FRM Holdings Limited (“**FRM Holdings**”), a global hedge fund research and investment specialist with funds under management of approximately US\$8.0 billion as at 1 May 2012. For further information on Man’s acquisition of FRM, see paragraph 13.5 (*Material Contracts—Acquisition of FRM Holdings Limited*) of Part 8: Additional Information.

3. STRENGTHS

The Board believes that the Group’s business continues to benefit from a strong competitive position, founded on its historic investment performance across a wide range of investment strategies, global distribution and financial strength.

Investment performance across a wide range of investment strategies

All of the Group’s investment managers together provide a diverse and complementary range of liquid alternative investment strategies: AHL in systematic managed futures trading; GLG in discretionary strategies and FRM in bespoke, actively managed fund of hedge fund offerings. Following the acquisition of GLG, the Group is able to offer its clients a broader suite of investment strategies with reduced correlation of investment returns. Further information on each of the investment managers is set out in paragraph 7 (*Business Overview—A. Investment Management*) of this Part 2: Information on New Man below.

The table below sets out the representative investment performance of these strategies for the six months ended 30 June 2012, the 12 months ended 31 December 2011, the annualised return for the three years ended 31 December 2011 and the annualised return since inception, together with a benchmark performance comparable for the corresponding periods.

Investment performance

		Total return		Annualised return	
		For the six months ended	For the 12 months ended	For the three years ended	Since inception to the year ended
	Inception date	30 Jun 2012	31 Dec 2011	31 Dec 2011	31 Dec 2011
AHL					
Man AHL Diversified plc ⁽¹⁾	26 Mar 1996	0.3%	−6.8%	−3.8%	15.1%
AHL Alpha plc ⁽²⁾	17 Oct 1995	0.3%	−4.4%	−1.5%	13.7%
GLG ALTERNATIVES					
Equity					
Europe					
GLG European Long Short Fund ⁽³⁾	29 Sep 2000	5.4%	7.0%	11.4%	10.1%
GLG European Opportunity Fund ⁽⁴⁾	31 Dec 2001	−2.6%	−16.7%	−0.8%	6.3%
North America					
GLG North American Opportunity Fund ⁽⁵⁾	31 Dec 2001	2.3%	−8.9%	10.6%	6.4%
UK					
GLG Alpha Select Fund ⁽⁶⁾	31 Aug 2004	−3.2%	−10.4%	5.2%	8.4%
Other equity alternatives					
GLG Global Opportunity Fund ⁽⁷⁾	04 Feb 1997	1.7%	−10.5%	5.3%	11.3%
Credit and convertibles					
Convertibles					
GLG Global Convertible Fund ⁽⁸⁾	30 Sep 1997	4.6%	−8.2%	11.9%	7.5%
Market Neutral					
GLG Market Neutral Fund ⁽⁹⁾	15 Jan 1998	9.6%	0.8%	35.5%	15.1%

	Inception date	Total return		Annualised return	
		For the six months ended 30 Jun 2012	For the 12 months ended 31 Dec 2011	For the three years ended 31 Dec 2011	Since inception to the year ended 31 Dec 2011
GLG European Distressed Fund ⁽¹⁰⁾ . . .	31 Aug 2009	11.5%	−1.6%	n/a	25.1%
Ore Hill					
GLG Ore Hill Fund ⁽¹¹⁾	01 Apr 2002	5.9%	−0.4%	18.7%	9.0%
Emerging markets					
GLG Emerging Markets Fund ⁽¹²⁾	31 Oct 2005	2.0%	−18.0%	7.6%	16.2%
Macro and special situations					
GLG Atlas Macro Fund ⁽¹³⁾	27 Feb 2009	0.1%	−0.4%	n/a	10.3%
GLG LONG ONLY					
GLG Japan Core Alpha Equity Fund ⁽¹⁴⁾	31 Jan 2006	2.9%	−20.8%	1.4%	−7.4%
GLG Global Equity Fund ⁽¹⁵⁾	05 Mar 1997	4.4%	−11.7%	7.6%	6.6%
FRM					
AA Diversified ⁽¹⁶⁾	01 Jan 1998	−0.3%	−2.1%	4.5%	5.3%
FRM Diversified II ⁽¹⁷⁾	01 Jan 1998	0.1%	−1.2%	6.1%	5.1%
Man Dynamic Selection ⁽¹⁸⁾	01 Mar 2001	1.1%	−6.9%	2.0%	4.8%
GLG Multi-Strategy Fund ⁽¹⁹⁾	31 Dec 2002	2.5%	−4.6%	8.6%	3.9%
MAN SYSTEMATIC STRATEGIES					
TailProtect Limited Class B	01 Jan 2011	−8.0%	25.6%	n/a	25.7%
Indices					
World stocks ⁽²⁰⁾	28 Feb 1986	6.6%	−5.5%	9.7%	6.8%
World bonds ⁽²¹⁾	31 Jan 1985	2.2%	5.5%	3.3%	7.4%
HFRX Global Hedge Fund Index	31 Mar 2003	1.2%	−8.9%	2.8%	1.2%
Barclay BTOP 50 Index	31 Dec 1986	−0.1%	−4.3%	−1.0%	9.0%

Source: Man database, Bloomberg and MSCI. There is no guarantee of trading performance and past or projected performance is not a reliable indicator of future performance. Returns may increase or decrease as a result of currency fluctuations. This is not a complete list of investment products. Funds have been chosen to give a representative view across product range and strategy.

- (1) Man AHL Diversified plc is valued weekly, but for comparative purposes the last weekly valuation of the month has been used.
- (2) AHL Alpha plc is valued weekly, but for comparative purposes the last weekly valuation of the month has been used.
- (3) Represented by GLG European Long Short Fund—Class D Restricted to Unrestricted (29/06/2007)—EUR.
- (4) Represented by GLG European Opportunity Fund—Class D Restricted to Unrestricted (31/08/2007)—EUR.
- (5) Represented by GLG North American Opportunity Fund—Class A Restricted to Unrestricted (29/06/2007)—USD.
- (6) Represented by GLG Alpha Select Fund—Class C—EUR.
- (7) Represented by GLG Global Opportunity Fund—Class Z—USD.
- (8) Represented by GLG Global Convertible Fund—Class A—USD.
- (9) Represented by GLG Market Neutral Fund—Class Z Restricted to Unrestricted (31/08/2007)—USD.
- (10) Represented by GLG European Distressed Fund—Class A—USD.
- (11) Represented by Ore Hill International Fund II Ltd.
- (12) Represented by GLG Emerging Markets Fund—Class A Restricted to Unrestricted (31/08/2007)—USD.
- (13) Represented by GLG Atlas Macro Fund—Class A—USD.
- (14) Represented by GLG Japan CoreAlpha Equity Fund—Class C to Class I JPY (28/01/2010)—JPY.
- (15) Represented by GLG Global Equity Fund Class I T USD.
- (16) Represented by Absolute Alpha Fund PCC Ltd Diversified—USD.
- (17) To highlight the performance and risks associated with FRM Diversified II Fund SPC—Class A USD ('the fund') prior to Jan 2004, FRM Holdings has created the FRM Diversified II pro forma using the following methodology: i) for the period Jan 1998 to Dec 2003, by using the returns of Absolute Alpha Fund PCC Limited—Diversified Series Share Cell ('AA Diversified—USD') adjusted for fees and/or currency, where applicable. For the period Jan 2004 to Feb 2004, the returns of the fund's

master portfolio have been used, adjusted for fees and/or currency, where applicable. Post Feb 2004, the fund's actual performance has been used, which may differ from the calculated performance of the track record. There have been occasions where the 12-months' performance to date of FRM Diversified II has differed materially from that of AA Diversified. Strategy and holdings data relates to the composition of the master portfolio.

- (18) Represented by Man Dynamic Selection USD I.
- (19) Represented by GLG Multi-Strategy Fund—Class A—USD Shares.
- (20) Represented by MSCI World Net Total Return Index hedged to USD.
- (21) Represented by Citigroup World Government Bond Index hedged to USD (total return).

Please note that the dates in brackets represent the date of the join in the linked track records.

Global distribution

Investor requirements vary significantly across investor types and geographies. The Group benefits from a well established network of offices in the significant markets in which it operates and has developed strong relationships with key regulators. The Group directly services the needs of institutional investors, such as pension funds, insurance companies or banking institutions. The Group accesses private investors via a global distribution network of over 5,000 intermediary relationships, comprising substantial private banking platforms and smaller intermediaries.

The Group has cultivated strong partnerships with investors, intermediaries, regulators and others over many years. These partnerships enable the Group to gain subscriptions from investors onshore, as well as internationally.

Financial strength

As at the date of this Prospectus, Man is, and following the Scheme Effective Date and upon Admission, New Man will be, an entity that is lead-regulated in the UK by the FSA and listed on the Official List and traded on the London Stock Exchange. Man is, and New Man will be, subject to compliance with transparency and other such obligations resulting from such listed and regulated status. The Group has the expertise, relationships and infrastructure to adapt and operate in an environment where the regulatory and policy landscape is continually changing. As at 30 June 2012, Man had a regulatory capital surplus of US\$704 million, net cash of US\$564 million and total liquidity resources of US\$3.0 billion. The Group continues to exercise financial discipline in cost management and the Board believes that it is well positioned to consider appropriate opportunities in its industry.

4. BUSINESS STRATEGY

The Group's corporate strategy is to deliver strong long-term investment performance across a wide range of alternative investment strategies and formats to a growing global investor base within a strong framework of people management, governance, risk management, innovation and capital allocation.

In 2012, the Group is focusing on three key priorities to implement its corporate strategy:

- Investment performance—focus by all of the Group's investment managers on generating investment performance, including innovations such as Man Systematic Strategies;
- Meeting client needs—focus on meeting client needs across the Group, from investment management, sales and client reporting to operations; and
- Cost efficiency—the Group has committed to deliver US\$95 million of operational run rate savings by the end of 2012, and further run rate savings of US\$100 million by December 2013.

5. FUNDS UNDER MANAGEMENT (FUM) OVERVIEW

The Group provides investment management and advisory services to third party investors and fund entities. The fund entities have independent boards of directors with independent governance and decision making powers, including the ability to remove the investment manager. The fund entities' investment performance, assets and liabilities are therefore separate from the Group and are not consolidated into the Group's financial statements.

The investors' capital is managed by the Group in accordance with investment management and advisory mandates. These mandates specify the types of investment that are permitted, subscription and redemption criteria and fees. Investors are charged management fees based on asset exposure and incentive fees based

on investment performance. The asset exposure, or FUM, is supported by the investors' capital and any financing provided to the fund entities by banks and prime brokers, referred to as 'leverage'.

Funds under management grow through new investor subscriptions, increased leverage, positive investment performance and positive foreign currency movements and are reduced by redemptions, reduced leverage, negative investment performance and adverse foreign currency movements.

Generally, there is a strong correlation between investment performance and growth in funds under management. If the products have investment performance in line with the investors' expectations, the Group may see increased FUM through increased subscriptions from existing and new investors, which could also increase the leverage component, and lower redemption rates. Where investment performance is less than expected, redemptions may increase, new subscriptions may be lower and negative investment performance will reduce the investors' capital which could also reduce the leverage component.

Funds under management are a key driver of the Group's results and prospects, as FUM forms the basis on which its revenue is generated. The Group is aiming to grow funds under management while seeking to maintain its revenue margin by product. The Group divides its FUM into five product categories reflecting a range of different margin characteristics. Guaranteed products have the highest margin at over 450bps and long only products have the lowest margin at less than 100bps.

The table below sets out the Group's funds under management as at 30 June 2012, 31 December 2011, 31 March 2011, 31 March 2010 and 31 March 2009 (the funds under management information provided as at 31 March 2010 and 31 March 2009 do not include any GLG component), subdivided into five categories.

	As at 30 June 2012	As at 31 December 2011	As at 31 March		
			2011	2010	2009
			<i>US\$bn</i>		
Guaranteed	7.1	10.0	15.1	14.0	16.4
AHL open-ended	11.7	14.5	13.7	12.8	11.4
GLG open-ended	10.8	11.0	13.6	N/A	N/A
Institutional FoF and other	11.8	12.2	12.7	12.6	19.0
Long only	11.3	10.7	14.0	N/A	N/A
Total	<u>52.7</u>	<u>58.4</u>	<u>69.1</u>	<u>39.4</u>	<u>46.8</u>

6. BUSINESS MODEL

The Group's business model brings together, in a unified structure, strengths in:

- A. Investment Management;
- B. Investor Solutions; and
- C. Distribution and Client Services.

This structure allows for investment management autonomy, while at the same time generating significant operating leverage potential through centralised structuring, legal, compliance and operations support and centralised access to global distribution capability, supported by a managed approach to risk and capital strength.

7. BUSINESS OVERVIEW

A. Investment Management

(I) AHL

Founded in 1987, AHL is a world-leading managed futures manager, with funds under management of US\$16.7 billion as at 30 June 2012, and over 20 years of trading experience.

Investment decisions are systematic, with AHL's trading systems sampling prices daily in order to primarily identify and profit from trends across a broad range of sectors, including currencies, bonds, stocks, energies, interest rates, metals, agricultural and credit. This high degree of diversification means that the allocation to each position is small, which helps to control risk within portfolios. Investment exposure to this broad range of sectors is accessed predominantly through on-exchange futures and forwards contracts as well as over the counter derivative instruments.

Risk control is of paramount importance, with portfolios targeting a level of volatility rather than return. Risk is controlled in real-time by a dynamic volatility process applied across all positions, which reduces position sizes as volatility increases and vice versa. In addition a variety of risk measures such as value-at-risk, stress testing and leverage are monitored daily to adjust portfolios in accordance with pre-defined limits.

Trades are executed either electronically using AHL's proprietary trade execution platform or by the team of experienced non-discretionary execution traders.

AHL is fully compliant with industry standards for disclosure, risk management, valuation, fund governance and market related issues, as determined and maintained by the Hedge Fund Standards Board.

Investment Performance

AHL's investment performance for the six months ended 30 June 2012, the 12 months ended 31 December 2011, the annualised return for the three years ended 31 December 2011 and the annualised return since inception, as represented by AHL Diversified plc, the largest Fund Product by funds under management in which AHL is the sole hedge fund manager, together with a benchmark performance comparable for the corresponding periods, is set out in the table contained in paragraph 3 (*Strengths—Investment performance across a wide range of investment strategies*) in this Part 2: Information on New Man above.

Investment in research

AHL's long-term track record is underpinned by a world class research capability and advanced trading infrastructure, benefitting from continued significant investment and development. Through the Man Research Laboratory co-located within the Oxford-Man Institute of Quantitative Finance within the world leading University of Oxford, AHL continues to gain insights into academic developments in financial econometrics and access to leading academic experts in this field.

AHL continues to refine and adapt its trading programmes to enhance returns and manage risk for investors.

All new trading ideas are extensively researched and tested before being introduced into client trading. As new strategies successfully transition into the final stages of development, one of the final checks is to test them in live trading with the Group's capital. This is a prerequisite before any strategy can trade with client capital.

Investment in trading

Following the Group's move in 2011 to its new headquarters in London, AHL has benefitted from enhanced trading technology and a new trading floor at the heart of the operations. In May 2011, AHL moved its operational staff to Hong Kong to support its local trading desk, making it completely self-reliant. This means that in the unlikely event of failures to its UK primary and back up trading sites it can still run its entire trading operation from Hong Kong.

(II) GLG

Founded in 1995, GLG is a substantial alternative investment manager, managing US\$15.1 billion in hedge fund strategies (split between equity, credit and convertibles, emerging market and macro) and US\$11.3 billion of long only predominantly equity oriented funds, in each case as at 30 June 2012, for a broad range of investors.

GLG aims to exceed investor expectations by delivering a combination of attractive risk adjusted returns, portfolio transparency and outstanding client service.

Investment performance

The investment performance of a representative sample of funds across GLG's investment styles for the six months ended 30 June 2012, the 12 months ended 31 December 2011, the annualised return for the three years ended 31 December 2011 and the annualised return since inception, together with a benchmark performance comparable for the corresponding periods, is set out in the table contained in paragraph 3 (*Strengths—Investment performance across a wide range of investment strategies*) in this Part 2: Information on New Man above.

A broad offering to investors

The completion of Man's acquisition of GLG in October 2010 significantly expanded the range of hedge fund and long-only styles the Group has been able to offer to both institutional and private investors. For the six months ended 30 June 2012 GLG represented approximately 70 per cent of the Group's gross sales.

A platform for investment management talent

GLG provides a versatile investment management platform with significant potential to expand existing strategies and add new styles. During 2011, GLG completed the integration of Ore Hill, the US-based credit manager that was fully acquired by the Group in March 2011, strengthening the Group's credit capabilities and enhancing Ore Hill's operational effectiveness. A new GLG Asian equity long short team has been added in Asia to expand the Group's Asian discretionary investment capabilities to meet investor demand for exposure to Asian assets.

Man Systematic Strategies

The Group has also created investment management capabilities drawing on investment management expertise across the whole firm. In January 2011, the Group created Man Systematic Strategies (MSS), a new group responsible for developing and managing profitable systematic strategies, driven by cutting edge technology. MSS launched the Group's first exchange traded fund in January 2011. Designed in partnership with ETF provider Source, Man GLG Europe Plus Source ETF produces European equity index plus returns based on fundamental brokers ideas provided specifically for GLG. The MSS team then uses proprietary quantitative technologies to enhance these recommendations, with the objective of generating steady alpha at low risk. MSS has also launched Man TailProtect, an actively managed, systematic investment vehicle designed to provide tail risk protection to institutional investors. Using models designed at the Group and incorporating volatility forecasting research output from the Oxford-Man Institute of Quantitative Finance, the product is designed to be profitable during market stress periods. As at 30 June 2012, TailProtect was managing approximately US\$0.6 billion and won industry awards in 2012 for Most Innovative Hedge Fund and separately Best Convertible Arbitrage/Volatility Hedge Fund. MSS also launched in early 2012, a long only commodity strategy that uses a trend following, fundamentals and roll-yield based investment approach and has recently launched a fixed income strategy which trades interest rate and foreign exchange products.

(III) FRM

The Group completed its acquisition of FRM Holdings (with funds under management of approximately US\$8.0 billion as at 1 May 2012) on 17 July 2012 and has integrated it to form a hedge fund investment operation trading under the FRM brand.

Overview

FRM is a top 10 global industry allocator to hedge funds by assets under management, and the largest independent European based FoHF managing commingled funds and advising institutional clients. FRM has one of the hedge fund industry's largest research and investment teams—located in London, New York, Pfaffikon (Switzerland), Tokyo and Singapore.

FRM offers clients a wide range of multi-manager investment services across the liquidity spectrum, from commingled FoHFs through managed accounts (MACs) to risk management and manager seeding activities. With 14 years of experience in building MAC capabilities, FRM's industry leading platform provides the access and transparency to promote better investment decisions.

Investment performance

The investment performance of FRM's flagship funds across FRM's investment styles for the six months ended 30 June 2012, the 12 months ended 31 December 2011, the annualised return for the three years ended 31 December 2011 and the annualised return since inception, together with a benchmark performance comparable for the corresponding periods, is set out in the table contained in paragraph 3 (*Strengths—Investment performance across a wide range of investment strategies*) in this Part 2: Information on New Man above.

B. Investor Solutions

Over the past twenty years, the Group has structured one of the largest suites of blended alternative investment products and solutions in the world, meeting a broad spectrum of client performance, portfolio, legal, taxation, regulatory, principal protection and risk management needs.

The Group's global team of financing and product structuring experts work closely with the investment managers and client service teams to develop a wide range of "off-the-shelf" and bespoke investment vehicles tailored to a wide range of client needs, which include:

- onshore or offshore investment vehicles;
- UCITS III compliant funds;
- open-ended or close-ended vehicles allocating to single managers or multi-manager portfolios;
- managed accounts; and
- capital guaranteed/principal protected structures.

The Group believes that its structuring capabilities give it the potential to capitalise on investor appetite across a wide range of markets and format preferences for strategies which perform strongly and/or which are complex and challenging to bring to market. Recent examples of the Group's structuring capability include UCITS offerings of its European Equity Long Short strategies and TailProtect, its volatility based strategy, described in more detail above.

C. Distribution and Client Services

Overview

The Group operates two distinct distribution models, marketing directly to institutions and via third party intermediaries to private investors.

Institutions represent a significant percentage of industry allocations and the Group has been deepening its relationships with global consultants, with a London-based global head of consultant relationships and around 12 sales professionals dedicated to consultants worldwide.

Man's intermediary network covers a wide range of substantial global and strategic regional financial institutions as well as smaller intermediaries and offers the Group scale, flexibility and efficiency in the distribution of its products. Global wealth platforms and banking relationships remain important and the Group has made significant progress in expanding its presence on the platforms with around 20 new platform approvals since completion of GLG and a similar number of additional pending approvals.

The Group's longstanding network of regional offices helps place its staff close to investors. Detailed reporting can be provided in both standard and customised format designed specifically to meet the requirements of both private and institutional investors. The Group's customer service teams include specialised relationship managers, client service professionals embedded in the investment management teams and a network of regional offices around the world.

The Group's investors

The Group's investor base comprises both retail and institutional investors.

Retail Investors

As at 30 June 2012, private investors represented approximately 51 per cent. of the Group's investor base (US\$27.1 billion). The Group generally targets the mass affluent investor segment, where, for example, new onshore regulated products are providing access to hedge fund returns to an expanding global market.

Institutional Investors

As at 30 June 2012, institutional investors represented approximately 49 per cent. of the Group's investor base (US\$25.6 billion), predominantly constituting pension funds, insurance companies, banks, asset managers, sovereign wealth funds and endowments.

Investors by geography

The table below sets out the geographic breakdown by way of FUM for the Group's investors as at 30 June 2012, 31 December 2011, 31 March 2011, 31 March 2010 and 31 March 2009.

FUM by geography	As at 30 June		As at 31 December		As at 31 March					
	2012		2011		2011		2010		2009	
	US\$bn	%	US\$bn	%	US\$bn	%	US\$bn	%	US\$bn	%
Europe	30.0	57%	31.0	53%	38.7	56%	17.1	43%	25.8	55%
Asia Pacific	12.1	23%	15.8	27%	17.3	25%	15.9	40%	15.5	33%
Americas	5.3	10%	5.8	10%	6.9	10%	4.1	10%	3.4	7%
Middle East and Africa	5.3	10%	5.8	10%	6.2	9%	2.3	6%	2.1	5%
Total	52.7		58.4		69.1		39.4		46.8	

8. RISK MANAGEMENT AND CAPITAL

Risk Management

The following description represents the current risk management arrangements in place at Man and which it is intended will remain in place for New Man on Admission.

The Group's approach to risk management is to identify, monitor and evaluate risk throughout the Group and to manage these risks within the acceptable risk limits set internally. The Group aims to maintain sufficient excess capital and substantial liquidity resources in order to give it flexibility both to continue to finance long-term growth and to operate the business effectively under market stress situations.

The Man Board is, and the Board will be, following the Scheme Effective Date and upon Admission, ultimately responsible for the framework of risk governance and risk management, as well as for determining risk strategy, setting parameters for the Group's risk appetite and ensuring that risk is monitored and controlled effectively. The Man Board has given, and the Board will give, delegated authority to two committees — the Risk Assurance Committee and the Finance Committee — to provide oversight across all risks faced by the business. These committees comprise senior management from the business and support areas and provide oversight across all risks faced by the business. The principle of individual accountability and responsibility for risk management is an important feature of the Group's corporate culture, with senior management within the Group's businesses being accountable for all risks assumed in their areas of responsibility and for the execution of appropriate risk management discipline within the framework of policy and delegated authority set out by the Man Board and, from Admission, the Board.

Day to day independent and objective assessment and monitoring of risk is provided by various risk control functions at the Group level and in the particular business divisions, which control functions include group risk, finance, legal, compliance, human resources and internal audit, with formal reporting lines. In addition, risk management functions reside within each business unit, with formal reporting lines and segregation of duties for the key risk, compliance, legal and finance functions.

Capital

As at the date of this Prospectus, Man is, and following the Scheme Effective Date and upon Admission, New Man will be, lead-regulated by the FSA and is therefore subject to the FSA's prudential and capital regulation. Its regulatory capital requirements are calculated in accordance with a full scope investment group under the EU Capital Requirements Directive. In addition, it calculates its economic capital using scenario and statistical modelling. Man's economic capital methodology forms part of its Internal Capital Adequacy Assessment Process (ICAAP) submission to the FSA.

Man's capital and liquidity framework is designed to be conservative, allowing it to invest in the growth of its business. Man utilises capital to support the operation of the investment management process and the launch of new fund products. As at 30 June 2012, Man had a regulatory capital surplus of US\$704 million, net cash of US\$564 million and total liquidity resources of US\$3.0 billion.

9. LEGAL AND ARBITRATION PROCEEDINGS

During the 12 months preceding the date of this Prospectus, so far as Man and/or New Man is aware, there have been no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened) which may have, or have in such period had, a significant effect on the financial position or profitability of Man, New Man or the Group.

10. REGULATION

The Group is subject to minimum capital requirements set by various regulators of its worldwide businesses. Adherence to the stipulated capital ratios and requirements is extremely important to the ongoing operations and business of the Group. The FSA is the Group's lead regulator, and supervises the Group on a consolidated basis and, every six months, the Group submits returns to the FSA on its capital adequacy. Various subsidiaries are directly regulated by the FSA or supervisors in other countries, which set and monitor their capital adequacy. As at 30 June 2012, the Group had a regulatory capital surplus of US\$704 million, net cash of US\$564 million and total liquidity resources of US\$3.0 billion (See also "*Risk Management and Capital—Capital*" for further information above).

11. EMPLOYEES

As at 30 June 2012 Man employed a total of approximately 1,400 permanent employees.

The table below sets out the geographic breakdown by region of the Group's permanent employees as at 30 June 2012.

<u>Region</u>	<u>Number of permanent employees</u>
UK	829
Switzerland	276
USA	117
Asia Pacific	96
Others	79
Total	1,397

The table below sets out the breakdown, in percentage terms, by function of the Group's permanent employees at 30 June 2012.

<u>Function</u>	<u>Proportion of permanent employees (%)</u>
Investment Management	25
Sales and Marketing	21
Product and Client Operations	17
Technology Group	11
Governance	17
Central Management and Support	9

12. PROPERTY

New Man's registered office and principal place of business is located at Riverbank House, 2 Swan Lane, London EC4R 3AD, which is occupied pursuant to a leasehold arrangement.

PART 3:
DIRECTORS, SENIOR MANAGERS, EMPLOYEES AND
CORPORATE GOVERNANCE

1. DIRECTORS

The following table lists the names, ages, positions, dates appointed to the Man Board and the date of expiry of their current office for the directors of Man as at the date of this Prospectus:

<u>Name</u>	<u>Age⁽⁴⁾</u>	<u>Position</u>	<u>Date appointed to Man Board</u>	<u>Date of expiry of current office</u>
Jon Aisbitt	55	Non-Executive Director, Chairman of Board and Nomination Committee	August 2003	May 2015 — subject to reappointment at the AGM when required
Alison Carnwath . . .	59	Independent Non-Executive Director	January 2001	May 2013 — subject to reappointment at the AGM when required
Peter Clarke	52	Director, Chief Executive	April 1997	Ongoing — subject to reappointment at the AGM when required
Phillip Colebatch . . .	67	Independent Non-Executive Director and Chairman of Remuneration Committee	September 2007	July 2014 — subject to reappointment at the AGM when required
Frédéric Jolly	50	Independent Non-Executive Director	August 2009	May 2015 — subject to reappointment at the AGM when required
Matthew Lester	49	Independent Non-Executive Director and Chairman of Audit and Risk Committee	May 2011	May 2014 — subject to reappointment at the AGM when required
Patrick O’Sullivan . .	63	Senior Independent Non-Executive Director	September 2007	July 2013 — subject to reappointment at the AGM when required
Emmanuel Roman . .	49	Chief Operating Officer	May 2011	Ongoing — subject to reappointment at the AGM when required
Nina Shapiro	64	Independent Non-Executive Director	October 2011	October 2014 — subject to reappointment at the AGM when required
Jonathan Sorrell . . .	35	Director, Chief Financial Officer	June 2012	Ongoing — subject to reappointment at the AGM when required

As at the date of this Prospectus, the directors of New Man are Peter Clarke, Emmanuel Roman and Jonathan Sorrell. Upon the Scheme becoming Effective, the remaining directors of Man will be appointed as directors of New Man on substantially the same terms of appointment as they have with Man. The board and corporate governance structure of Man will be replicated at New Man prior to Admission.

(4) Ages are given as at the date of this Prospectus.

Directors' profiles

The names, business experience and principal business activities outside the Group of the Directors are set out below.

Jon Aisbitt

Jon Aisbitt joined the Man Board in August 2003 as a non-executive director and was appointed non-executive Chairman in September 2007. He was previously a Partner and Managing Director in the Investment Banking Division of Goldman Sachs and has 20 years' experience in international corporate finance.

Alison Carnwath

Alison Carnwath joined the Man Board as a non-executive director in January 2001. Prior to joining the Man Board she spent 20 years working in investment banking. She is Chairman of Land Securities Group plc, an independent director of Paccar Inc, a non-executive director of Zurich Insurance Group Ltd and was previously a non-executive director of Barclays PLC.

Peter Clarke

Peter Clarke joined the Group in 1993 from the investment banking industry, having worked at Morgan Grenfell and Citicorp. He was appointed Head of Corporate Finance & Corporate Affairs in 1995 and joined the Man Board in 1997. He was appointed Finance Director in May 2000, Deputy Group Chief Executive in November 2005 and Chief Executive in March 2007.

Phillip Colebatch

Phillip Colebatch joined the Man Board as a non-executive director in September 2007. He was previously a member of the Executive Boards of Swiss Reinsurance Company and Credit Suisse Group. He is a non-executive director of Lend Lease Corporation and is on the Boards of Trustees of the LGT Group Foundation and the Prince of Liechtenstein Foundation.

Frédéric Jolly

Frédéric Jolly joined the Man Board as a non-executive director in August 2009. He 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). Frédéric was appointed Senior Adviser for Europe to Investec Asset Management in June 2011.

Matthew Lester

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

Patrick O'Sullivan

Patrick O'Sullivan joined the Man Board as a non-executive director in September 2007. He was previously Vice Chairman of the Group Management Board, as well as Group Finance Director, of Zurich Financial Services Group. He 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.

Emmanuel Roman

Emmanuel Roman joined the Man Board in May 2011. He joined the Group 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 Services Division. He is a non-executive director of Grupo Prisa SA.

Nina Shapiro

Nina Shapiro joined the Man Board as a non-executive director in October 2011. She has had a long career of senior roles within the World Bank and the International Finance Corporation (IFC) and was Vice President, Finance and Treasurer of the IFC from 2000 to 2011. Nina is a director of African Minerals Ltd and Russian Rail Leasing.

Jonathan Sorrell

Jonathan Sorrell joined the Man Board as Chief Financial Officer in June 2012. Jonathan joined the Group as Head of Strategy and Corporate Finance in August 2011. Previously he worked at Goldman Sachs in a range of roles in the Investment Banking, Securities and Investment Management divisions. Jonathan is a non-executive director of Nephila Holdings Limited.

2. MAN SENIOR MANAGERS

The following table lists the names and positions of the senior managers of the Group as at the date of this Prospectus:

<u>Name</u>	<u>Current position</u>
Luke Ellis	Executive Committee, CEO and CIO, FRM
Pierre Lagrange	Executive Committee, Managing Director GLG and Chairman of Man in Asia
Christoph Möller	Executive Committee, Head of Global Sales and Marketing
Michael Robinson . . .	Executive Committee, Global Head of Human Resources
Stephen Ross	Executive Committee, General Counsel and Global Head of Product Development, Legal and Regulatory
Tim Wong	Executive Committee, CEO, AHL Research and Trading

Senior Managers' profiles

The names and business experience of the Senior Managers are set out below.

Luke Ellis

Luke Ellis is CEO and CIO of FRM. Previously he was Managing Director of FRM Holdings from 1998 to 2008. Prior to joining FRM Holdings, Luke was a Managing Director at J.P. Morgan in London and responsible for building the firm's Global Equity Derivatives and Equity Proprietary trading business.

Pierre Lagrange

Pierre Lagrange is a senior portfolio manager, co-founder of GLG and Chairman of the Group's operations in Asia. He has over 24 years' experience of portfolio management and investment research. Pierre co-founded GLG in 1995 with overall responsibility for Global Equities, including sector long-short and long-only funds. Prior to this he worked at Goldman Sachs where he had responsibility for managing global equity portfolios and at J.P. Morgan where he worked in government bond trading.

Christoph Möller

Christoph Möller joined Man in 1981 and moved to his current position as Head of Global Sales and Marketing in 2001, after serving in roles in finance and product structuring.

Michael Robinson

Michael Robinson joined Man in 2003 after serving in senior roles at INVESCO and as a main board director of Henderson Global Investors plc and a career in the Royal Navy.

Stephen Ross

Stephen Ross, a lawyer by training, joined Man in 2003 from Clifford Chance LLP, where he was a Partner and Co-head of the Private Funds Group. He is Group General Counsel of Man and Global Head of Product Development, Legal and Regulatory.

Tim Wong

Tim Wong joined Man in 1991 and moved to his current position as CEO of AHL in 2001.

3. COMPENSATION

For the financial year ended 31 March 2011 and the nine months ended 31 December 2011, respectively, the aggregate total remuneration paid (including contingent or deferred compensation) and benefits in kind granted (under any description whatsoever) to the directors of Man, including amounts reflecting the “economic value” of options or other share-based awards granted to the executive directors of Man, by members of the Group was US\$12,515,968 and US\$10,926,317, respectively.⁽⁵⁾

As at 31 December 2011, the Man non-executive directors’ terms of appointment and annual fee levels were as follows:

	Date of Appointment to the Man Board	Start of current term of office	Base Fee	Audit and Risk Committee		Remuneration Committee		Senior Independent Director	Total Board Fees
				Chair	Member	Chair	Member		
						£'000			
Jon Aisbitt	20 August 2003	1 May 2012	450						450
Alison Carnwath . . .	24 January 2001	1 May 2012	65				10		75
Phillip Colebatch . .	1 September 2007	8 July 2011	65			15	10		90
Frédéric Jolly	1 August 2009	1 May 2012	65				10		75
Matthew Lester . . .	5 May 2011	5 May 2011	65	15	15				95
Patrick O’Sullivan . .	1 September 2007	9 July 2010	65		15		10	10	100
Nina Shapiro	10 October 2011	10 October 2011	65		15				80

For the financial year ended 31 March 2011 and the nine months ended 31 December 2011, the remuneration of the Man executive directors was as follows:

Director	9 months ended 31 December 2011: nine-month salary and 12 month performance bonus and mandatory share deferral						Financial year ended 31 March 2011: 12 month salary and nine-month bonus	
	Cash				At Risk		Cash	Cash & At Risk
	Base Salary ⁽¹⁾⁽²⁾	Benefits ⁽³⁾	Cash performance bonus ⁽²⁾	9M 2011 Cash Total	Mandatory share deferral	Total		
						9M 2011 Total		
						FY 2011 Cash Total	FY 2011 Total	
Peter Clarke	694	17	1,000	1,711	1,000	2,711	1,696	2,696
Kevin Hayes ⁽⁴⁾	469	2	200	671	500	1,171	827	1,527
Emmanuel Roman ⁽⁵⁾	660	28	0	688	0	688	N/A	N/A
31 December Total	1,823	47	1,200	3,071	1,500	4,570	2,523	4,223

(1) 9M 2011 was a 12 month performance period for the cash performance bonus and mandatory share deferral for three years. Peter Clarke’s mandatory deferral has been granted as a pre-tax share award in the PSP.

(2) 9M 2011 base salary stated prior to waiver into pension plan and for the nine month period.

(3) Benefits provided are medical and other benefits.

(4) Kevin Hayes ceased to be an executive director of Man on 18 June 2012.

(5) Emmanuel Roman was appointed to the Man Board effective 5 May 2011.

Jonathan Sorrell was appointed to the Man Board effective as of 18 June 2012. For the year ending 31 December 2012, he is entitled to a pro-rated base salary based on an annual salary of US\$625,000 together with employer pension contributions and medical and other benefits.

(5) For the purposes of this paragraph 3 (*Compensation*), “economic value” means that a significant proportion of the amount reflecting the value of options or other share-based awards granted (included for the purposes of calculating the total remuneration paid to the Directors and Senior Managers) is subject to meeting performance and/or service conditions which may, or may not, be met. The actual amount of remuneration awarded which is eventually received is therefore subject to such conditions. The economic value of performance-based share grants is the face value at the time of grant, multiplied by a performance factor to represent the expected vesting of awards. A binomial lattice valuation factor has been applied to the expected value of grants to estimate the economic value, taking account of share price volatility and dividend yield and correlation between vesting outcome and share price.

Executive directors' remuneration is made up of fixed and variable remuneration. Fixed remuneration includes base salary, pension and benefits. Benefits provided are medical and other benefits. Variable remuneration includes a short-term performance bonus, deferrals into shares and long-term incentive plans with performance measures that are critical drivers for Man.

For the financial year ended 31 March 2011 and the nine month period ended 31 December 2011, the aggregate total remuneration paid (including contingent or deferred compensation), benefits in kind granted (under any description whatsoever) and amounts reflecting the "economic value" of options or other share-based awards granted to the Senior Managers by members of the Group was US\$20,810,940 and US\$20,976,002, respectively⁽⁶⁾.

Details of share-based awards held by the Directors and the Senior Managers are to be found under paragraph 6.2 of Part 8: Additional Information of this Prospectus.

Pension and benefit provision

For the financial year ended 31 March 2011 and the 9 months ended 31 December 2011, the total amount set aside or accrued by the Group to provide pension, retirement or similar benefits to the Directors and the Senior Managers was US\$210,483 and US\$618,752, respectively. All Man executive directors are entitled to participate in a group pension plan. Peter Clarke and Jonathan Sorrell are eligible to receive employer contribution to pension or a cash pension allowance of 14 per cent. Peter Clarke elected to draw his defined benefit pension from the Man Group plc pension fund with effect from 1 March 2010.

Emmanuel Roman does not receive any employer contribution to pension; other cash benefits are consistent with those offered to the other executive directors of Man. He entered into share lock-up agreements at the closing of the acquisition of GLG in 2010 pursuant to which Man shares allocated to him as part of the purchase consideration are subject to lock-up terms for a period of three years from the closing date (subject to a right to dispose of up to a third of such Man Ordinary Shares after the second anniversary of the closing date and certain customary exceptions from the lock-up. Other benefits provided to the executive directors of Man are set out in the table below.

Provision	Policy
Private Medical Insurance . . .	Family private medical insurance is provided
Life Assurance	Provides a lump sum payment in event of death, this is set at four times base salary subject to a notional earnings cap of £137,400
Permanent Health Insurance .	Insurance provides 2/3rds of earnings, benefit capped at £120,000 in the event of inability to carry on normal duties
Holiday Pay	30 days paid holiday
Other Benefits	Flexible benefits are provided and can be purchased from base salary

4. CORPORATE GOVERNANCE

The following description relates to the corporate governance structure which it is intended will be in place for New Man on Admission and represents the current corporate governance arrangements in place at Man.

4.1 The UK Corporate Governance Code

The Man Board is firmly committed to high standards of corporate governance. The principal governance rules applying to UK companies listed on the main market of the London Stock Exchange are contained in the UK Corporate Governance Code published by the Financial Reporting Council (the "**UK Corporate Governance Code**"). Man considers that, save as disclosed below, as at the date of this Prospectus, it is in compliance with the provisions of the UK Corporate Governance Code and New Man will take the same approach as Man from Admission.

(6) The aggregate amount includes remuneration paid to (i) Jonathan Sorrell for the period ended 31 December 2011 and (ii) Emmanuel Roman for the period ended 31 March 2011, during which both were, respectively, senior managers of Man.

Code provision D.2.2

Executive directors' remuneration

The terms of reference of the Remuneration Committee were changed during the nine month period ended 31 December 2011 to provide that the Remuneration Committee should recommend, for approval by the Man Board, individual executive directors' objectives and compensation. This was subject to the continuing proviso that no director should participate in the approval of his or her objectives or compensation.

Man made this change on the basis that, given the importance of motivating the executive team to deliver Man's strategy, it is appropriate for all non-executive Man Board members, rather than just those who sit on the Remuneration Committee, to determine the executive directors' objectives and compensation packages.

Chairman's remuneration

The remuneration of the Chairman is determined by the Man Board based on the recommendation of the Remuneration Committee. This makes the process fully transparent and allows the views of all the directors, executive and non-executive, to be taken into account.

4.2 The Board

The UK Corporate Governance Code currently recommends that at least half of the board of directors (excluding the chairman) of a UK listed company should be independent in character and judgement and free from relationships or circumstances which are likely to affect, or could appear to affect, their judgement.

The board of directors of New Man, as at the date of this Prospectus, comprises the Chief Executive, the Chief Operating Officer and the Chief Financial Officer and, prior to Admission but after the date of this Prospectus, the Proposed Directors will be appointed as directors of New Man on substantially the same terms of appointment as they have with Man. The non-executive directors, all of whom are considered by the Man Board to be independent, have extensive experience of senior roles in financial institutions, a keen understanding of financial markets and the international experience and global outlook necessary for the direction of the business.

The UK Corporate Governance Code also recommends that the board of directors should appoint one of its independent non-executive directors as a senior independent director and Patrick O'Sullivan has been appointed to fill this role. The senior independent director should be available to shareholders if they have concerns which have not been resolved through contact with the normal channels of Chairman, Chief Executive or other executive directors or for which such contact is inappropriate.

The Man Board held 14 and seven main meetings during the year ended 31 March 2011 and the nine month period ended 31 December 2011, respectively. The Board's normal practice is to hold one meeting per year at Man's offices in Pfaffikon in Switzerland and one other at another overseas location.

Most Board Committee meetings are scheduled around Board meetings in such a way that Committee chairpersons can give a full and timely report to their colleagues on Committee debate and decision making and bring to the Board's attention any issues of note or concern. Non-executive directors regularly receive all Committee papers for information, irrespective of their Committee membership.

The process for the appointment of directors to the Board is led by the Chairman and the Nomination Committee. The terms of non-executive directors' appointments are set out in their letter of appointment. Non-executive directors are normally appointed for an initial term of three years after which a further period of three years may be considered. Any extension of a non-executive director appointment beyond six years will be subject to rigorous review, taking into account the strengths and profile of the individual and balancing the need for continuity of knowledge and experience and the refreshing of skills and outlook. The Articles provide that all directors are subject to appointment by shareholders at the first annual general meeting after their appointment by the Board and to reappointment by shareholders thereafter at intervals of not less than three years.

At the 2012 annual general meeting, all members of the Man Board retired and sought reappointment by shareholders in line with the annual election provision of the UK Corporate Governance Code.

The Board has established Audit and Risk, Remuneration and Nomination Committees with formally delegated duties and responsibilities set out in written terms of reference.

4.3 Board Committees

The following descriptions relate to the Board Committees which it is intended will be in place for New Man on Admission and represents the current Board Committees in place at Man.

Audit and Risk Committee

Current members

The members of Man's Audit and Risk Committee are Matthew Lester (Committee Chairman), Patrick O'Sullivan and Nina Shapiro. The UK Corporate Governance Code recommends that the Audit and Risk Committee should be comprised of at least three members who should all be independent non-executive directors and that at least one member should have recent and relevant financial experience. Matthew Lester was the Group Finance Director of ICAP plc from 2006 to 2010 and is considered by the Board to have the necessary recent and relevant financial experience for his role as Committee chairman. Man therefore considers that it complies with the UK Corporate Governance Code recommendation regarding the composition of the Audit and Risk Committee.

The Audit and Risk Committee held six and five meetings during the financial year ended 31 March 2011 and the nine month period ended 31 December 2011, respectively.

Role of the Audit and Risk Committee

The Audit and Risk Committee operates under defined terms of reference and its principal responsibilities include monitoring the integrity of financial information and reporting through review and challenge, where necessary, of the actions and judgments of management. The Audit and Risk Committee scrutinises and monitors, among other things, (i) critical accounting policies and practices and any changes in them; (ii) decisions requiring a significant element of judgment; (iii) the extent to which the financial statements are affected by any unusual transaction in the relevant period and the manner in which they are disclosed; (iv) the adequacy and completeness of disclosures; and (v) compliance with applicable accounting standards and compliance with applicable UKLA, stock exchange and other regulatory requirements.

The Audit and Risk Committee determines the scope of the external audit, makes recommendations to the Man Board on the appointment of the external auditors and reviews their effectiveness. It also reviews the scope and effectiveness of the internal audit and management response to internal audit findings. The Audit and Risk Committee reviews the effectiveness of the Group's systems of risk management and internal control, including periodic review of its regulatory reporting activities and compliance functions.

Remuneration Committee

Current members

The current members of the Remuneration Committee are Phillip Colebatch (Committee Chairman), Jon Aisbitt, Alison Carnwath, Frédéric Jolly and Patrick O'Sullivan. The UK Corporate Governance Code recommends that the Remuneration Committee should be comprised of at least three members who should all be independent non-executive directors. It also allows the Chairman of the Board to be a member if he was considered to be independent on appointment as Chairman. Man therefore considers that it complies with the UK Corporate Governance Code provisions regarding the composition of the Remuneration Committee.

The Remuneration Committee held six and five meetings during the financial year ended 31 March 2011 and the nine month period ended 31 December 2011, respectively.

Role of the Remuneration Committee

The Remuneration Committee operates under defined terms of reference and its principal responsibilities include (i) making recommendations to the Man Board on Man's broad policy on executive director and top management compensation; (ii) recommending to the Man Board for approval the total annual compensation for executive directors and approving the total annual

compensation for Executive Committee members and FSA Code staff; (iii) determining the principles for the calculation of and approving management proposals for the quantum of variable compensation spend each year for recommendation to the Man Board; (iv) recommending to the Man Board for approval the total compensation for the Chairman of the Man Board; (v) approving compensation guarantees above a level delegated to management; (vi) reviewing remuneration practices in relation to the Man Board's risk appetite statements to ensure that compensation does not encourage excessive risk taking and is determined within Man's risk management framework; (vii) approving the design of and determining the performance and vesting criteria attaching to share incentive plans prior to submission to the Man Board and, where necessary, Man's Shareholders for approval; (viii) reviewing the vesting criteria of share incentive plans against Man's results each year; (ix) determining the contractual termination terms for executive directors and approving any severance payments or arrangements; and (x) reviewing the annual report on directors' remuneration prior to approval by the Man Board and publication in the Annual Report and Accounts.

Nomination Committee

Current members

The current members of the Nomination Committee are Jon Aisbitt (Committee Chairman), Alison Carnwath, Phillip Colebatch, Frédéric Jolly, Matthew Lester, Patrick O'Sullivan and Nina Shapiro.

The UK Corporate Governance Code recommends that the majority of the members of the Nomination Committee should be independent non-executive directors. Man therefore considers that it complies with the UK Corporate Governance Code recommendations regarding the composition of the Nomination Committee.

The Nomination Committee held three and three meetings during the financial year ended 31 March 2011 and the nine month period ended 31 December 2011, respectively.

Role of the Nomination Committee

The Nomination Committee operates under defined terms of reference and its principal responsibilities include evaluating and keeping under review the size, composition and skill and experience base of the Man Board and making recommendations to the Man Board on any proposed changes. The Nomination Committee is responsible for conducting the search and selection process for any new appointments and making recommendations to the Man Board on the reappointment of non-executive directors at the expiry of their term of office. The Nomination Committee also reviews and oversees executive development and succession planning to ensure the continuity of senior management resource immediately below board level.

PART 4:
SELECTED FINANCIAL INFORMATION

The following is a summary of Man's financial information for the periods indicated. The data has been extracted without material adjustment from Man's Consolidated Financial Statements which are incorporated by reference into this Prospectus as set out in Part 6: Financial Information on Man. The summary should be read in conjunction with that information and with Part 5: Operating and Financial Review. Prospective New Man Shareholders are advised to read the whole of this Prospectus and not rely on the information summarised in this Part 4: Selected Financial Information.

Historical results are not indicative of the results to be expected in the future and results of interim periods are not necessarily indicative of results for the entire year.

Man's Consolidated Financial Statements are prepared in accordance with IFRS. The annual audited consolidated financial statements and notes thereto and the financial statements for the nine months ended 31 December 2011 and notes thereto have been audited by PricewaterhouseCoopers LLP, independent auditors.

The Historical Financial Information of New Man is not included in the following summary.

Income Statement

	Six months to 30 June		Nine months to 31 December	Year to 31 March		
	2012	2011	2011	2011	2010	2009
	(unaudited)	(unaudited)	(audited)	(audited)	(audited)	(audited)
	(US\$ million)					
Revenue:						
Gross management and other fees	629	841	1,160	1,452	1,293	1,861
Performance fees	28	49	94	203	52	627
	657	890	1,254	1,655	1,345	2,488
Gains/(losses) on investments at fair value	4	17	(1)	25	39	(260)
Distribution costs	(138)	(162)	(237)	(318)	(325)	(518)
Asset services	(14)	(15)	(24)	(16)	—	—
Amortisation of acquired intangible assets	(32)	(27)	(47)	(28)	—	—
Compensation	(227)	(365)	(422)	(566)	(349)	(500)
Other costs	(164)	(166)	(277)	(307)	(266)	(275)
Share of after tax profit of associates and joint ventures	5	28	3	65	70	144
Gain on disposal of 50% of subsidiary	—	—	—	—	—	48
Gain on disposal of BlueCrest	—	257	—	257	—	—
Impairment of GLG and Man Multi-Manager	(233)	(375)	—	(375)	—	—
Impairment of Ore Hill investments and goodwill	—	—	—	(22)	—	(299)
Gain/(loss) arising from residual interest in brokerage assets	—	—	—	—	34	(105)
Finance expense	(51)	(45)	(83)	(86)	(36)	(38)
Finance income	29	27	27	40	29	58
(Loss)/profit before tax from continuing operations	(164)	64	193	324	541	743
Taxation	(12)	(10)	(34)	(51)	(96)	(240)
(Loss)/profit after tax from continuing operations	(176)	54	159	273	445	503
Discontinued operations—brokerage	—	6	—	(62)	—	—
(Loss)/profit for the period	(176)	60	159	211	445	503
Attributable to:						
Equity holders of Man Group plc	(176)	60	159	211	445	503
	(176)	60	159	211	445	503

	Six months to 30 June		Nine months to 31 December	Year to 31 March		
	2012	2011	2011	2011	2010	2009
	(unaudited)	(unaudited)	(audited)	(audited)	(audited)	(audited)
	(US\$ million)					
Earnings per share						
From continuing operations						
Basic (cents)	(10.7)	2.3	7.7	14.2	25.1	28.7
Diluted (cents)	(10.6)	2.3	7.6	14.0	24.8	28.4
From continuing and discontinued operations						
Basic (cents)	(10.7)	2.6	7.7	10.7	25.1	28.7
Diluted (cents)	(10.6)	2.6	7.6	10.5	24.8	28.4
Memo:						
Dividends paid in the period	126	—	394	613	745	718
Dividends paid in respect of capital securities . . .	17	17	25	33	33	25

Statement of financial position

	As at 30 June	As at 31 December	As at 31 March		
	2012	2011	2011	2010	2009
	(unaudited)	(audited)	(audited)	(audited)	(audited)
	(US\$ million)				
ASSETS					
Cash and cash equivalents	1,411	1,639	2,359	3,229	2,361
Fee and other receivables	348	428	522	320	413
Investments in fund products	538	631	917	784	1,091
Other investments and pension asset	459	436	102	141	184
Investments in associates and joint ventures	40	41	68	351	317
Leasehold improvements and equipment	165	173	138	72	64
Goodwill and acquired intangibles	2,213	2,478	2,483	798	774
Other intangibles	153	187	229	337	366
Total assets	<u>5,327</u>	<u>6,013</u>	<u>6,818</u>	<u>6,032</u>	<u>5,570</u>
LIABILITIES					
Trade and other payables	485	675	647	366	475
Current tax liabilities	93	118	157	180	246
Borrowings	847	1,066	1,478	1,489	643
Deferred tax liabilities	93	94	100	10	14
Total liabilities	<u>1,518</u>	<u>1,953</u>	<u>2,382</u>	<u>2,045</u>	<u>1,378</u>
NET ASSETS	<u>3,809</u>	<u>4,060</u>	<u>4,436</u>	<u>3,987</u>	<u>4,192</u>
EQUITY					
Capital and reserves attributable to shareholders	<u>3,809</u>	<u>4,060</u>	<u>4,436</u>	<u>3,987</u>	<u>4,192</u>
Total equity	<u>3,809</u>	<u>4,060</u>	<u>4,436</u>	<u>3,987</u>	<u>4,192</u>

Cash Flow

	Six months to 30 June		Nine months to 31 December	Year to 31 March		
	2012	2011	2011	2011	2010	2009
	(unaudited)	(unaudited)	(audited) (US\$ million)	(audited)	(audited)	(audited)
Cash flows from operating activities—continuing operations						
Cash generated from operations	248	307	805	721	921	1,968
Interest paid	(61)	(63)	(57)	(74)	(26)	(40)
Income tax paid	(38)	(68)	(71)	(87)	(141)	(312)
	149	176	677	560	754	1,616
Cash flows from operating activities—discontinued operations	—	—	—	(33)	—	—
Cash flows from operating activities—total Group	<u>149</u>	<u>176</u>	<u>677</u>	<u>527</u>	<u>754</u>	<u>1,616</u>
Cash flows from investing activities—continuing operations						
Purchase of leasehold improvements and equipment	(13)	(60)	(58)	(81)	(44)	(38)
Purchase of intangible assets	(24)	(38)	(53)	(78)	(155)	(250)
Purchase of Lehman claims	—	—	(355)	—	—	—
Purchase of other investments	(16)	(3)	(25)	(7)	(43)	(172)
Proceeds from Lehman claims	5	—	22	—	—	—
Purchase of additional interests in joint ventures and associates	—	—	—	—	—	(17)
Net proceeds from sale of other investments . . .	6	20	6	41	253	41
Acquisition of subsidiaries and joint ventures, net of cash acquired	—	1	1	(486)	—	(245)
Interest received	29	15	26	25	26	60
Dividends received from associates and other investments	6	52	3	112	48	141
Proceeds from sale of associate	—	443	—	443	—	25
	(7)	430	(433)	(31)	85	(455)
Cash flows from investing activities—discontinued operations	—	—	—	—	—	—
Cash flows from investing activities—total Man	<u>(7)</u>	<u>430</u>	<u>(433)</u>	<u>(31)</u>	<u>85</u>	<u>(455)</u>

	Six months to 30 June		Nine months to 31 December	Year to 31 March		
	2012	2011	2011	2011	2010	2009
	(unaudited)	(unaudited)	(audited) (US\$ million)	(audited)	(audited)	(audited)
Cash flows from financing activities—continuing operations						
Proceeds from issue of ordinary shares	6	12	3	26	18	53
Proceeds from issue of capital securities, net of issue costs	—	—	—	—	—	293
Purchase of own shares by ESOP trust	(7)	(70)	(56)	(108)	(61)	(218)
Disposal of own shares by ESOP trust	—	—	—	—	—	47
Purchase of own shares	(7)	—	(143)	—	—	(280)
Proceeds from borrowings net of issue costs	—	—	—	—	813	242
Repayment of borrowings	(219)	—	(349)	(583)	(17)	—
Return of net proceeds from sale of Brokerage . .	—	—	—	—	—	(67)
Dividends paid to Man shareholders	(126)	—	(394)	(613)	(745)	(718)
Dividend payments in respect of capital securities	(17)	(17)	(25)	(33)	(33)	(25)
Dividends paid to minority interests	—	—	—	—	—	(1)
Cash flows from financing activities—total Group	<u>(370)</u>	<u>(75)</u>	<u>(964)</u>	<u>(1,311)</u>	<u>(25)</u>	<u>(674)</u>
Net (decrease)/increase in cash and bank overdrafts	(228)	531	(720)	(815)	814	487
Cash and bank overdrafts at the beginning of the period	<u>1,639</u>	<u>1,950</u>	<u>2,359</u>	<u>3,174</u>	<u>2,360</u>	<u>1,873</u>
Cash and bank overdrafts at the end of the period—total Group	<u>1,411</u>	<u>2,481</u>	<u>1,639</u>	<u>2,359</u>	<u>3,174</u>	<u>2,360</u>

PART 5: OPERATING AND FINANCIAL REVIEW

The following discussion and analysis should be read in conjunction with Man's Consolidated Financial Statements together with the related notes thereto and other information included elsewhere in this prospectus. For a description of Man's Consolidated Financial Statements, see "Presentation of financial information".

In addition, the following discussion contains certain forward looking statements that reflect the Group's plans, estimates and belief and that may involve risks and uncertainties. The Group's actual results may also differ materially from those discussed in these forward looking statements. Factors that could cause or contribute to such risks, uncertainties and/or differences include, but are not limited to, those discussed below and elsewhere in this prospectus, including under "Risk Factors" and "Important Information—Forward looking statements".

Operating and Financial Review

Reference Document	Information incorporated by reference into this Prospectus	Page number in reference document
Significant Factors Affecting the Group's Financial Results		
Prospectus dated 8 October 2010	The paragraphs under the heading "Significant Factors Affecting the Group's Financial Results"	74-75
Key Performance Indicators		
Interim results announcement for the six months ended 30 June 2012	Section entitled "Key Performance Indicators (KPIs)"	12
Report and Accounts for the nine month period ended 31 December 2011	Section entitled "Key performance indicators"	22-23
Man Annual Report 2011	Section entitled "Key performance indicators"	23
Prospectus dated 8 October 2010	The first two paragraphs of section entitled "Key Performance Indicators"	75-76
Funds under Management		
Interim results announcement for the six months ended 30 June 2012	Section entitled "Funds Under Management (FUM), Flows and Gross Management Fee Margins", excluding the table headed "Gross management fee margins"	5-6
Report and Accounts for the nine month period ended 31 December 2011	Sections entitled "Funds under management (FUM)", "Guaranteed Products", "Open-ended alternative products", "Institutional products" and "Long only products" including table headed "FUM summary" but excluding table headed "Summary income statement"	13-14
Man Annual Report 2011	Section entitled "Funds under management (FUM) and flows", including table headed "FUM summary"	24
	Section entitled "Funds under management (FUM) (unaudited)", up to the subheading "Margins"	58
Prospectus dated 8 October 2010	Section entitled "Funds Under Management—Year Ended 31 March 2010 compared to the Year ended 31 March 2009"	77-80
Results of Operations		
Interim results announcement for the six months ended 30 June 2012	Table headed "Net management and performance fee income"	20
	Sections entitled "Net management fees" through section entitled "Taxation"	21-23

Reference Document	Information incorporated by reference into this Prospectus	Page number in reference document
Report and Accounts for the nine month period ended 31 December 2011	Tables headed “Summary income statement” and “Net management fees and net performance fees” as well as sections entitled “Gross management fees and margins”, “Performance fees”, “Distribution Costs”, “Asset servicing”, “Compensation costs”, “Other costs”, “Cost savings”, “Net finance costs”, “Adjusted profit before taxes and “Net income and taxes”	14-17
Man Annual Report 2011	Paragraph 2 entitled “Revenue and margins” through paragraph 9 entitled “Taxation”	79-82
Man Annual Report 2011	Table headed “Summary Income Statement” as well as sections entitled “Gross management fees and margins”, “Performance fees”, “Costs”, “Net management fees”, “Net performance fees” and “Profit before tax”	24-25
Prospectus dated 8 October 2010	Paragraph 3 entitled “Revenue and operating margins” through Paragraph 10 entitled “Taxation”	60-62
Prospectus dated 8 October 2010	Section entitled “Results of Operations—Year Ended 31 March 2010 compared to the Year ended 31 March 2009”	84-87
	Section entitled “Margins” and “Margins—Year Ended 31 March 2010 compared to the Year ended 31 March 2009”	82-83
Cash flows		
Interim results announcement for the six months ended 30 June 2012	Table headed “Group cash flow statement”	33
Report and Accounts for the nine month period ended 31 December 2011	Table and narrative headed “Group cash flow statement”	83
Man Annual Report 2011	Table and narrative headed “Group Cash Flow Statement”	63
Prospectus dated 8 October 2010	Section entitled “Cash Flows—for the year ended 31 March 2010 Compared to 31 March 2009”	90-91
Liquidity and Capital Resources		
Interim results announcement for the six months ended 30 June 2012	Table included in section entitled “Cash, liquidity and borrowings”	30
Report and Accounts for the nine month period ended 31 December 2011	Table included in section entitled “Cash, liquidity and borrowings”	93
Man Annual Report 2011	Table included in section entitled “Cash, liquidity and borrowings”	70
Prospectus dated 8 October 2010	Table included in section entitled “Capital Resources”	93
Capital		
Interim results announcement for the six months ended 30 June 2012	Section entitled “Regulatory Capital”	3
Report and Accounts for the nine month period ended 31 December 2011	Sections entitled “Capital management” and “Regulatory capital (unaudited)”	98-99
Man Annual Report 2011	Section entitled “Regulatory Capital (unaudited)”	75
Prospectus dated 8 October 2010	Table on page 94 following heading “Capital” on previous page	94
Commitments and Contractual Obligations		
Report and Accounts for the nine month period ended 31 December 2011	Section entitled “Trade and other payables”	92
	Note 9 to the Company financial statements	137-138

<u>Reference Document</u>	<u>Information incorporated by reference into this Prospectus</u>	<u>Page number in reference document</u>
Risk Management		
Interim results announcement for the six months ended 30 June 2012	Section entitled “Risk Management”	16
Report and Accounts for the nine month period ended 31 December 2011	Section entitled “Risk Management”	24-29
	Paragraph 17 entitled “Cash, liquidity and borrowings”	92
	Section entitled “Foreign Exchange and Interest Rate Risk”	92
Man Annual Report 2011	Section entitled “Risk Management”	48-50
	Paragraph 17 entitled “Cash, liquidity and borrowings”	69
	Section entitled “Foreign Exchange and Interest Rate Risk”	70
Prospectus dated 8 October 2010	Section entitled “Risk Management”	50
	Section entitled “Risk Management”	54
	Section entitled “Qualitative Disclosures About Market Risk”	95-96

Current Trading and Prospects

<u>Reference Document</u>	<u>Information incorporated by reference into this Prospectus</u>	<u>Page number in reference document</u>
Interim results announcement for the six months ended 30 June 2012	Section entitled “Outlook”	15

Liquidity

The Group meets its cash needs principally through free cash flow and borrowings.

The following table summarises Man’s available liquidity at 31 August 2012:

	As at 31 August 2012
	<i>(unaudited)</i> <i>(US\$m)</i>
2013 Senior Fixed Rate Notes	173
2015 Senior Fixed Rate Notes	272
2015 Subordinated Floating Rate Notes	170
2017 Subordinated Fixed Rate Notes	231
Funded debt	846
Perpetual Subordinated Capital Securities	300
Undrawn committed revolving loan facility	1,560
Total funding	2,706
Cash and cash equivalents	1,485
Total available liquidity (cash plus undrawn committed facilities)	3,045

On 18 February 2010, Man issued €600 million fixed rate notes due 18 February 2015 (“**2015 Senior Fixed Rate Notes**”) under the Group’s US\$3 billion Euro Medium Term Note Programme (the “**EMTN Programme**”). The 2015 Senior Fixed Rate Notes have a coupon of 6.0 per cent. per annum, payable annually in arrears up to and including the maturity date. The 2015 Senior Fixed Rate Notes are usually swapped into US dollars on an ongoing basis and invested in US dollars. In January and April 2012, €166 million (US\$219 million) in aggregate of the 2015 Senior Fixed Rate Notes were repurchased leaving €216 million (US\$273 million) outstanding as at 30 June 2012.

On 1 August 2008, Man issued US\$250 million fixed rate notes due 1 August 2013 (“**2013 Senior Fixed Rate Notes**”) under the EMTN Programme. The 2013 Senior Fixed Rate Notes have a coupon of 6.5 per cent. per annum, payable semi-annually in arrears up to and including the maturity date. In 2011,

US\$58 million of the 2013 Senior Fixed Rate Notes were repurchased, US\$173 million remains outstanding as at 30 June 2012.

On 7 May 2008, Man issued US\$300 million Perpetual Subordinated Capital Securities (the “**Perpetual Subordinated Capital Securities**”). The Perpetual Subordinated Capital Securities have a coupon of 11.0 per cent. per annum, payable quarterly in arrears.

On 21 September 2005, Man issued US\$400 million Floating Rate Step-Up Subordinated Notes due 22 September 2015 (the “**2015 Subordinated Floating Rate Notes**”). The 2015 Subordinated Floating Rate Notes may be redeemed in whole at the option of Man on any interest payment date falling on or after 22 September 2010, subject to FSA approval. The interest rate is 3-month US dollar LIBOR plus 1.65 per cent.

On 9 August 2010, US\$232 million of the 2015 Subordinated Floating Rate Notes were exchanged at par into new seven year subordinated fixed rate notes due 9 August 2017 (“**2017 Subordinated Fixed Rate Notes**”). The 2017 Subordinated Fixed Rate Notes have a coupon of 5 per cent. per annum, payable annually in arrears up to and including the maturity date.

For a description of the Revolving Credit Facility, see paragraph 13.4 (*Material Contracts—US\$1.56 billion Revolving Credit Facility with Barclays Bank plc*) of Part 8: Additional Information.

Ratings

On 18 May 2012, shortly following the announcement by Man of its interim management statement for the three months ended 31 March 2012, Standard & Poor’s revised the outlook of Man’s rating to negative from stable and affirmed the long and short-term credit ratings of BBB/A-2. On 21 August 2012, shortly following the announcement by Man of its interim results for the six months ended 30 June 2012, Moody’s announced, following its rating review of Man which had started on 11 April 2012, that the outlook for all of Man’s ratings was negative and downgraded all debt and preferred stock ratings of Man (senior debt lowered from Baa2 to Baa3). The Board does not expect such downgrading will have a material adverse effect on the business, financial condition, results of operations and/or prospects of the Group.

As at the date of this Prospectus, the Group’s senior unsecured credit ratings and outlooks are:

- Fitch⁽⁷⁾: BBB and stable;
- Moody’s⁽⁸⁾: Baa3 and negative; and
- Standard & Poor’s⁽⁹⁾: BBB and negative.

(7) Fitch Ratings Limited is registered in accordance with Regulation (EC) No. 1060/2009 of the European Parliament and of the Council of 16 September 2009 on credit rating agencies (the “**Credit Rating Agencies Regulation**”).

(8) Moody’s Investors Service Ltd is registered in accordance with the Credit Rating Agencies Regulation.

(9) Standard & Poor’s Credit Market Services Europe Limited is registered in accordance with the Credit Rating Agencies Regulation.

Capitalisation and indebtedness

The following table shows the capitalisation of the Group as at 30 June 2012 and its consolidated indebtedness as at 31 July 2012:

Capitalisation and indebtedness⁽¹⁾⁽⁴⁾

	As at 31 July 2012
	<i>(unaudited)</i>
	<i>(US\$m)</i>
Total current debt	
—Guaranteed	—
—Secured	—
—Unguaranteed/Unsecured	—
Total current financial indebtedness	<u>—</u>
Total non-current debt	
—Guaranteed	—
—Secured	—
—Unguaranteed/Unsecured	839
Total non-current financial indebtedness	<u>839</u>
	As at 30 June 2012
	<i>(unaudited)</i>
	<i>(US\$m)</i>
Shareholders' equity	
Called up share capital	62
Capital securities ⁽²⁾	300
Other reserves ⁽³⁾	2,829
Total	<u>3,191</u>

(1) This statement of capitalisation and indebtedness has been prepared using IFRS accounting policies which are consistent with those used in preparing the Group's consolidated audited financial results for the nine months ended 31 December 2011.

(2) On 7 May 2008 the Group issued US\$300 million US\$ Reg S Fixed Rate Perpetual Subordinated Capital Securities. The Perpetual Subordinated Capital Securities are classified as equity on the basis that the securities are irredeemable except at the option of Man, and coupon payments and principal repayments can be deferred indefinitely at the option of Man.

(3) Other reserves include the capital redemption reserve and the share premium account, net of the reserve in respect of own shares held by the ESOP trust.

(4) Since 30 June 2012, there has been no material change in the capitalisation of the Group.

The following table sets out the net consolidated financial indebtedness of the Group as at 31 July 2012:

	As at 31 July 2012
	<i>(unaudited)</i> <i>(US\$m)</i>
Cash	264
Cash equivalents	1,185
Liquidity	1,449
Current financial receivable	—
Current bank debt	—
Current portion of non-current debt	—
Other current financial debt	—
Current financial debt	—
Net current funds	1,449
Fixed rate loans	(438)
Fixed rate loans—subordinated debt	(231)
Floating rate notes—subordinated debt	(170)
Non-current financial indebtedness	(839)
Net funds	610

Notes:

- (1) This statement of net funds has been prepared using IFRS accounting policies which are consistent with those used in preparing the Group's consolidated audited financial results for the nine months ended 31 December 2011.
- (2) The information as at 31 July 2012 is unaudited.
- (3) Net funds exclude the fair value of the Group's derivatives as at 31 July 2012.
- (4) As at 31 July 2012 the Group had US\$587 million of contingent indebtedness that may fall due in certain circumstances, all of which would fall due within 12 months of 31 July 2012. These commitments are comprised of committed purchase agreements of US\$187 million and a US\$400 million intra-day credit facility provided to certain Fund Products in relation to their banking arrangements, which are each guaranteed by the Group.

PART 6:
FINANCIAL INFORMATION ON MAN

The following documents which have been filed with the FSA are available as described in the section headed “*Relevant Documentation and Incorporation by Reference*”:

- Man’s unaudited consolidated financial information for the six month period ended 30 June 2012 and 30 June 2011 (prepared in accordance with IFRS), together with the review report in respect of that period;
- Man’s audited consolidated financial statements for the nine month period ended 31 December 2011 (prepared in accordance with IFRS), contained in Man’s Report and Accounts for the nine month period ended 31 December 2011, together with the audit report in respect of that period;
- Man’s audited consolidated financial statements for the financial year ended 31 March 2011 (prepared in accordance with IFRS), contained in Man’s Annual Report 2011, together with the audit report in respect of that year;
- Man’s audited consolidated financial statements for the financial year ended 31 March 2010 (prepared in accordance with IFRS), contained in Man’s Annual Report 2010, together with the audit report in respect of that year; and
- Man’s audited consolidated financial statements for the financial year ended 31 March 2009 (prepared in accordance with IFRS), contained in Man’s Annual Report 2009, together with the audit report in respect of that year.

The table below sets out the sections of the above documents which contain information incorporated by reference into, and forming part of, this Prospectus. Only information in the parts of the above documents identified in the list below is incorporated into and forms part of this Prospectus.

<u>Reference document</u>	<u>Information incorporated by reference into this Prospectus</u>	<u>Page number in reference document</u>
For the six months ended 30 June 2012		
Interim results announcement for the six months ended 30 June 2012	Review Report on the Group’s Interim Financial Statements	34
Interim results announcement for the six months ended 30 June 2012	Group Income Statement	19
Interim results announcement for the six months ended 30 June 2012	Group Statement of Comprehensive Income	19
Interim results announcement for the six months ended 30 June 2012	Group Statement of Financial Position	25
Interim results announcement for the six months ended 30 June 2012	Group Statement of Changes in Equity	31
Interim results announcement for the six months ended 30 June 2012	Group Cash Flow Statement	33

<u>Reference document</u>	<u>Information incorporated by reference into this Prospectus</u>	<u>Page number in reference document</u>
For the nine months ended 31 December 2011		
Report and Accounts for the nine month period ended 31 December 2011	Auditors' Report on the Group Financial Statements	100
Report and Accounts for the nine month period ended 31 December 2011	Group Income Statement	78
Report and Accounts for the nine month period ended 31 December 2011	Group Statement of Comprehensive Income	78
Report and Accounts for the nine month period ended 31 December 2011	Group Cash Flow Statement	83, 109, 110
Report and Accounts for the nine month period ended 31 December 2011	Group Statement of Financial Position	84
Report and Accounts for the nine month period ended 31 December 2011	Group Statement of Changes in Equity	97
Report and Accounts for the nine month period ended 31 December 2011	Notes to the Group Financial Statements	77, 79, 80 to 82, 85 to 96, 98
For the financial year ended 31 March 2011		
Man Annual Report 2011	Auditors' Report on the Group's Financial Statements	76
Man Annual Report 2011	Group Income Statement	59
Man Annual Report 2011	Group Statement of Comprehensive Income	59
Man Annual Report 2011	Group Cash Flow Statement	63, 115
Man Annual Report 2011	Group Statement of Financial Position	64
Man Annual Report 2011	Group Statement of Changes in Equity	74
Man Annual Report 2011	Basis of preparation	57
Man Annual Report 2011	Notes to the Group Financial Statements	60 to 75
For the financial year ended 31 March 2010		
Man Annual Report 2010	Auditors' Report on the Group's Financial Statements	77
Man Annual Report 2010	Group Income Statement	36
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**PART 7:
FINANCIAL INFORMATION ON NEW MAN**

**PART A: ACCOUNTANT'S REPORT ON THE HISTORICAL FINANCIAL INFORMATION
OF NEW MAN**



The Directors and Proposed Directors (the “**Directors**”)

Man Strategic Holdings plc
Riverbank House
2 Swan Lane
London
EC4R 3AD

Merrill Lynch International
Merrill Lynch Financial Centre
2 King Edward Street
London
EC1A 1HQ

24 September 2012

Dear Sirs

Man Strategic Holdings plc

We report on the financial information set out in Part 7B (the “**Consolidated IFRS Financial Information**”). The Consolidated IFRS Financial Information has been prepared for inclusion in the prospectus dated 24 September 2012 (the “**Prospectus**”) of Man Strategic Holdings plc (the “**Company**”) and its subsidiary (together, the “**New Man Group**”) on the basis of the accounting policies set out therein. This report is required by item 20.1 of Annex I to the PD Regulation and is given for the purpose of complying with that item and for no other purpose.

Responsibilities

The Directors of the Company are responsible for preparing the Consolidated IFRS Financial Information in accordance with International Financial Reporting Standards as adopted by the European Union.

It is our responsibility to form an opinion as to whether the Consolidated IFRS Financial Information gives a true and fair view for the purposes of the Prospectus and to report our opinion to you.

Save for any responsibility which we may have to those persons to whom this report is expressly addressed and for any responsibility arising under item 5.5.3R(2)(f) of the Prospectus Rules to any person as and to the extent there provided, to the fullest extent permitted by law we do not assume any responsibility and will not accept any liability to any other person for any loss suffered by any such other person as a result of, arising out of, or in connection with this report or our statement, required by and given solely for the purposes of complying with item 23.1 of Annex I to the PD Regulation, consenting to its inclusion in the Prospectus.

*PricewaterhouseCoopers LLP, 1 Embankment Place, London WC2N 6RH
T: +44 (0) 20 7583 5000, F: +44 (0) 20 7212 4652, www.pwc.co.uk*

PricewaterhouseCoopers LLP is a limited liability partnership registered in England with registered number OC303525. The registered office of PricewaterhouseCoopers LLP is 1 Embankment Place, London WC2N 6RH. PricewaterhouseCoopers LLP is authorised and regulated by the Financial Services Authority for designated investment business.

Basis of opinion

We conducted our work in accordance with the Standards for Investment Reporting issued by the Auditing Practices Board in the United Kingdom. Our work included an assessment of evidence relevant to the amounts and disclosures in the financial information. It also included an assessment of significant estimates and judgments made by those responsible for the preparation of the financial information and whether the accounting policies are appropriate to the New Man Group's circumstances, consistently applied and adequately disclosed.

We planned and performed our work so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial information is free from material misstatement whether caused by fraud or other irregularity or error.

Opinion

In our opinion, the Consolidated IFRS Financial Information gives, for the purposes of the Prospectus dated 24 September 2012, a true and fair view of the state of affairs of the New Man Group as at 11 September 2012 and of its losses and cash flows for the period then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

Declaration

For the purposes of Prospectus Rule 5.5.3R(2)(f) we are responsible for this report as part of the Prospectus and declare that we have taken all reasonable care to ensure that the information contained in this report is, to the best of our knowledge, in accordance with the facts and contains no omission likely to affect its import. This declaration is included in the Prospectus in compliance with item 1.2 of Annex I to the PD Regulation.

Yours faithfully

PricewaterhouseCoopers LLP
Chartered Accountants

PART B: HISTORICAL FINANCIAL INFORMATION OF NEW MAN

Group statement of comprehensive income

	Note	Period from 8 August 2012 to 11 September 2012 <u>(US\$)</u>
Administrative expenses	4	(18,033)
Foreign exchange movements		692
Finance income	5	<u>98</u>
Loss before taxation		(17,243)
Tax	6	<u>—</u>
Total loss and comprehensive income for the period attributable to shareholders . .		<u>(17,243)</u>
Earnings per share (basic and diluted)	7	<u>(8,622)</u>

All amounts relate to continuing operations. There were no recognised gains or losses other than the loss for the financial period.

Group statement of financial position

	Note	At 11 September 2012 <u>(US\$)</u>
ASSETS		
Cash	5	111,944
Interest receivable		<u>84</u>
Total assets		<u>112,028</u>
LIABILITIES		
Trade and other payables	8	<u>18,132</u>
Total liabilities		<u>18,132</u>
NET ASSETS		<u>93,896</u>
EQUITY		
Share capital	9	79,950
Retained earnings		(17,243)
Capital contribution reserve	9	<u>31,189</u>
Capital and reserves attributable to the owners of the parent		<u>93,896</u>

Group statement of changes in equity

Period to 11 September 2012

	Note	Share capital <u>(US\$)</u>	Retained earnings <u>(US\$)</u>	Capital contribution reserve <u>(US\$)</u>	Total <u>(US\$)</u>
At incorporation (8 August 2012)	9	—	—	—	—
Capital contribution from Man Group plc	9	—	—	111,139	111,139
Bonus share issue	9	79,950	—	(79,950)	—
Total loss and comprehensive income for the period . . .		<u>—</u>	<u>(17,243)</u>	<u>—</u>	<u>(17,243)</u>
At 11 September 2012		<u>79,950</u>	<u>(17,243)</u>	<u>31,189</u>	<u>93,896</u>

Group cash flow statement

	For the period 8 August to 11 September 2012
	(US\$)
Cash flows from operating activities:	
Loss before tax	(17,243)
Adjustments for:	
—Foreign exchange movements	(692)
—Finance income	(98)
Changes in working capital:	
Increase in Payables	18,033
Cash flows from operating activities	<u>—</u>
Cash flows from investing activities:	
Interest received	14
Cash flows from investing activities	<u>14</u>
Cash flows from financing activities:	
Capital contribution	111,139
Cash flows from financing activities	<u>111,139</u>
Net increase in cash	111,153
Cash at the beginning of the period	—
Exchange gains on cash	791
Cash at 11 September 2012	<u><u>111,944</u></u>

1. Basis of preparation

The consolidated historical financial information of Man Strategic Holdings plc (the “**Company**”) and its subsidiary, Man Finance (UK) Ltd (together the “**Group**”), has been prepared on a fair value basis in accordance with International Financial Reporting Standards (IFRS) and interpretations (IFRICs) as adopted by the EU.

The consolidated historical financial information is prepared from the date of incorporation (8 August 2012) to 11 September 2012. The Company is incorporated and domiciled in the United Kingdom. The address of the registered office is Riverbank House, 2 Swan Lane, London, United Kingdom, EC4R 3AD.

The company’s principal activity will be to act as holding company for the Man Group. The ultimate parent of the group is Man Strategic Holdings plc.

New accounting standards and interpretations

New or revised standards and interpretations issued but not yet effective are not expected to have a significant impact on the consolidated historical financial information of the Group.

Consolidated Group and reporting currency

The consolidated Group is Man Strategic Holdings plc and its subsidiary, Man Finance (UK) Ltd. The consolidated historical financial information is presented in USD, which is the Group’s presentation currency.

Going concern

The directors have concluded that there is a reasonable expectation that the Group has adequate resources to continue in operational existence in the foreseeable future. Accordingly, the consolidated historical financial information has been prepared on a going concern basis.

2. Significant accounting policies

Foreign currencies

Monetary assets and liabilities denominated in foreign currency are translated at each balance sheet date. Transactions denominated in foreign currencies are converted at the spot rate at the date of the transaction or if appropriate the average rate for the month in which the transaction occurs. The exchange rate at the period end was £1 = \$1.599.

3. Financial risk management

The Group's activities expose it to a variety of financial risks: liquidity risk, market risk (interest rate risk) and credit risk:

3.1 Liquidity risk

Liquidity risk is the risk that the Group will be unable to meet its payment obligations associated with its financial liabilities when they fall due. The consequence may be the failure to meet obligations and fulfil commitments.

Financial liabilities, comprising trade payables and accrued expenses, have a contractual maturity of less than one year from the balance sheet date.

3.2 Market risk—Interest rate risk

Interest rate risk is assessed by measuring the impact of reasonable possible change in interest rate movements. The interest rate exposure of the Group arises mainly from cash held with one entity where variation in market interest rates will affect the profitability of the Group. Had interest rates increased/decreased by 100 basis points, with all other variables remaining constant, the impact on the results of the Group would have been US\$43 gain/loss.

3.3 Credit risk

The Group has cash balances held with Man Investments Finance Limited, the treasury entity for the Man Group. As at 11 September 2012, the Group's senior unsecured credit ratings and outlooks are: Fitch BBB and stable; Moody's Baa3 and negative and Standard & Poor's BBB and negative. No balances were overdue or delinquent as at 11 September 2012.

3.4 Fair value estimation

At 11 September 2012, the book amounts of the Group's financial assets and liabilities approximate their fair value.

4. Administrative expenses

Administrative expenses comprise professional fees payable to the Company's auditor for the examination of the Company's initial accounts and consolidated historical financial information of \$15,905 and formation expenses of \$2,128, relating to incorporation and set up costs.

5. Finance income

Finance income includes interest earned on cash. Cash comprises current deposits with Man Investments Finance Limited, the treasury entity for the Man Group.

6. Taxation

	For the period 8 August to 11 September 2012
	(US\$)
Loss before tax	(17,243)
Tax credit calculated at the UK applicable tax rate (24 per cent.)	4,138
Effect of: Unutilised tax losses	(4,138)
Total tax charge	—

At 11 September 2012, the Group does not consider it probable that unutilised tax losses will be offset against future taxable profits and therefore no deferred tax asset has been recognised on the losses carried forward of US\$17,243.

7. Earnings per share (EPS)

The calculation of basic earnings per ordinary share and diluted earnings per ordinary share is based on a loss for the period of \$17,243.

The calculation of basic earnings per ordinary share is based on ordinary shares of 2, being the weighted average number of ordinary shares in issue during the period.

For diluted EPS, the weighted average number of ordinary shares in issue is adjusted to assume conversion of all dilutive potential ordinary shares. The diluted EPS is based on ordinary shares of 2.

8. Trade and other payables

Trade and other payables comprise trade payables of \$2,062 and accruals of \$16,070, all of which are expected to be settled within 12 months. Payables are recorded initially at fair value and subsequently measured at amortised cost. The Group's policy is to meet its contractual commitments and pay suppliers according to agreed terms.

9. Share capital and reserves

	Number	As at 11 September 2012 (US\$)
Issued and Fully Paid:		
Subscriber shares of \$0.01 each	2	0.02
Deferred sterling shares of £1.00 each	50,000	79,950.00
		<u>79,950.02</u>

Deferred sterling shares:

A bonus issue of unlisted deferred sterling shares, with a par value of £1 per share, was made out of distributable reserves of the Company. The deferred sterling shares are necessary to comply with section 763 of the Companies Act 2006. The deferred sterling shares are freely transferable and have no rights to participate in the profits of the Company, to attend, speak or vote at any general meeting and no right to participate in any distribution in a winding up except for a return of the nominal value in certain circumstances.

Capital contribution reserve:

Man Group plc, the ultimate parent company of Man Group, provided a capital contribution of \$111,139 during the period. This was in order to enable Man Strategic Holdings plc to satisfy the minimum capital requirements for a public limited company.

10. Post balance sheet events

There are no material post balance sheet events.

**PART 8:
ADDITIONAL INFORMATION**

1. RESPONSIBILITY

New Man and the Directors (whose names appear in the section headed “*Current Directors of New Man, Proposed Directors of New Man, Company Secretary, Registered Office and Advisers*”) accept responsibility for the information contained in this Prospectus. To the best of the knowledge of New Man and the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this Prospectus is in accordance with the facts and contains no omission likely to affect its import.

2. INFORMATION

- 2.1 New Man was incorporated and registered in England and Wales under the Companies Act 2006 as a public company limited by shares on 8 August 2012 with registered number 08172396.
- 2.2 The principal legislation under which New Man operates is the Acts and the regulations made thereunder.
- 2.3 New Man’s registered office and principal place of business is at Riverbank House, 2 Swan Lane, London EC4R 3AD, United Kingdom (telephone number: +44 20 7144 1000).
- 2.4 As at 21 September (being the latest practicable date prior to publication of this Prospectus). New Man held all of the issued share capital in the Subsidiary, a non-trading private limited company incorporated in England and Wales.

3. SHARE CAPITAL

- 3.1 The share capital history of New Man is as follows:

- 3.1.1 On incorporation the issued share capital of New Man was US\$0.02 divided into 2 ordinary shares of US\$0.01 each, issued to Peter Clarke and Jon Aisbitt.
- 3.1.2 On 7 September 2012, in accordance with a resolution passed by the shareholders of New Man in general meeting on 5 September 2012, New Man issued, by way of bonus issue, 50,000 New Man Deferred Sterling Shares of £1 each credited as fully paid, to Peter Clarke. The New Man Deferred Sterling Shares are held by Peter Clarke to satisfy a 2006 Act requirement. They carry no right to vote at general meetings of New Man or to participate in (i) any distribution of New Man’s assets on a winding up, administration or any other similar process or (ii) any other distribution (not being a distribution of the kind referred to in (i) above), except (in the case of this (ii) only) that after a return of the nominal value paid up or credited as paid up on every other class of share and the distribution of £100,000,000,000 to each holder of such class of share, the New Man Deferred Sterling Shares carry the right to receive an amount equal to the nominal value of such shares.
- 3.1.3 It is anticipated that, prior to the Scheme Effective Date, the following resolutions will be passed by the members of New Man in general meeting:
 - (a) the Directors be authorised, for a period expiring (unless previously renewed, varied or revoked by New Man in general meeting) at the end of the next annual general meeting of New Man or, if earlier, 30 June 2013 to allot New Man Ordinary Shares:
 - (i) up to a nominal value of US\$62,742,857 as required for the purpose of the Scheme;
 - (ii) up to a nominal value representing approximately one third of the total issued ordinary share capital of Man at the date of proposal of the resolutions; and
 - (iii) in the case of a rights issue, up to a nominal value representing approximately two thirds of the total ordinary share capital of Man at the date of proposal of the resolutions,and each authority in this paragraph 3.1.3(a) shall be in substitution for all existing authorities, without prejudice to previous allotments, offers or agreements made

under such authorities, and without prejudice to any other authority in this paragraph 3.1.3(a).

- (b) the Directors be authorised for a period expiring (unless previously renewed, varied or revoked by New Man in general meeting) at the end of the next annual general meeting of New Man or, if earlier, 30 June 2013, to allot New Man Ordinary Shares otherwise than to holders of other equity securities if required by the rights of those securities or, if the Board considers it necessary, as permitted by the rights of those securities up to a nominal value representing approximately five per cent. of Man's issued ordinary share capital at the date of proposal of the resolutions.
- (c) New Man be generally and unconditionally authorised to make market purchases (with the meaning of Section 693(4) of the 2006 Act) of its shares, subject to the following conditions:
 - (i) the maximum aggregate number of New Man Ordinary Shares authorised to be purchased is will be 10 per cent. of Man's issued ordinary share capital at the date of proposal of the resolutions;
 - (ii) the minimum price (exclusive of expenses) which may be paid for a New Man Ordinary Share is $3\frac{3}{4}$ US cents (or the sterling equivalent thereof (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 p.m. on the day before the relevant purchase)) per share (being the nominal value of a New Man Ordinary Share following the New Man Reduction of Capital);
 - (iii) the maximum price (exclusive of expenses) which may be paid for each New Man Ordinary Share is the higher of:
 - (A) an amount equal to 105 per cent. of the average market value of a New Man Ordinary Share for the five business days prior to the day the purchase is made; and
 - (B) 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 New Man Ordinary Shares on the London Stock Exchange;
 - (iv) the authority in this paragraph 3.1.3(c) shall expire at the end of the next annual general meeting of New Man or, if earlier, 30 June 2013 except that New Man may make a contract to purchase shares under the authority in this paragraph 3.1.3(c) which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of New Man Ordinary Shares in pursuance to any such contract as if the authority conferred had not expired.
- (d) subject to and conditional upon the Scheme becoming effective, the share capital of New Man be reduced by cancelling an amount of paid up share capital on each New Man Ordinary Share in issue and reducing the nominal value of each such New Man Ordinary Share from 136 US cents (or such other nominal value as New Man shall resolve on or prior to the date on which the Court is asked to sanction the Scheme) to $3\frac{3}{4}$ US cents.

3.1.4 It is further anticipated that, prior to the date of the First Court Hearing, the following resolutions will, if necessary, be passed by members of New Man in general meeting:

- (a) the existing New Man Subscriber Shares and any other ordinary shares in the capital of New Man in issue as at such time and date as the Directors may determine, be consolidated and/or subdivided (as the case may be) into New Man Ordinary Shares of 136 US cents each (or such other nominal value as New Man shall resolve on or prior to the date on which the Court is asked to sanction the Scheme), in order that the nominal value of such shares is equal to the nominal value of the New Man Ordinary Shares to be issued to Man Shareholders pursuant to the Scheme.

- 3.1.5 Immediately prior to publication of this Prospectus, the issued share capital of New Man was £50,000 plus US\$0.02, comprising 50,000 New Man Deferred Sterling Shares and two New Man Subscriber Shares (all of which were fully paid or credited as paid).
- 3.1.6 Save as disclosed in this paragraph 3, at the date of this Prospectus:
- (a) there has been no issue of shares or loan capital of New Man since its incorporation; and
 - (b) no share or loan capital of New Man is under option or agreed to be put under option.
- 3.1.7 At the date of this Prospectus, other than the Subsidiary, New Man has no subsidiaries and there has been no material issue of share or loan capital by the Subsidiary for cash or other consideration.
- 3.1.8 The New Man Ordinary Shares are or will, when issued, be, in registered form and capable of being held in uncertificated form. No temporary documents of title have been or will be issued in respect of the New Man Ordinary Shares. The New Man Ordinary Shares rank *pari passu* for dividends.
- 3.1.9 The New Man Ordinary Shares have not been marketed and are not available in whole or in part to the public otherwise than pursuant to the Scheme.
- 3.1.10 No commissions, discounts, brokerages or other special terms have been granted in respect of the issue of any share capital of New Man.
- 3.1.11 As at 21 September 2012 (being the latest practicable date prior to the publication of this Prospectus), New Man held no treasury shares. No New Man Ordinary Shares have been issued other than as fully paid.
- 3.1.12 Accordingly, the proposed issued and fully paid share capital of New Man as it will be immediately following the New Man Reduction of Capital becoming effective (assuming no issue of share capital by New Man or Man between 21 September 2012 and the New Man Reduction of Capital) is as follows:

<u>Class</u>	<u>Issued and fully paid number</u>	<u>Issued and fully paid aggregate nominal value</u>
New Man Ordinary Shares	1,820,560,385	US\$62,419,213
New Man Deferred Sterling Shares	50,000	£50,000

4. ARTICLES

- 4.1 The Articles are available for inspection at the address specified at paragraph 19 (*Documents for Inspection*) of this Part 8: Additional Information.
- 4.2 The Articles contain the provisions set out in paragraphs 4.4 (*Share Capital*) to 4.14 (*Failure to Disclose Interests in Shares*) below.

4.3 Objects of New Man

The Articles do not contain an objects clause, and New Man's objects are therefore unrestricted.

4.4 Share Capital

The share capital of New Man is divided into ordinary shares of 1 US cent each, and deferred sterling shares of £1 each (the "**New Man Deferred Sterling Shares**"). The New Man Deferred Sterling Shares were issued in order to satisfy the minimum sterling share capital requirements under the Acts.

4.5 Rights Attaching to Shares

(a) *Voting Rights of New Man Shareholders*

(i) *General*

Subject to any special terms as to voting for the time being attached to any class of shares and subject to disenfranchisement in the event of non-payment of any call or other sum due and payable in respect of any share or non compliance with any statutory notice requiring disclosure of the beneficial ownership of any shares, on a show of hands every New Man Shareholder present in person or by proxy has one vote, and where a proxy has been appointed by more than one New Man Shareholder, such proxy shall have one vote for each way directed by the New Man Shareholders. On a poll, every New Man Shareholder present in person or by proxy has one vote for every share of which he is a holder. In the case of joint holders of a share, only the vote of the person whose name stands first in the register of New Man Shareholders (and any proxy duly authorised by him), may be counted by New Man.

A New Man Shareholder in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) relating to a mental disorder may vote (whether on a show of hands or on a poll) by any person authorised to do so on that New Man Shareholder's behalf by such court. Such authorised person may, on a poll, vote by proxy.

(ii) *New Man Deferred Sterling Shares*

Holders of a New Man Deferred Sterling Share shall not be entitled in respect of such holding to receive notice of any general meeting nor to attend, speak or vote at any general meeting.

(b) *Dividends*

(i) *General*

Subject to the Acts and the Articles, New Man may by ordinary resolution declare dividends to be paid to the New Man Shareholders in accordance with their respective rights and interests in the profits available for distribution, **provided that** no dividend may exceed the amount recommended by the Board.

Subject to the Acts and if the profits of New Man justify such payments, the Board may pay the fixed dividend on any class of shares carrying a fixed dividend expressed to be payable on fixed dates on the half-yearly, or other, dates prescribed for this payment, and the Board may also decide when to pay interim dividends on shares of any class. If the Board acts in good faith it shall not incur any liability to the holders of shares with preferred rights for any loss they may suffer as a consequence of the payment of an interim dividend on shares having non-preferred, or deferred, rights.

Except as otherwise provided by the rights attached to, or the terms of issue of, shares, dividends shall be apportioned and paid proportionately to the amounts paid on the shares during any portion or portions of the period in respect of which the dividend is paid. For these purposes, no amount paid on a share in advance of a call may be treated for these purposes as paid up on the share.

Any dividend, which has remained unclaimed for twelve years from the date it was declared or became due for payment, is forfeited, and ceases to remain owing by New Man. The payment of any unpaid dividend, interest or other sum payable by New Man in respect of a share into a separate account shall not render New Man a trustee of such sum.

No dividend or other amount payable by New Man in respect of a share shall bear interest against New Man. The Board may deduct from any dividend or other amounts payable to a person in respect of a share amounts due from him to New Man (on account of a call or for any other reason in relation to the shares).

New Man may, with the prior recommendation of the Board, by ordinary resolution, direct that payment of a dividend may be satisfied wholly or in part by the distribution of specific assets (and in particular of paid up shares or debentures of another company) and the Board shall give effect to such resolution.

Where any difficulty arises in regard to the distribution, the Board may settle it as it thinks fit, and in particular, without limitation, may (i) issue fractional certificates, (ii) fix the value for distribution of the specific assets (or any part of them), (iii) decide that a cash payment be made to a New Man Shareholder based on the value that the Board has fixed, and (iv) vest assets in trustees on trust for the persons entitled to the dividend as seems expedient to the Board.

The Board may, by ordinary resolution, offer New Man Shareholders the right to elect to receive shares instead of a cash dividend. The Board may suspend or terminate this right to make such an election. On an election for shares, the New Man Shareholder would get shares as close as possible to, but not exceeding, the equal value of the cash amount that the New Man Shareholder would otherwise have received. The New Man Shareholder may not receive a fraction of a share. The dividend will not be payable on the shares which the New Man Shareholder has so elected to receive, but in all other regards the shares will rank *pari passu* with the fully paid shares then in issue. However, the Board will only proceed with any election if they have sufficient authority to allot shares and New Man has sufficient reserves or sufficient funds that may be capitalised.

New Man may pay any dividend, interest or other amount payable in respect of a share by such method as the Directors, in their absolute discretion, may decide. Without limitation, the Directors may decide that payment can be made wholly or partly (i) by inter-bank transfer, (ii) by cheque or warrant or, (iii) if the Board so decides, by means of a relevant system in respect of any uncertificated share. Payment by cheque, warrant, electronic transfer or in any other way, is made at the risk of the people entitled to the money. New Man is not responsible for any payment which is lost or destroyed. In the case of joint holders of shares, New Man may pay any dividend, interest or other amount to any one joint holder and such holder may give an effective receipt for the payment.

(ii) *New Man Deferred Sterling Shares*

The holder of a New Man Deferred Sterling Share shall not receive any dividends in respect of such holding.

(c) ***Return of Capital***

(i) *General*

On the winding up of New Man (whether the liquidation is voluntary, under supervision, or by the Court) the liquidator may, on obtaining any sanction required by the Acts, divide among the New Man Shareholders in specie or kind the whole or any part of the assets of New Man (whether they shall consist of property of the same kind or not) and may, for such purpose, set such values as he deems fair upon any assets to be divided, and may determine how such division shall be carried out as between the New Man Shareholders or different classes of New Man Shareholders. The liquidator may vest the whole or any part of the assets in trustees upon such trusts for the benefit of the New Man Shareholders. The liquidation of New Man may be closed and New Man dissolved. The liquidator may not, however, distribute to a New Man Shareholder without his consent an asset to which there is attached a liability or potential liability for the owner.

(ii) *New Man Deferred Sterling Shares*

Holders of New Man Deferred Sterling Shares do not have any right to participate in (i) any distribution of New Man's assets on a winding up, administration or any other similar process; and (ii) any other distribution (not being a distribution of the kind referred to in (i) above) except (in the case of this (ii) only) that after the return of

the nominal value paid up or credited as paid up on every other class of share in the capital of New Man and the distribution of £100,000,000,000 to each holder of such there shall be distributed to a holder of a New Man Deferred Sterling Share (for each New Man Deferred Sterling Share held by him) an amount equal to the nominal value of the New Man Deferred Sterling Share.

The rights attaching to the New Man Deferred Sterling Shares in respect of capital described above shall not be capable of further variation and/or abrogation without the prior consent of the board of directors of New Man.

4.6 Transfer of Shares

(a) *Certificated Shares*

Subject to the Articles, any New Man Shareholder may transfer all or any of his certificated shares by an instrument of transfer in writing in any usual form, or in such other form as the Board may approve. The instrument of transfer shall be executed by or on behalf of the transferor and (in the case of a share which is not fully paid) by or on behalf of the transferee. Subject to the Listing Rules, the Board may refuse to register the transfer of a certificated share which is not fully paid up or on which New Man has a lien **provided that** such refusal would not disturb the market in those shares. The Board may also refuse to register any transfer unless all of the following conditions are satisfied:

- (i) the instrument of transfer is in respect of only one class of shares;
- (ii) the instrument of transfer is in favour of a holder or not more than four joint holders;
- (iii) the instrument of transfer is duly stamped (if required); and
- (iv) the instrument of transfer is lodged at the transfer office, accompanied by the certificate for the shares to which it relates and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer.

If the Board refuses to register the transfer it shall, as soon as practicable and in any event within two months after the date on which the transfer was lodged at the transfer office, send notice of the refusal to the transferee together with its reasons for refusal. New Man may retain all instruments of transfer which are registered.

(b) *Uncertificated Shares*

- (i) A New Man Shareholder may transfer all or any of his uncertificated shares in accordance with the Regulations. Pursuant to the Regulations, the transferor of a share is deemed to remain the holder until the name of the transferee is entered in the register in respect of it.
- (ii) In accordance with and subject to the provisions of the Regulations, the operator of the relevant system (the “**Operator**”) shall register a transfer of title to any uncertificated share or any renounceable right of allotment of a share which is a participating security held in uncertificated form unless the Regulations permit the Operator of the relevant system to refuse to register such transfer in certain circumstances in which case the said Operator may refuse such registration.
- (iii) In accordance with the Regulations, if the Operator of the relevant system refuses to register the transfer of an uncertificated share or of any such uncertificated renounceable right of allotment it shall, as soon as practicable and in any event within two months after the date on which the relevant system member instruction or issuer instruction was received by the Operator, send notice of the refusal to the relevant system member or participating issuer.
- (iv) In accordance with and subject to the provisions of the Regulations, where title to an uncertificated share is transferred by means of a relevant system to a person who is to hold such share in certificated form thereafter, New Man as participating issuer shall register the transfer in accordance with the relevant Operator instruction, but so that New Man may refuse to register such a transfer in any circumstance permitted by the Regulations.

- (v) In accordance with the Regulations, if New Man as participating issuer refuses to register the transfer of title to an uncertificated share transferred by means of a relevant system to a person who is to hold such share in certificated form thereafter, it shall, as soon as practicable and in any event within two months after the date on which the Operator instruction was received by New Man, send notice of the refusal to the transferee.

4.7 Variation of Rights

(a) General

Subject to the Acts, the rights attached to any class of shares may be varied or abrogated either (i) with the consent in writing of the holders of at least three-quarters in nominal value of the issued shares of that class (excluding any shares of that class held as treasury shares) or (ii) with the sanction of a special resolution passed at a separate meeting of the holders of the issued shares of that class validly held in accordance with the Articles.

The rights attached to a class of shares are not, unless otherwise expressly provided for in the rights attaching to those shares, deemed to be varied by the creation or issue of further shares ranking *pari passu* with them.

(b) New Man Deferred Sterling Shares

In addition to the provisions set out at 4.7(a), any issue or allotment of further shares or reduction in the share capital shall be deemed not to vary the rights attaching to New Man Deferred Sterling Shares.

4.8 New Man's Lien on Partly Paid Shares

New Man has a first and paramount lien on all partly paid shares for any amount payable in respect of such shares, whether the due date for payment has arrived or not. Such lien shall apply to all dividends declared or other moneys payable in respect of such shares. The Board may generally or in any particular case waive any lien or declare a share to be wholly or partly exempt from the lien. The Board may enforce a lien by selling the shares after the giving of written notice to the defaulting shareholder in accordance with the Articles.

4.9 Forfeiture

New Man may serve notice on the New Man Shareholders in respect of any amounts unpaid on their shares. The New Man Shareholder shall be given not less than seven days notice to pay the unpaid amount, together with any interest and all expenses incurred by New Man by reason of the non payment. In the event of non-compliance, a share in respect of which the notice is given may be forfeited by resolution of the Board. Such forfeiture shall include all dividends declared but not yet paid in respect of the forfeited shares. Notwithstanding the forfeiture, amounts owing in respect of forfeited shares (together with all interest and expenses) at the time of forfeiture will continue to be payable, together with interest thereon, by the person ceasing to be a New Man Shareholder.

Failure to give notice to the relevant holder of the share will not invalidate the forfeiture. Forfeited shares shall be deemed to be the property of New Man until they are cancelled in accordance with the Acts.

4.10 Redeemable Shares

Subject to the Acts and to any rights attached to existing shares, any shares may be issued on terms that they are to be redeemed or, at the option of New Man or the holder, are liable to be redeemed.

4.11 General Meetings

An annual general meeting shall be called by not less than 21 clear days' written notice. Subject to the Acts, all other general meetings of New Man may be called by not less than 14 clear days' written notice.

The notice of meeting shall be given to New Man Shareholders entitled to receive notice from New Man and to New Man's auditors. However, an accidental omission to give notice of a general

meeting or the non-receipt of such notice by any person entitled to receive such notice shall not invalidate the proceedings at that meeting.

The notice of the meeting shall include details of any arrangements made for the meeting to be held in multiple locations, in accordance with the Articles.

All New Man Shareholders present in person, and their duly appointed proxy or proxies shall be entitled to attend and to speak at all general meetings of New Man and, such proxy or proxies are entitled to vote instead of such New Man Shareholder both on a show of hands and on a poll. A proxy need not also be a New Man Shareholder. A New Man Shareholder may appoint more than one proxy in relation to a meeting provided each proxy is appointed to exercise the rights attached to different shares held by that New Man Shareholder.

Holders of New Man Deferred Sterling Shares are not entitled to receive notice or attend any general meeting.

4.12 Notices and Communications

- (a) Except where the Articles expressly require otherwise, any notice, document or information to be sent or supplied by New Man may be sent or supplied in accordance with the 2006 Act in hard copy form, in electronic form or by means of a website.
- (b) In the case of joint holders of a share, a notice, document or information shall be validly sent or supplied to all joint holders if sent or supplied to one of the joint holders.
- (c) Any such notice, document or information sent by first class post and addressed to a New Man Shareholder at his registered address or address for service in the United Kingdom is deemed to be given to or received by the intended recipient on the day after it was put in the post. In proving such service, it shall be sufficient to prove that the envelope containing the notice, document or information was properly addressed, prepaid and posted.
- (d) A notice, document or information sent or supplied by electronic means to an address specified for the purpose by the New Man Shareholder is deemed to have been given to or received by the intended recipient twenty-four hours after it was sent, and in proving service it is sufficient to prove that the communication was properly addressed and sent.
- (e) A notice, document or information sent or supplied by means of a website is deemed to have been given to or received by the intended recipient when (i) the material was first made available on the website or (ii) if later, when the recipient received (or is deemed to have received) notification of the fact that the material was available on the website.
- (f) A notice, document or information served or delivered by New Man by any other means authorised in writing by the New Man Shareholder concerned is deemed to be served when New Man has taken the action it has been authorised to take for that purpose.
- (g) A New Man Shareholder present at a meeting of the holders of a class of shares is deemed to have received due notice of the meeting and, where required, of the purposes for which it was called.

4.13 Directors

(a) *Number of Directors*

Unless otherwise determined by ordinary resolution of New Man, there shall be no fewer than three and no more than eighteen Directors. If there is a vacancy in the number of Directors, the continuing Directors may act notwithstanding such vacancy, **provided that** if the number of Directors is less than the prescribed minimum, the remaining Director or Directors (or New Man in general meeting by passing an ordinary resolution) shall forthwith appoint the number of additional New Man director(s) necessary to achieve the prescribed minimum. Subject to the Articles, any such additional New Man director so appointed by the Directors shall hold office only until the dissolution of the next annual general meeting following the appointment, unless he is re-elected during such annual general meeting, in which case he will not be considered in determining the rotation of retirement of Directors at such meeting.

(b) *Appointment*

There is no age limit for Directors. A New Man director need not be a New Man Shareholder (although Directors are encouraged to hold shares in New Man in line with the policies of the Remuneration Committee). Directors may be appointed by New Man by ordinary resolution or by the Board. However, as set out above, any New Man director so appointed by the Board shall hold office only until the next annual general meeting.

(c) *Remuneration*

Unless otherwise decided by ordinary resolution, New Man shall pay to the Directors (but not to alternate directors) by way of fees for their services such aggregate sum as the Board decides (and, in the case of Directors that are not executive directors, such sum shall not exceed £1,500,000 per annum, or such larger amount as New Man may by ordinary resolution decide).

A New Man director shall also be entitled to be repaid all reasonable travelling, hotel and other expenses properly incurred by him in the performance of his duties as director, including the expenses of attending the meetings of the Board or general meetings.

Subject to the Acts, the Directors shall have the power to make arrangements to provide a New Man director with funds to meet expenditure incurred or to be incurred by him for the purposes of New Man or for the purpose of enabling him properly to perform his duties or to enable him to avoid incurring such expenditure.

A New Man director who, at the request of the Board, goes or resides abroad for any purposes of New Man or who performs services which, in the opinion of the Board, go beyond the ordinary duties of a director, may be paid such reasonable additional remuneration and expenses as the Board may decide.

(d) *Indemnity*

To the extent permitted by the Acts, every person who is or was a New Man director or other officer of New Man shall be kept indemnified out of the assets of New Man against all liabilities incurred by him (whether in connection with any negligence, default, breach of duty or breach of trust or otherwise) in relation to New Man or its affairs, other than (broadly) any liability to New Man or a member of the Group, any criminal or regulatory fine or the costs of defending any criminal proceedings in which such person is convicted.

(e) *Removal by ordinary resolution*

New Man may by ordinary resolution of which special notice has been given in accordance with the Acts, remove any New Man director before the expiration of his term of office, and may also by ordinary resolution appoint a replacement New Man director, who will hold office only for so long as the removed New Man director would have if he had not been removed.

(f) *Retirement by Rotation*

At each annual general meeting one third of the Directors who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to but not exceeding one third, shall retire from office. Notwithstanding the above, each New Man director shall retire from office no later than the third annual general meeting following that of their appointment or reappointment.

A New Man director retiring at a meeting shall retain office until the close or adjournment of the meeting, unless the minimum number of directors required under the Articles is not met, due to resolutions for appointment/reappointment not being passed at the annual general meeting (“AGM”). In this event, under the Articles, all the executive directors and the Senior Independent Director (the “**Continuing Directors**”) will remain in office but with powers only to maintain New Man 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.

Subject to the Acts and the Articles, the Directors to retire by rotation at an annual general meeting include, (i) a New Man director who wishes to retire and not offer himself for reappointment, and (ii) those Directors who have been longest in office since their last appointment or reappointment. As between two or more Directors who have been in office an equal length of time, the New Man director to retire (unless agreed between them) shall be determined by lot. A New Man director retiring at a meeting shall retain office until the dissolution of such meeting. A retiring New Man director shall be eligible for re-election.

(g) ***Directors' Interests***

The Board may authorise any matter proposed to it which would, if not so authorised, involve a breach of duty by a New Man director under section 175 of the 2006 Act. Only Directors who have no interest in the matter under consideration will count in the quorum at the meeting at which the matter is considered and will be entitled to vote. The Board may give any authorisation upon such terms as it thinks fit and may vary or terminate any such authorisation at any time.

A New Man director shall be under no duty to New Man with respect to any information which he obtains or has obtained otherwise than as a director of New Man and in respect of which he owes a duty of confidentiality to another person.

A New Man director who is in any way, whether directly or indirectly, interested in a proposed transaction or arrangement with New Man shall declare the nature and extent of his interest to the other Directors before New Man enters into the transaction or arrangement. Such declaration may (but need not) be made at a meeting of the Directors or by general notice.

A New Man director who is in any way, directly or indirectly, interested in a transaction or arrangement that has been entered into by New Man shall declare the nature and extent of his interest to the other Directors as soon as is reasonably practicable (unless the interest has already been declared as above). Such declaration must be made at a meeting of the Directors or by general notice.

(h) ***General Voting and Quorum Requirements***

Unless otherwise provided by the Articles, a New Man director shall not vote on or be counted in any quorum in relation to a resolution of the Board in respect of any transaction in which he is materially interested. Notwithstanding the above but subject to the Acts, this prohibition does not apply to a resolution concerning, *inter alia*, any of the following matters:

- (i) the giving of a guarantee, security or indemnity in respect of money lent or obligations incurred by such New Man director or for the benefit of New Man or any of its subsidiary undertakings;
- (ii) the giving of a guarantee, security or indemnity in respect of a debt or obligation of New Man or any of its subsidiary undertakings for which such New Man director has assumed responsibility in whole or in part, either alone or jointly with others, under a guarantee or indemnity or by the giving of security;
- (iii) a transaction or arrangement concerning an offer of shares, debentures or other securities of New Man or any of its subsidiary undertakings for subscription or purchase, in which offer he is or may be entitled to participate as a holder of securities or in the underwriting or sub underwriting of which he is to participate;
- (iv) a transaction in which the New Man director is interested by virtue of his interest in shares or debentures or other securities of New Man, or due to any other interest in or through New Man;

- (v) a transaction or arrangement concerning any other company, other than companies in which the New Man director or any person connected with him holds an interest in shares representing one per cent., in which he is interested (directly or indirectly) whether as an officer, shareholder, creditor or otherwise;
- (vi) a transaction or arrangement for the benefit of the employees of New Man or any of its subsidiary undertakings (including any pension fund or retirement, death or disability scheme) which does not award that New Man director a privilege or benefit not generally awarded to the employees to whom it relates; or
- (vii) a transaction or arrangement concerning the purchase or maintenance of any insurance policy for the benefit of Directors or for the benefit of persons including Directors.

A New Man director shall not vote or be counted in the quorum on any resolution concerning his own appointment as the holder of any office or place of profit with New Man (or any company in which New Man is directly or indirectly interested), including fixing or varying the terms of his appointment or the termination thereof.

Where proposals are under consideration concerning the appointment (including fixing or varying the terms of appointment or its termination) of two or more Directors to offices or places of profit with New Man (or any body corporate in which New Man is directly or indirectly interested), such proposals may be divided and considered in relation to each New Man director separately, in which case each of the Directors concerned (if not otherwise debarred from voting under the Articles) shall be entitled to vote (and be counted in the quorum) in respect of each resolution except that concerning his own appointment.

Subject to the Articles, the Board may exercise or cause to be exercised the voting powers conferred by shares in the capital of another company held or owned by New Man, or a power of appointment to be exercised by New Man, in any manner it thinks fit (including in order to vote in favour of any resolution appointing themselves as directors or officers or employees of such company or providing for the payment of remuneration to the directors or officers of such other company).

(i) ***Executive Directors***

Subject to the Acts, the Board may appoint one or more of the Directors to hold an executive office within New Man for such term and on such other terms and conditions as the Board thinks fit.

The Board may revoke or terminate an appointment, without prejudice to a claim for damages for breach of the service contract between the New Man director and New Man or otherwise.

The salary or remuneration of any executive New Man director may be decided by the Board, and may be in addition to or instead of a fee payable to him for his services as New Man director.

4.14 Failure to Disclose Interests in Shares

- (a) If any New Man Shareholder or other person appearing to be interested in shares of New Man has been duly served with a notice under section 793 of the 2006 Act and is in default for the prescribed period from the date of service of the notice in supplying to New Man the information thereby required, then the Board may impose restrictions upon the relevant shares.
- (b) The restrictions available are the suspension of voting or other rights conferred by membership in relation to meetings of New Man in respect of the relevant shares and, additionally, in the case of shares representing at least 0.25 per cent., of their class of shares (excluding any shares of their class held as treasury shares), the withholding of payment on dividends on, and in certain cases the restriction of transfers of, the relevant shares.

- (c) The restrictions shall cease to apply after the earlier of, receipt by New Man of notice of an excepted transfer (but only in relation to the shares transferred) and, receipt by New Man (in a form satisfactory to the Board) of all the information required by the section 793 notice.

5. OTHER DIRECTORSHIPS

- 5.1 In addition to their directorships of Man and New Man, as the case may be, the Directors and the Senior Managers hold or have held the following directorships (except, directorships of subsidiaries of Man and New Man), as the case may be, and are or were members of the following partnerships, within the past five years.

Directors

<u>Name</u>	<u>Current directorship/Partnership</u>	<u>Previous directorship/Partnership</u>
Jon Aisbitt	New Forests Company Holdings Limited New Forests Company Mozambique UK Limited New Forests Company Tanzania UK Limited New Forests Company Uganda UK Limited Celtic Pharma GP Ltd Celtic Pharma Management Limited	The Aisbitt Foundation Ocean Rig ASA Redburn Partners Holding Company Limited New Philanthropy Capital
Alison Carnwath	ISIS EP LLP Land Securities Group Plc Malachite Advisors Limited Paccar Inc. The British Library Trust Zurich Insurance Group Ltd	Barclays Bank PLC ISIS Equity Partners Plc Barclays PLC Friends Provident public limited company Tresises (Printers) Limited MF Global Holdings Ltd. MF Global Holdings Europe Limited MF Global UK Ltd.
Peter Clarke	None	Hedge Fund Standards Board Limited
Phillip Colebatch	Lend Lease Corporation Ltd Lend Lease Responsible Entity Limited Prince Of Liechtenstein Foundation LGT Group Foundation Antipodean Lands Limited Tè Hau Station Limited Moanui Farm Limited	IAG RE Australia Limited IAG UK Holdings Limited IAG International Pty Limited Insurance Australia Group Limited Swann Insurance (Aust) Pty Ltd Swiss Re Capital Markets Limited
Frédéric Jolly	None	Lexam Partners LLP Pantheon Holdings Limited Russell Investments Limited Russell Systems Limited
Matthew Lester	Royal Mail Group Limited	ICAP plc ICAP Management Services Limited Royal Mail Holdings plc Post Office Limited Intercapital Limited ICAP Group Holdings plc
Patrick O'Sullivan	Bank Of Ireland—Deputy Governor COFRA Holding AG Old Mutual Plc Shareholder Executive	Collins Stewart Plc Allied Zurich Limited Zurich Financial Services (UKISA) Limited
Emmanuel Roman	Hedge Fund Standards Board Limited The Royal Marsden Cancer Charity Grupo Prisa S.A. Greenhouse Schools Project Limited Tate Foundation	None
Nina Shapiro	African Minerals Limited Russian Rail Leasing	None
Jonathan Sorrell	Nephila Holdings Limited	None

Senior Managers

Name	Current directorship/Partnership	Previous directorship/Partnership
Luke Ellis	Cool Joolz Ferox BF Limited Ferox Fund Limited Ferox Master Fund Limited Grow Investimentos Salar Fund Limited Victoria Wall Associates Limited	Ferox Convertibles Recovery Fund Limited Ferox Japan Fund Limited
Pierre Lagrange	Shortlist Media Limited	Ingenious Film Partners 2 LLP
Christoph Möller	None	None
Michael Robinson	Cambria Mews Limited The Sick Children's Trust	London Human Resource Group Limited
Stephen Ross	Duke of York Sports Foundation On Course Foundation	None
Tim Wong	None	None

5.2 Within the period of five years preceding the date of this Prospectus none of the Directors or Senior Managers:

- (a) has any convictions in relation to fraudulent offences;
- (b) has been a director or senior manager (who is relevant to establishing that a company has the appropriate expertise and experience for the management of that company) of any company at the time of any bankruptcy, receivership or liquidation of such company; or
- (c) has received any official public incrimination and/or sanction by any statutory or regulatory authorities (including designated professional bodies) or has been disqualified by a court from acting as a director of a company or from acting in the management or conduct of the affairs of a company.

5.3 None of the Directors or Senior Managers has any potential conflicts of interests between their duties to Man and New Man, as the case may be, and their private interests or other duties.

6. DIRECTORS' AND OTHER INTERESTS

6.1 As at 21 September 2012 (being the latest practicable date prior to publication of this Prospectus), the Directors have beneficial interests in Man Ordinary Shares, and will have, immediately following the Scheme becoming Effective (assuming that there will be no change in the interests of the Directors between 21 September 2012 (being the latest practicable date prior to publication of this Prospectus) and the Scheme Effective Date), beneficial interests in New Man Ordinary Shares by virtue of the effect of the Scheme on their Man Ordinary Shares:

Directors

	Number of Man Ordinary Shares	Percentage of voting rights in respect of issued ordinary share capital of Man	Number of New Man Ordinary Shares	Percentage of voting rights in respect of issued ordinary share capital of New Man
Jon Aisbitt ^(a)	1,681,250	0.09	1,681,251	0.09
Alison Carnwath	294,161	0.01	294,161	0.01
Peter Clarke ^(b)	5,168,749	0.28	5,168,750	0.28
Phillip Colebatch	10,000	0	10,000	0
Frédéric Jolly	9,705	0	9,705	0
Matthew Lester	22,692	0	22,692	0
Patrick O'Sullivan	108,389	0.01	108,389	0.01
Emmanuel Roman	19,629,418	1.08	19,629,418	1.08
Nina Shapiro	10,000	0	10,000	0
Jonathan Sorrell	304,878	0.02	304,878	0.02

Notes:

- (a) Jon Aisbitt owns one New Man Subscriber Share which was allotted and issued to him on incorporation of New Man. To the extent that the nominal value of the New Man Subscriber Shares needs to be adjusted in order to match the nominal value of the New Man Ordinary Shares to be issued to Man Shareholders pursuant to the Scheme, Jon Aisbitt may be issued with further ordinary shares in the capital of New Man prior to the First Court Hearing in order to effect any requisite consolidation and/or subdivision of the existing ordinary share capital of New Man.
- (b) In his capacity as chief executive of Man, Peter Clarke also holds 50,000 Man Deferred Sterling Shares and 50,000 New Man Deferred Sterling Shares. Peter Clarke also owns one New Man Subscriber Share which was allotted and issued to him on incorporation of New Man. To the extent that the nominal value of the New Man Subscriber Shares needs to be adjusted in order to match the nominal value of the New Man Ordinary Shares to be issued to Man Shareholders pursuant to the Scheme, Peter Clarke may be issued with further ordinary shares in the capital of New Man prior to the First Court Hearing in order to effect any requisite consolidation and/or subdivision of the existing ordinary share capital of New Man.

The 50,000 Man Deferred Sterling Shares and the 50,000 New Man Deferred Sterling Shares are held by Peter Clarke, in his capacity as Chief Executive of Man, to satisfy a Companies Act requirement. They each carry no rights to participate in (i) any distribution of the relevant company's assets on a winding up, administration or any other similar process or (ii) any other distribution (not being a distribution of the kind referred to in (i) above), except (in the case of (ii) only) that after a return of the nominal value paid up or credited as paid up on every other class of share and the distribution of £100,000,000,000 to each holder of such class of share, the holder(s) of such deferred sterling shares are entitled to receive an amount equal to the nominal value of such deferred sterling shares. These shares do not carry any voting rights.

Peter Clarke, as holder of the Man Deferred Sterling Shares, has given his consent to the Scheme and the exclusion of the Man Deferred Sterling Shares from the operation thereof.

Following the Proposals being implemented, it is expected that, in due course, the Man Deferred Sterling Shares, which are not listed and have no economic value, will be transferred to New Man for a nominal sum.

The interests set out above are based on the interests of the Directors in Man Ordinary Shares which (a) have been notified by the relevant Director to Man pursuant to Chapter 3 of the Disclosure and Transparency Rules on or before 21 September 2012 (being the latest practicable date prior to publication of this Prospectus), or (b) are interests of connected persons (within the meaning of the Disclosure and Transparency Rules) of a Director which have been notified to Man by each such connected person pursuant to the Disclosure and Transparency Rules.

Save as set out above or in paragraph 6.2 below, no Director (nor any person connected with a Director) (a) has any interests (beneficial or non-beneficial) in the share capital of Man or New Man, or (b) holds any interest in any other securities of the Group.

As at 21 September 2012 (being the latest practicable date prior to publication of this Prospectus), the Senior Managers have beneficial interests in Man Ordinary Shares, and will have, immediately following the Scheme becoming Effective (assuming that there will be no change in the interests of the Senior Managers between 21 September 2012 (being the latest practicable date prior to publication of this Prospectus) and the Scheme Effective Date), beneficial interests in New Man Ordinary Shares by virtue of the effect of the Scheme on their Man Ordinary Shares:

Senior Managers

	Number of Man Ordinary Shares	Percentage of voting rights in respect of issued ordinary share capital of Man	Number of New Man Ordinary Shares	Percentage of voting rights in respect of issued ordinary share capital of New Man
Luke Ellis	0	0	0	0
Pierre Lagrange	63,997,261	3.51	63,997,261	3.51
Christoph Möller	6,229,477	0.34	6,229,477	0.34
Michael Robinson	392,626	0.02	392,626	0.02
Stephen Ross	147,002	0.01	147,002	0.01
Tim Wong	6,314,965	0.35	6,314,965	0.35

- 6.2 As at 21 September 2012 (being the latest practicable date prior to publication of this Prospectus), the Directors held the following options and/or awards over Man Ordinary Shares under the Man Share Plans:

Directors

6.2.1 Deferred Bonus Share and Option Plan (“**DBSOP**”)

<u>Director</u>	<u>Date of grant</u>	<u>Number of Man Ordinary Shares under option/ award</u>	<u>Option exercise price</u>	<u>Earliest exercise/ transfer date</u>	<u>Latest exercise date</u>
Peter Clarke	June 2010	2,997,442	280.1799p	June 2013	June 2020
	March 2011	3,629,238	273.0795p	March 2014	March 2021
	March 2012	2,636,163	156.53p	March 2015	March 2022
	March 2012	768,471	n/a	March 2015	n/a

- 6.2.2 Share awards and matching awards under the Man Group 2006 Long-Term Incentive Plan (also known as the Performance Share Plan (“**PSP**”)), the Man Group Executive Share Option Scheme 2001 and the Man Group plc Executive Share Option Plan 2011.

(a) *PSP: Share Awards—Basic Awards*

<u>Director</u>	<u>Date of grant</u>	<u>Number of Man Ordinary Shares under award</u>	<u>Transfer/ lapse date</u>
Peter Clarke	June 2010	251,212	June 2014
	March 2011	172,537	March 2015
	March 2012	310,903	March 2016

(b) *PSP: Share Awards—Matching Awards*

<u>Director</u>	<u>Date of grant</u>	<u>Number of Man Ordinary Shares under award</u>	<u>Transfer/ lapse date</u>
Peter Clarke	June 2010	271,581	June 2014
	March 2011	248,702	March 2015
	March 2012	448,148	March 2016

(c) *PSP: Bonus Deferral Awards—Number of Outstanding Options*

<u>Director</u>	<u>Date of award</u>	<u>Number of Man Ordinary Shares under option</u>	<u>Earliest exercise date</u>	<u>Latest exercise date</u>
Peter Clarke	June 2010	353,250	April 2013	June 2020
	March 2011	298,472	January 2014	March 2021
	March 2012	506,903	January 2015	March 2022

(d) *The Man Group Executive Share Option Scheme 2001 and the Man Group plc 2011 Executive Share Option Plan: Number of Outstanding Options*

<u>Director</u>	<u>Date of grant</u>	<u>Number of Man Ordinary Shares under option</u>	<u>Option exercise price</u>	<u>Earliest exercise date</u>	<u>Latest exercise date</u>
Peter Clarke	June 2006	93,789	399.83p	June 2009	June 2016
	June 2010	484,179	258.3p	June 2013	June 2020
	March 2011	345,073	247.5p	March 2014	March 2021
	March 2012	621,805	142.3p	March 2015	March 2022

6.2.3 Man Group plc Deferred Share Plan

<u>Director</u>	<u>Date of grant</u>	<u>Number of Man Ordinary Shares under option</u>	<u>Earliest exercise date^(a)</u>	<u>Latest exercise date</u>
Jonathan Sorrell . .	August 2011	178,368	June 2013 to June 2014	August 2021
	March 2012	256,152	March 2013 to March 2015	March 2022

Note:

(a) Exercisable in instalments.

6.2.4 The Man Group Sharesave Scheme and the Man Group 2010 Sharesave Scheme

The Man Group Sharesave Scheme and the Man Group 2010 Sharesave Scheme are all-employee plans. The executive directors are eligible to participate in the schemes by making regular savings through monthly deductions from salary in order to fund the exercise prices of the options granted to them.

<u>Director</u>	<u>Number of Man Ordinary Shares under option</u>	<u>Option exercise price</u>	<u>Earliest exercise date</u>	<u>Latest exercise date</u>
Peter Clarke	4,653	195.0p	August 2012	January 2013
Jonathan Sorrell	23,076	65.0p	October 2017	March 2018

Certain of the Man Share Plans contain compulsory exchange provisions which will apply in the case of the Scheme. Therefore, upon the Scheme becoming effective, options and awards will be exchanged pursuant to those provisions.

However, in the case of the Man Group Sharesave Scheme and the Man Group Executive Share Option Scheme 2001, options can be exchanged on a voluntary basis for options of equivalent value over New Man Ordinary Shares. If participants elect for this voluntary exchange, then the existing terms of the relevant plan (including any performance conditions where applicable) will apply to their new options. Alternatively, options under these two plans can be exercised for a short period (maximum six months) following sanction of the Scheme by the Court and will then automatically lapse if not exercised during that period. To take account of the possibility of Man Ordinary Shares being issued pursuant to these two plans after the Scheme Record Time, an amendment to the Man Articles will be proposed at the General Meeting to ensure that any such Man Ordinary Shares will be automatically exchanged for New Man Ordinary Shares on the same basis as under the Scheme.

Voluntary option exchange also exists in the case of the Man Group 2010 Sharesave Scheme and the Man Group plc 2011 Executive Share Option Plan. However, in the case of these two plans, options lapse if participants do not agree to such voluntary exchange of their options.

The executive directors who have existing options over Man Ordinary Shares under the aforementioned schemes as at the Scheme Effective Date intend to exchange their options under such schemes for replacement options over an equivalent number of New Man Ordinary Shares, subject to the Scheme becoming Effective. None of the executive directors intends to exercise any of the options shown above prior to, or as a consequence of, the Scheme becoming Effective.

The executive directors do not have any interest in Man Ordinary Shares under the Man Group plc Fund Product Plan, the Man Group Partner Fund Product Plan or the GLG Legacy Plans. The impact of the Scheme on the Man Group plc Fund Product Plan, the Man Group Partner Fund Product Plan and the GLG Legacy Plans is set out at Part 8 below.

Senior Managers

As at 21 September 2012 (being the latest practicable date prior to the date of this Prospectus), the number of options/awards over Man Ordinary Shares outstanding under the Man Share Plans in respect of the Senior Managers was 15,676,487.

Upon the Scheme becoming effective, all outstanding options and awards over Man Ordinary Shares under the Man Share Plans in respect of the Senior Managers will be exchanged for options and awards over New Man Ordinary Shares. The options and awards will be exchanged pursuant to

either automatic rollover provisions or voluntary rollover provisions, in which case the Senior Managers intend to agree to the exchange.

- 6.3 As at 21 September 2012 (being the latest practicable date prior to publication of this Prospectus), in so far as it has been notified to Man pursuant to the Disclosure and Transparency Rules, the name of each person who, directly or indirectly, has a notifiable interest in three per cent. or more of Man's issued share capital (and who will, immediately following the Scheme becoming Effective (assuming that there will be no change in their interests between 21 September 2012 (being the latest practicable date prior to publication of this Prospectus) and the Scheme Effective Date) have a notifiable interest in 3 per cent. or more of the issued share capital of New Man), and the amount of such person's interest, are set forth below:

<u>Shareholder</u>	<u>Percentage</u>
BlackRock Inc	9.96
AXA S.A.	4.15
G&S Trustees Limited—Pierre Lagrange	3.41

- 6.4 Except as set out in paragraph 6 (*Directors' and Other Interests*) of this Part 8: Additional Information, New Man is not aware of any person who will immediately following the Scheme becoming Effective, hold as shareholder, directly or indirectly, 3 per cent., or more of New Man's voting rights.
- 6.5 None of the New Man Shareholders referred to in sub-paragraph 6.4 of this paragraph 6 (*Directors' and Other Interests*) will have different voting rights from any other holder of New Man Ordinary Shares in respect of any New Man Ordinary Shares held by them.
- 6.6 Except as set out in paragraph 6 (*Directors' and Other Interests*) of this Part 8: Additional Information, New Man is not aware of any person who, immediately following the Scheme becoming effective, directly or indirectly, jointly or severally, will own or could exercise control over New Man.

7. DIRECTORS' SERVICE CONTRACTS AND LETTERS OF APPOINTMENT

It is expected that the remuneration committee of New Man will adopt the same policy in respect of Directors' terms of employment and/or appointment as the current remuneration committee of Man. The terms of their employment and/or appointment which will apply from Admission are set out below.

7.1 Executive Directors' Service Contracts

	<u>Effective date</u>	<u>Annual salary</u> (US\$)	<u>Notice period</u>	<u>External Appointments</u>
Peter Clarke	1 April 1997	925,000	Not more than 12 months' notice	None
Emmanuel Roman	5 May 2011	1,000,000	Not more than 12 months' notice	Non-Executive Director of Grupo Prisa S.A.
Jonathan Sorrell	18 June 2012	625,000	Not more than 6 months' notice	None

The service contracts of the executive directors of New Man will be on the same terms as their current service contracts in respect of Man.

The executive directors of New Man, being Peter Clarke, Emmanuel Roman and Jonathan Sorrell, each have service contracts with Man which do not have a fixed term but which provide for termination on the expiry of not more than 12 months' written notice by either party in the case of Peter Clarke and Emmanuel Roman, and six months' notice by either party in the case of Jonathan Sorrell. Man has the ability to terminate the contracts of Emmanuel Roman and Jonathan Sorrell immediately by making a payment of base salary (in the case of Emmanuel Roman) and base salary plus benefits excluding bonus (in the case of Jonathan Sorrell) in respect of what would otherwise have been the relevant notice period. The treatment of any long-term incentive share awards or other share rights is covered under the rules of the relevant Man Share Plan or New Man Share

Plan. The service contracts contain no contractual entitlement to any fixed amount of bonus or right of participation in any of the Group's share based incentive schemes, participation in which is at the Remuneration Committee's discretion. To protect Man's business interests, the executive directors' service contracts contain covenants which restrict the executives' ability to solicit or deal with clients and also restrict their ability to solicit senior employees, to the extent permitted under the law of the relevant jurisdiction. Emmanuel Roman has also entered into a broader non-compete covenant with Man for an agreed period post-termination. The Board also has the right at its discretion to require Jonathan Sorrell to comply with a broader non-compete covenant for a period post-termination to provide additional protection for Man provided that if the Board exercises this right and Man requires him to work out part of his notice, Man will pay an additional amount up to six months' base salary and benefits (but excluding any amounts in respect of bonus) so that he is not left without income during the time when the Board wishes the non-compete to operate. Under the service contracts, external appointments require the consent of the Board.

The executive directors' service contracts do not include any fixed provision for termination compensation except base salary and benefits for the notice period.

With effect from the Scheme Effective Date, the executive directors will enter into new service agreements with New Man on the same terms as are currently in place with respect to their positions as executive directors of Man.

7.2 Non-Executive Directors' Letters of Appointment

The non-executive directors of New Man other than Jon Aisbitt (being Alison Carnwath, Phillip Colebatch, Frédéric Jolly, Matthew Lester, Patrick O'Sullivan and Nina Shapiro) have formal letters of appointment with Man which do not contain any notice provisions or provision for compensation in the event of early termination. The Chairman, Jon Aisbitt, has a contract with Man which provides that his appointment as Chairman is terminable on three months' notice; there are no notice provisions relating to his appointment as a director.

Non-executive directors are appointed for an initial three year term, subject to retirement and reappointment by shareholders at Man's and, going forward, New Man's annual general meeting, which may be followed by a further three years by mutual agreement. Each of the non-executive directors was reappointed by shareholders at Man's annual general meeting on 1 May 2012. Any director serving for more than nine years is subject to annual retirement and reappointment by shareholders at the annual general meeting.

With effect from the Scheme Effective Date, the non-executive directors will enter into new letters of appointment with New Man on the same terms as are currently in place with respect to their appointments to the Man Board.

The non-executive directors receive a base fee for service on the Board and Nomination Committee of £65,000 per annum, together with additional fees for chairmanship and membership of other committees of the Board and other additional responsibilities. The Chairman's remuneration, which was £450,000 per annum as at 31 December 2011, is recommended by the Remuneration Committee and approved by the Board and includes remuneration in respect of his chairmanship of the Board and the Nomination Committee. The non-executive directors do not participate in any share option or share incentive schemes.

As at 31 December 2011, the non-executive directors' terms of appointment and annual fee levels were as follows:

	Date of Appointment to the Man Board	Start of current term of office	Audit and Risk Committee			Remuneration Committee		Senior Independent Director	Total Board Fees
			Base Fee	Chair	Member	Chair	Member		
						£'000			
Jon Aisbitt	20 August 2003	1 May 2012	450						450
Alison Carnwath	24 January 2001	1 May 2012	65				10		75
Phillip Colebatch	1 September 2007	8 July 2011	65			15	10		90
Frédéric Jolly	1 August 2009	1 May 2012	65				10		75
Matthew Lester	5 May 2011	5 May 2011	65	15	15				95
Patrick O'Sullivan	1 September 2007	9 July 2010	65		15		10	10	100
Nina Shapiro	10 October 2011	10 October 2011	65		15				80

8. EMPLOYEE/PARTNER INCENTIVE PLANS

8.1 Impact of the Scheme on the Man Share Plans

- 8.1.1 Man will separately write to participants in the Man Share Plans about the effect of the Scheme on their options and awards held under those plans and what action, if any, they are required to take.
- 8.1.2 The intention is that participants in the Man Share Plans should generally exchange their existing options and awards for new options and awards of equivalent value over New Man Ordinary Shares. The existing terms of the relevant plan (including any performance conditions where applicable) will then apply to those new options and awards.
- 8.1.3 Certain of the Man Share Plans contain compulsory exchange provisions which will apply in the case of the Scheme. Options and awards will therefore be exchanged pursuant to those provisions.
- 8.1.4 However, in the case of the Man Group Sharesave Scheme, the Man Group Executive Share Option Scheme 2001 and the Man Group Post-Tax Co-Investment Plan, participants can exchange their options on a voluntary basis for options of equivalent value over New Man Ordinary Shares. If participants elect for this voluntary exchange, then the existing terms of the relevant plan (including any performance conditions where applicable) will apply to their new options. Alternatively, options under these plans can be exercised for a short period (maximum 6 months) following sanction of the Scheme by the Court and will then automatically lapse if not exercised during that period. To take account of the possibility of Man Ordinary Shares being issued under the above plans after the Scheme Record Time, an amendment to the Man Articles will be proposed at the General Meeting to ensure that any such Man Ordinary Shares will be automatically exchanged for New Man Ordinary Shares on the same basis as under the Scheme.
- 8.1.5 Voluntary option exchange also exists in the case of the Man Group 2010 Sharesave Scheme and the Man Group plc 2011 Executive Share Option Plan. However, in the case of these two plans, options lapse if participants do not agree to such voluntary exchange of their options.
- 8.1.6 Awards/options granted under the Fund Product Plans will generally continue on their existing terms. However, if (as permitted under the rules of these plans) any awards/options would have been satisfied using Man Ordinary Shares instead of Fund Products, the Man Board will amend these plans so that such awards/options will instead be satisfied using New Man Ordinary Shares.
- 8.1.7 In the case of the GLG Legacy Plans, the outstanding awards will be amended by the relevant GLG entity so that if the Scheme becomes Effective, such awards will thereafter relate to the New Man Ordinary Shares.
- 8.1.8 Under a separate option agreement (the “**Special Trust Option**”), one individual holds an option over 26,028 Man Ordinary Shares held by Man’s employee trust. This option will lapse if not exercised on or before 30 September 2012 and therefore will not exist at the Scheme Effective Date and accordingly will not be impacted by the Scheme.
- 8.1.9 Under the Man Corporate Services (Ireland) Limited Employee Share Acquisition Plan, a tax-approved employee share plan in Ireland, trustees hold Man Ordinary Shares for the benefit of participating employees. In accordance with the rules of this plan, the trustees will seek directions from participants as to whether to vote for or against the Scheme and will vote the Man Ordinary Shares which they hold in accordance with directions received. If the Scheme becomes Effective, the Man Ordinary Shares held by the trustees, being Scheme Shares, will be cancelled and the trustees will receive an equivalent number of New Man Ordinary Shares to be held for the benefit of the participating employees under the Man Corporate Services (Ireland) Employee Share Acquisition Plan.

8.2 New Man Share Plans

8.2.1 Subject to the approval of Man Shareholders (in relation to the Shareholder Approved New Man Share Plans only — see item (e) of paragraph 10.2 above), New Man has adopted the New Man Share Plans.

8.2.2 The New Man Share Plans mirror the terms of the principal Man Share Plans (see below).

8.3 Summary of the principal Man Share Plans (under which exchanged options and awards will relate to New Man Ordinary Shares) and the New Man Share Plans

8.3.1 The principal Man Share Plans are the plans under which Man currently grants awards to its employees and the New Man Share Plans mirror these Man Share Plans except that references to Man changed to New Man and references to Man Ordinary Shares have been changed to New Man Ordinary Shares.

8.3.2 Set out below is a summary of each plan which applies to both the principal Man Share Plans and the New Man Share Plans (save that details of the Man Fund Product Plans and the New Man Product Plans are set out in paragraph 8.4 below).

(a) *The Man Group plc 2011 Executive Share Option Plan (“2011 ESOS”)*

(i) *General*

The Remuneration Committee is responsible for the operation and administration of the plan.

The plan has a number of different parts:

- Part A which is designed to qualify for HMRC approval under the UK Income Tax (Earnings and Pensions) Act 2003;
- Part B which is not subject to HMRC approval and which allows options to be granted to UK employees with a value in excess of the individual limit in Part A (currently £30,000) and generally to international employees;
- Schedule 1 which allows for the grant of share appreciation rights under which participants are entitled to free shares or a cash payment equal to the increase in the value of shares from grant to exercise. For the purposes of the limits on an individual’s participation, such rights will be treated as options; and
- Schedule 2 which allows for the grant of tax-favoured options in the USA.

(ii) *Eligibility*

Employees (including executive directors) of Man and its subsidiaries (as designated by the Remuneration Committee) are eligible to participate.

(iii) *Grant of options*

Options may be granted in the six week period following the announcement of Man’s results for any period and at other times in circumstances considered by the Remuneration Committee to be exceptional.

No options may be granted later than ten years after the approval of the 2011 ESOS by shareholders.

No payment is required for the grant of an option, which is personal to the participant and may not be transferred except on death. Benefits under the 2011 ESOS are not pensionable.

(iv) *Option price*

The price may not be less than the market value of Man Ordinary Shares (as derived from the Official List of the UKLA) on the dealing day immediately preceding the date of grant (or such other dealing days preceding the date of grant as the Remuneration Committee may decide).

(v) *Individual limit*

The aggregate value of Man Ordinary Shares over which options may be granted to an individual participant under the 2011 ESOS in any calendar year shall not normally exceed two times basic salary. This limit may be exceeded if the Remuneration Committee decides that exceptional circumstances exist in relation to recruitment or retention. In such cases, the maximum annual value that may be granted is 500% of salary.

(vi) *Overall limits*

In any ten year period, the number of Man Ordinary Shares that may be issued or issuable under the 2011 ESOS and any other executive share scheme operated by Man may not exceed 5 per cent. of the issued ordinary share capital of Man from time to time.

In addition, in any ten year period, the number of Man Ordinary Shares which may be issued or issuable under the 2011 ESOS and any other employees' share scheme operated by Man may not exceed 10 per cent. of the issued ordinary share capital of Man from time to time.

(vii) *Exercise*

Options will normally vest (i.e. become exercisable) no less than three years following the date of grant, subject to the relevant performance conditions being satisfied and to the participant remaining in employment. Options will normally lapse on the tenth anniversary of the grant date.

(viii) *Performance conditions*

The Remuneration Committee may, and for executive directors will, set performance conditions annually and any such performance conditions imposed must normally be satisfied before the exercise of an option. The performance conditions will normally be measured over a period of three financial years.

The Remuneration Committee will review the performance conditions annually to ensure that they remain appropriate and challenging.

(ix) *Cash alternative*

On exercise of an option granted under Part B of the 2011 ESOS, the Remuneration Committee has the power to pay the option gain in cash rather than delivering Man Ordinary Shares.

(x) *Leavers*

Generally, if a participant ceases to be an employee or director of the Group, all options then held by the participant will lapse. However, if a participant ceases employment due to death, retirement, ill health, injury, disability, redundancy or if the business in which the participant is employed is transferred out of the Group, options will normally be exercisable for 12 months from the date of cessation of employment. In the case of participants whose service ceases before the end of the performance period, the extent to which the performance conditions have been satisfied will be determined by the Remuneration Committee.

(xi) *Change of control and other corporate events*

In the event of a takeover, reconstruction or winding up of Man, options will vest taking into account performance up to that date. The value of the option that vests (if any) will also be pro-rated to reflect the acceleration of the vesting. Vested options may be exercised for one month and, if not exercised within this period, will lapse. Internal reorganisations are not treated as a change of control for these purposes.

(xii) *Adjustment of options*

In the event of a variation of share capital of Man, awards may be adjusted at the discretion of the Remuneration Committee. Any such adjustment will require prior approval by HMRC to the extent that it relates to approved options.

(xiii) *Alterations to the plan*

The Remuneration Committee has the right to alter the rules of the 2011 ESOS or the terms of any option granted under it. The prior approval of Man Shareholders in general meeting must be obtained in the case of any amendment to the advantage of participants which is made to the provisions relating to eligibility, individual participation limits, overall limits and adjustment of awards on a variation in the share capital. However, any minor amendment to benefit the administration of the 2011 ESOS or to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants or any member of the Group, may be made without the prior approval of Man Shareholders.

(xiv) *The New Man 2012 Executive Share Option Plan (“New Man ESOS”)*

The terms of the 2011 ESOS set out above shall apply equally to the New Man ESOS except that references to Man should be read as references to New Man and references to Man Ordinary Shares should be read as references to New Man Ordinary Shares.

(b) *The Man Group 2010 Sharesave Scheme (“2010 Sharesave Scheme”)*

(i) *Eligibility*

The 2010 Sharesave Scheme is approved by HMRC. All directors (who work at least 25 hours per week excluding meal breaks) and employees of Man and its subsidiaries who are UK tax resident are eligible to participate subject to any qualifying period of employment that may be set by the Man Board. The Man Board can specify any qualifying period of up to five years and can allow directors and employees to participate if they do not satisfy these various requirements.

(ii) *Issue of invitations*

Directors and employees eligible to participate are invited to apply for the grant of options to acquire Man Ordinary Shares. Invitations can only be made during defined grant periods set out in the rules. These are, broadly, six weeks following the announcement of the results for any period and any change in the legislation affecting sharesave schemes and at other times in circumstances considered by the Man Board to be exceptional.

Eligible employees wishing to participate must agree to enter into a savings contract under which they save a fixed amount each month for a three or five year period. This must currently be between £5 and £250 (or such lower maximum amount as the Man Board may specify). A tax-free bonus is payable at the rate set by HMRC on maturity of the savings contract.

(iii) *Grant of options*

Applications to participate must be received within a specified period. If applications are received for more Man Ordinary Shares than are available at the time, applications will be scaled down. The Man Board may determine that applications to save more than a specified amount per month are scaled down first.

Generally, options must be granted to employees within 30 days of the day by reference to which the option price is determined. No payment is required for the grant of an option.

No option may be granted later than ten years after the approval of the 2010 Sharesave by shareholders.

No payment is required for the grant of an option, which is personal to the participant and may not be transferred except on death. Benefits received under the 2010 Sharesave Scheme are not pensionable.

(iv) *Option price*

Options must generally be granted at an option price not less than 80 per cent., of the middle market quotation of Man Ordinary Shares (as derived from the Official List of the UKLA) on the dealing day immediately before invitations are sent out to eligible employees (or average quotation over the three dealing days preceding the issue of invitations, if the Man Board determines).

(v) *Limits on the issue of shares*

In any ten year period, the number of Man Ordinary Shares which may be issued or issuable under the 2010 Sharesave Scheme and any other employees' share scheme operated by Man may not exceed 10 per cent., of the issued ordinary share capital of Man from time to time.

(vi) *Exercise*

Generally, options can only be exercised within the period of six months following completion of the savings contract. Options can only be exercised by applying the proceeds of the savings contract (together with any tax-free bonus).

(vii) *Leavers*

Generally, if a participant ceases to be an employee or director of the Group, all options then held by the participant will lapse. Exercise, however, is permitted for a limited period following death, cessation of employment by reason of ill-health, injury, disability, redundancy, retirement at age 60 or where the participant's employer or the business in which he is employed ceases to be with any member of the Group or any associated company or where the option holder ceases employment with the Group or any associated company more than three years after the grant of an option by reason of pregnancy or early retirement.

(viii) *Change of control and other corporate events*

In the event of a takeover, reconstruction or winding up of Man or on the option holder reaching age 60 but not leaving employment, options will vest (within specified periods). Internal reorganisations are not treated as a change of control for these purposes.

(ix) *Adjustment of options*

In the event of a variation of share capital of Man, awards may be adjusted at the discretion of the Man Board. Any such adjustment will require prior approval by HMRC.

(x) *Alterations*

The 2010 Sharesave Scheme may at any time be altered by the Man Board in any respect, provided that alterations or additions to the advantage of participants to the rules governing eligibility, limits on participation, terms of exercise and adjustment of options, and the amendment of the 2010 Sharesave Scheme, except for minor amendments to benefit the administration of the 2010 Sharesave Scheme, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment must be approved in advance by Man Shareholders in general meeting.

(xi) *The New Man 2012 Sharesave Scheme*

The terms of the 2010 Sharesave Scheme set out above shall apply equally to the New Man Sharesave Scheme except that references to Man should be read as references to New Man and references to Man Ordinary Shares should be read as references to New Man Ordinary Shares.

(c) *The Man Group 2006 Long-Term Incentive Plan (“LTIP”)*

(i) *Eligibility*

Awards may be granted to employees (including executive directors) of Man and its subsidiaries who are selected by the Remuneration Committee.

(ii) *Grant of awards*

Awards may normally only be granted in the six week period following the announcement of Man’s results for any period and at other times in circumstances considered by the Remuneration Committee to be exceptional.

No awards may be granted more than ten years after the approval of the LTIP by shareholders. Awards are personal to participants and may not be transferred except on death. Awards are not pensionable.

Awards may be made in several forms, as determined by the Remuneration Committee at the date of grant in the light of (for example) accounting and tax consequences. These include: (a) a conditional award (i.e. a contingent right to acquire Man Ordinary Shares at no cost), (b) a nil or nominal priced option over Man Ordinary Shares, (c) a gift of Man Ordinary Shares forfeitable in the event that specified conditions are not met or (d) such other form as has substantially the same economic effect.

Furthermore, awards may take the form of basic awards (“**Basic Awards**”), bonus deferral awards granted under Schedule 2 to the LTIP (“**Bonus Deferral Awards**”) or matching awards (“**Matching Awards**”).

Bonus Deferral Awards are in two parts: 50 per cent., of Man Ordinary Shares subject to such awards are granted as a bonus award (“**Bonus Awards**”) and 50 per cent., of Man Ordinary Shares subject to such awards are granted as a Matching Award. The provisions of the LTIP apply to Matching Awards granted under Schedule 2 to the LTIP as they apply to Basic Awards.

Alternatively, under Schedule 3 to the LTIP, Matching Awards may be granted to employees who acquire Man Ordinary Shares (“**Bonus Investment Shares**”) with their post-tax bonus and deposit the Bonus Investment Shares with trustees. The value of each Matching Award is the pre-tax amount of the bonus that has been used to acquire Bonus Investment Shares. The provisions of the LTIP apply to Matching Awards as they apply to Basic Awards.

(iii) *Individual limit*

The initial value of an award (excluding any Bonus Awards or Matching Awards) granted in any one financial year will be determined by the Remuneration Committee up to a maximum of 100 per cent., of basic salary.

The number of Man Ordinary Shares which are the subject of an award will be calculated by dividing the value of the award by the average middle market quotations of Man Ordinary Shares (as derived from the Official List of the UKLA) over the 5 dealing days prior to the date of the award.

(iv) *Overall limits*

In any ten year period, the number of Man Ordinary Shares that may be issued or placed under option or award under the LTIP and under any other executive share scheme established by Man may not exceed 5 per cent., of the issued ordinary share capital of Man from time to time.

In addition, in any ten year period, the number of Man Ordinary Shares which may be issued or placed under option or award under the LTIP and under any employees' share scheme established by Man may not exceed 10 per cent., of the issued ordinary share capital of Man from time to time.

(v) *Release*

Shares subject to Basic Awards and Matching Awards will not normally be released until the fourth anniversary of the grant date.

If a participant exercises his Bonus Award before the end of the 3 year performance period (and on the basis that such early exercise has to be permitted by the Remuneration Committee), the number of Man Ordinary Shares subject to his Matching Award is reduced proportionately.

If a participant withdraws any of his Bonus Investment Shares before the end of the 3 year performance period (and on the basis that such early withdrawal has to be permitted by the Remuneration Committee), the number of Man Ordinary Shares subject to his Matching Award is reduced proportionately.

(vi) *Performance condition*

The Remuneration Committee sets performance conditions annually (the performance conditions apply to both Basic Awards and Matching Awards but not to Bonus Awards or Bonus Investment Shares). The proportion of the award, if any, that an executive will ultimately receive will depend upon the performance during a three-year period commencing at the beginning of the financial year in which the award is made.

The Remuneration Committee reviews the performance conditions annually to ensure that they remain appropriate and challenging.

(vii) *Entitlement to dividends*

To the extent that an award vests at the end of the performance period, the Remuneration Committee may decide that a cash amount, equivalent to the dividends that would have been paid on the vested shares since the grant date of the award, will be paid to participants when the Man Ordinary Shares are released. Alternatively, Basic Awards (or Matching Awards) may be granted on terms whereby, in respect of vested shares only, dividends received from the date of grant of the award are deemed to have been reinvested in Man Ordinary Shares, thus increasing the number of Man Ordinary Shares to which the award relates.

(viii) *Leavers*

Generally, if a participant ceases to be an employee or director of the Group before the release date, he will forfeit any awards then held by him. However, this is subject to the exceptions mentioned below (references to “award” include Matching Awards but not Bonus Awards).

If the participant ceases employment by reason of death, his award will vest immediately based on the Remuneration Committee’s assessment of the performance up to the date of death and on the basis that the number of Man Ordinary Shares in respect of which an award may vest early shall be reduced proportionately on a time basis, unless the Remuneration Committee decides otherwise.

If the participant ceases employment due to ill-health, permanent disability, retirement with the agreement of the employer or redundancy or by reason of his employment being with a company or business which is transferred out of the Group, or for any other reason at the discretion of the Remuneration Committee, the award will vest at the end of the performance period (or the date of termination if later), but only to the extent that the performance conditions have been met over the performance period. The number of Man Ordinary Shares in respect of which an award may vest shall be reduced proportionately on a time basis, unless the Remuneration Committee decides otherwise. The Remuneration Committee may alternatively allow awards to vest following termination of employment, based on the Remuneration Committee’s assessment of Man’s performance up to that time and on the basis that the number of Man Ordinary Shares in respect of which an award may vest early shall be reduced proportionately on a time basis, unless the Remuneration Committee decides otherwise.

If a participant ceases employment for any reason his Bonus Award may be exercised for a period of 6 months (or such longer period as the Remuneration Committee may permit).

(ix) *Change of control and other corporate events*

In the event of a takeover, reconstruction or winding up of Man, the Man Ordinary Shares may be released early on the basis of performance up to the relevant event but with the number of shares in respect of which an award may vest being reduced proportionately on a time basis. The Remuneration Committee has a discretion to vary the number of shares that vest on this basis if it considers it to be appropriate to do so. Internal reorganisations are not treated as a change of control for these purposes.

(x) *Adjustment of awards*

In the event of a variation of share capital of Man, the Remuneration Committee may make such adjustments as it considers appropriate to the number of shares comprised in an award.

(xi) *Alterations*

The Remuneration Committee has the right to alter the rules of the LTIP or the terms of any award. The prior approval of Man Shareholders in general meeting must be obtained in the case of any amendment to the advantage of participants which is made to the provisions relating to eligibility, limits, variations of capital, the maximum entitlement for any one participant and the basis for determining a participant’s entitlement to shares. However, any minor amendment to benefit the administration of the LTIP or to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants or any member of the Group, may be made without prior approval of Man Shareholders.

(xii) *The New Man 2012 Long-Term Incentive Plan (“New Man LTIP”)*

The terms of the LTIP set out above shall apply equally to the New Man LTIP except that references to Man should be read as references to New Man and references to Man Ordinary Shares should be read as references to New Man Ordinary Shares.

(d) *The Man Group 2010 Deferred Bonus Share and Option Plan (the “DBSOP”)*

(i) *Eligibility*

Awards (which may be either conditional awards or options) may be granted to employees (including executive directors) of Man and its subsidiaries. Only employees who are eligible to receive a bonus may be selected by the Remuneration Committee to receive awards.

(ii) *Grant of awards*

Awards may normally only be granted in the six week period following the announcement of Man’s results for any period and at other times in circumstances considered by the Remuneration Committee to be exceptional.

No awards may be granted more than ten years after the adoption of the DBSOP. Awards are personal to participants and may not be transferred except on death. Awards are not pensionable.

(iii) *Option price*

In the case of an award made in the form of an option, the Remuneration Committee has discretion to determine on or before the grant date the exercise price of the option. The option price may be 10 per cent. (or such other percentage as may be determined by the Remuneration Committee) greater than the market value of a share on the date of grant provided that the option price shall not be less than 100 per cent. of the market value of a share on the date of grant. For these purposes, market value is the middle market quotation of a share (as derived from the Official List of the UKLA) on the dealing day before the date of grant or, if the Remuneration Committee so determines, the average of the middle market quotations for a period not exceeding 5 dealing days prior to the grant date.

(iv) *Vesting*

Awards normally vest on the third anniversary of the grant date, unless earlier vesting occurs where a participant ceases employment or there is a corporate event. Awards made in the form of options may not be exercised more than ten years after the date of grant.

(v) *Entitlement to dividends*

Unless the Remuneration Committee determines otherwise, the number of shares subject to a conditional award (but not an option) will be increased by reference to dividends paid on that number of shares to which the award relates between the date of grant and the date of vesting.

(vi) *Cash alternative*

Following the vesting of an award, the Board may determine that in substitution for his right to acquire shares, a participant will instead be paid a cash sum equal to the value of the vested shares.

(vii) *Leavers*

If a participant ceases employment with any member of the Group before an award vests, his award will lapse immediately except in the circumstances set out below.

If the participant ceases employment by reason of death his award will vest immediately and in full. In the case of an option the participant's personal representative has 12 months to exercise the option, after which it lapses.

If the participant ceases employment due to retirement with the agreement of his employer, ill-health or disability, redundancy, or by reason of his employment being with a company or business which is transferred out of the Group, cessation with the agreement of his employer (provided that the participant has organised and performed an orderly handover to the satisfaction of the Remuneration Committee) or for any other reason if the Remuneration Committee at its discretion so decides, his option or award vests at the end of the normal vesting period provided that the employee has not entered into any activity which is detrimental to any member of the Group. In that case, any part of his award which has not vested will lapse on the commencement of any detrimental activity. Participants are subject to annual self-certification of continued non-detrimental activity.

(viii) *Change of control and other corporate events*

In the event of a takeover, reconstruction or winding up of Man, awards vest early and options may be exercised within a limited period of the relevant event, after which they lapse. Internal reorganisations are not treated as a change of control for these purposes.

(ix) *Adjustment of awards*

In the event of a variation of share capital of Man, the Remuneration Committee may make such adjustments as it considers appropriate to the number of shares comprised in an award, and in the case of an option, the option price.

(x) *Alterations*

The Remuneration Committee may make alterations to the rules of the DBSOP or the terms of any award, provided that any alteration which is to the material disadvantage of participants requires their majority consent.

(xi) *The New Man 2012 Deferred Bonus Share and Option Plan (the “New Man DBSOP”)*

The terms of the DBSOP set out above shall apply equally to the New Man DBSOP except that references to Man should be read as references to New Man and references to Man Ordinary Shares should be read as references to New Man Ordinary Shares.

(e) *The Man Group plc Deferred Share Plan (“DSP”)*

(i) *Eligibility*

Awards may be granted to employees (excluding executive directors) of Man and its subsidiaries. Only employees who are eligible to receive a bonus may be selected by the Remuneration Committee to receive awards. Awards are normally made in the form of conditional awards or nil-price options to acquire Man Ordinary Shares, although the DSP also allows for the grant of “KEOP” (Key Executive Option Plan) options with an exercise price at least equal to market value on the grant date, cash conditional awards and cash options. Cash conditional awards and cash options give a right to receive cash

equal in value to the shares to which such awards and options relate. To date awards have generally been granted in the form of nil-price options, although a small number of KEOP options have also been granted.

(ii) *Grant of awards*

Awards may normally only be granted in the six week period following the announcement by Man of its results for any period and at other times in circumstances considered by the Remuneration Committee to be exceptional.

Awards are personal to participants and may not be transferred except on death. Awards are not pensionable.

(iii) *Vesting*

In connection with the introduction of the DSP, transitional vesting provisions apply to awards made in respect of financial years 2009 and 2010, such that each award vests as to 10 per cent., one year after grant, 15 per cent., two years after grant, 20 per cent., three years after grant, with the balance of 55 per cent., vesting four years after grant.

For awards granted in financial year 2010, the default vesting terms contained in the rules of the DSP are that 25 per cent., of an award vests on each of the first four anniversaries of the date of grant. For awards granted in financial year 2011 and onwards, the default vesting terms are that one third of an award vests on each of the first three anniversaries of the date of grant although the Remuneration Committee has discretion to set alternative vesting terms for future awards.

KEOP options normally vest 3 years after grant.

Awards made in the form of options may not be exercised more than 10 years after the date of grant.

(iv) *Entitlement to dividends*

Unless the Remuneration Committee determines otherwise (and except in the case of a KEOP option), the number of shares subject to an award granted on or after 1 June 2009 will be increased by reference to dividends paid on that number of shares to which the award relates between the date of grant and the date of vesting.

(v) *Cash alternative*

Following the vesting of a conditional award, nil-price option or a KEOP option, the Remuneration Committee may determine that in substitution for his right to acquire shares, a participant will instead be paid a cash sum. In the case of a conditional award this will be an amount equal to the value of the shares to which his conditional award relates. In the case of an option, it will be the value of such shares minus any price payable on exercise of the option.

(vi) *Leavers*

If a participant ceases employment with the Group before an award vests, his award will lapse immediately except in the circumstances set out below.

If the participant ceases employment by reason of death, his award will vest immediately. In the case of an option the participant's personal representative has 12 months to exercise the option, after which it lapses. If the participant ceases due to retirement at normal retirement age, ill health, injury or disability, cessation by agreement with the employer (except in the case of a KEOP option) or by reason of his employment being with a company or business which is transferred out of the Group or for any exceptional reason if the Remuneration Committee decides, his award vests in accordance with the

normal vesting period. Where a participant ceases by reason of retirement at normal retirement age, ill-health, injury or disability this is subject to the proviso that the participant has not entered into any activity which is detrimental to the Group. In that case, any part of his award which has not vested will lapse on the commencement of any detrimental activity. Participants are subject to self-certification of continued non-detrimental activity. Except in the case of a KEOP option, if the participant ceases due to redundancy, the award will vest on the date of cessation and, where the award is an option, the participant will have 6 months to exercise the option.

In the case of participants who cease employment to become a partner in Laurel Heights LLP, their awards will continue to vest in accordance with their terms but will become subject to the leaver provisions in the Partner DSP.

(vii) *Change of control and other corporate events*

In the event of a takeover, reconstruction or winding up of Man, awards vest early and options may be exercised within a limited period, after which they lapse. Internal reorganisations are not treated as a change of control for these purposes.

(viii) *Adjustment of awards*

In the event of a variation of share capital of Man, the Remuneration Committee may make such adjustments as it considers appropriate to the number of shares comprised in an award.

(ix) *Alterations*

The Remuneration Committee may make alterations to the rules of the DSP or the terms of any award provided that any alteration which is to the material disadvantage of participants requires their majority consent.

(x) *The New Man 2012 Deferred Share Plan (“New Man DSP”)*

The terms of the DSP set out above shall apply equally to the New Man DSP except that references to Man should be read as references to New Man and references to Man Ordinary Shares should be read as references to New Man Ordinary Shares. In addition, the following provision only applies to the New Man DSP. Where an employee ceases employment due to redundancy, their award will only vest if the employee signs a compromise agreement or equivalent document with his employer.

(f) *The Man Group plc Partner 2012 Partner Deferred Share Plan (“Partner DSP”)*

The terms of the Partner DSP are not materially different from the terms of the DSP described above except that references to “employees” have been replaced by references to “partners”.

(g) *The New Man 2012 Partner Deferred Share Plan (“New Man Partner DSP”)*

The terms of the Partner DSP set out above shall apply equally to the New Man Partner DSP except that references to Man should be read as references to New Man and references to Man Ordinary Shares should be read as references to New Man Ordinary Shares.

8.4 Summary of the Fund Product Plans and the New Man Fund Product Plans

8.4.1 Set out below is a summary of each plan which applies to both the Fund Product Plans and New Man Fund Product Plans.

(a) *The Man Group plc Fund Product Plan (“FPP”)*

(i) *Eligibility*

Awards over units in a Fund Product may be granted to employees (excluding executive directors) of Man and its subsidiaries. Only executives who are eligible to receive a bonus may be selected by the Remuneration Committee to receive awards.

(ii) *Grant of awards*

Awards may only be granted at a time when there is no restriction on dealings by directors or employees of Man and its subsidiaries in any of the assets to which awards made under the FPP relate.

Awards may be made in the form of options, conditional awards, cash conditional awards or cash options. Cash awards and cash options give a right to receive a cash sum equal to the value of the assets to which the award or option relates. Awards are personal to participants and may not be transferred except on death. Awards are not pensionable.

In some cases, participants in the FPP have been granted nil-price options which relate to a holding in the relevant Fund Product. On exercise of the option a participant acquires Man Ordinary Shares (not the Fund Product) (the rules of the FPP allow for options and awards to be satisfied in this way). The number of Man Ordinary Shares which he acquires is derived from the redemption proceeds of the holding of the relevant Fund Product to which his option relates at the time of exercise.

The FPP also allows participants to be granted awards which allow them to acquire a holding in the relevant Fund Product, instead of Man Ordinary Shares. More recent awards have been granted on this basis.

(iii) *Vesting*

In connection with the introduction of the FPP, transitional vesting provisions apply to awards made in respect of financial years 2008, 2009 and 2010, such that each award vests (or in the case of an option becomes exercisable) as to 10 per cent., one year after grant, 15 per cent., two years after grant, 20 per cent., three years after grant, with the balance of 55 per cent., vesting four years after grant.

For awards granted in financial year 2010, the default vesting terms contained in the rules of the FPP are that 25 per cent., of an award vests on each of the first four anniversaries of the date of grant. For awards granted in financial year 2011 and onwards, the default vesting terms are that one third of an award vests on each of the first three anniversaries of the date of grant although the Remuneration Committee has discretion to set alternative vesting terms for future awards.

Options may not be exercised more than ten years after the date of grant.

(iv) *Cash alternative*

Following the vesting of an award, the Board may determine that in substitution for his right to acquire shares, a participant will instead be paid a cash sum. This will be an amount equal to the sale proceeds of the shares to which his award relates.

(v) *Leavers*

If a participant ceases employment with the Group before an award vests, his award will lapse immediately except in the circumstances set out below.

If the participant ceases employment by reason of death, his award will vest immediately. If the participant ceases due to retirement at normal retirement age, ill-health, injury, disability, cessation by agreement with the employer or by reason of his employment being with a company or business which is transferred out of the Group or for any exceptional reason if the Remuneration Committee decides, his award vests in accordance with the normal vesting period. Where a participant ceases by reason of retirement at normal retirement age, ill-health, injury or disability this is subject to the proviso that the participant has not entered into any activity which is detrimental to the Group. In that case, any part of his award which has not yet vested will lapse on the commencement of any detrimental activity. Participants are subject to self-certification of continued non-detrimental activity. In the case of redundancy, the award will vest on the date of cessation and, where the award is an option, the participant will have 6 months to exercise the option. In the case of participants who cease employment to become a partner in Laurel Heights LLP, their awards will continue to vest in accordance with their terms but will become subject to the leaver provisions in the Partner FPP.

(vi) *Change of control and other corporate events*

In the event of a takeover, reconstruction or winding up of Man, awards vest early and options may be exercised within a limited period, after which they lapse. Internal reorganisations are not treated as a change of control for these purposes.

(vii) *Variation of capital*

In the event of a variation of share capital of Man, the Remuneration Committee may make such adjustments as it considers appropriate to awards.

(viii) *Alterations*

The Remuneration Committee may make such alterations to the rules of the FPP or the terms of any award, provided that any alteration which is to the material disadvantage of participants requires their majority consent.

(ix) *The New Man 2012 Fund Product Plan (“New Man FPP”)*

The terms of the FPP set out above shall apply equally to the New Man FPP except that references to Man should be read as references to New Man and references to Man Ordinary Shares should be read as references to New Man Ordinary Shares. In addition, the following provision only applies to the New Man FPP. Where an employee ceases employment due to redundancy, their award will only vest if the employee signs a compromise agreement or equivalent document with his employer.

(b) *The Man Group plc Partner Fund Product Plan (“Partner FPP”)*

(i) The terms of the Partner FPP are not materially different from the terms of the FPP described above except that references to “employees” have been replaced by references to “partners”.

(ii) *The New Man 2012 Partner Fund Product Plan (“New Man Partner FPP”)*

The terms of the Partner FPP set out above shall apply equally to the New Man Partner FPP except that references to Man should be read as references to New Man and references to Man Ordinary Shares should be read as references to New Man Ordinary Shares.

8.5 Summary of remaining Man Share Plans

8.5.1 Set out below is a summary of the remaining Man Share Plans under which no awards have been granted since 2011 and under which Man does not currently anticipate making further awards in the future, although there are subsisting awards under those plans. New Man will not replicate these remaining Man Share Plans.

(a) *The Man Group Sharesave Scheme (“Sharesave Scheme”)*

The terms of the Sharesave Scheme are not materially different from the terms of the 2010 Sharesave Scheme described above.

(b) *The Man Group Executive Share Option Scheme 2001 (“ESOS”)*

The terms of the ESOS are not materially different from the terms of the 2011 ESOS described above.

(c) *The Group Post-Tax Co-Investment Plan (“Post-Tax CIP”)*

Awards under the Post-Tax CIP were granted to employees but not directors of Man and its subsidiaries.

Awards were granted only to employees who acquired shares (“**Post Tax-CIP Bonus Investment Shares**”) with their post-tax bonus and who deposited the Post-Tax CIP Bonus Investment Shares with trustees. The market value of the shares (as determined by the Board) subject to an award is four times the amount of the pre-tax amount of the bonus which the participant used to purchase his Post-Tax CIP Bonus Investment Shares.

Awards were made in the form of options and the price payable on exercise of an award is £1 in total.

(i) *Vesting*

Awards normally vest on the earlier of (i) the fourth anniversary of the date on which they were granted and (ii) such day as the Board may determine following the announcement of the annual results in the fourth year following the date of grant. Outstanding awards may not be exercised more than 10 years after the date on which they were granted.

(ii) *Withdrawal of bonus investment shares*

If a participant withdraws any of his Post-Tax CIP Bonus Investment Shares before the earlier of (i) the third anniversary of the date on which they were granted and (ii) such day as the Remuneration Committee may determine following the announcement of the annual results in the third year following the date of grant the number of shares subject to his award is reduced proportionately.

(iii) *Cessation of employment*

If a participant ceases to be a director or employee of the Group by reason of death, injury, disability, redundancy or retirement or by reason of his office or employment being with a company or business which is transferred out of the Group, his award is exercisable within six months of the date of cessation, unless the Remuneration Committee permits a longer exercise period. An award is exercisable only in respect of a pro-rated number of Man Ordinary Shares to which it relates to reflect the proportion of the three year period from grant which has elapsed at the point of cessation of employment.

If a participant ceases to be a director or employee for any other reason, his award may not be exercised unless the Board decides otherwise.

(iv) *Change of control and other corporate events*

In the event of a takeover, reconstruction or winding up of Man, awards may be exercised within one month of the relevant event.

(v) *Variation of capital*

In the event of a variation of share capital of Man, the Remuneration Committee may make such adjustments as it considers appropriate to the number of shares comprised in an award.

(vi) *Alterations*

The Remuneration Committee may make alterations to the rules of the Post-Tax CIP or the terms of any award, provided that any alteration which is to the disadvantage of participants requires their majority consent.

(d) Man Corporate Services (Ireland) Limited Employee Share Acquisition Plan (the “**Irish Share Acquisition Plan**”).

The Irish Share Acquisition Plan is a tax-approved employee share plan in Ireland operated by an Irish resident trust. Allocations under the Irish Share Acquisition Plan have been made to employees who are tax resident in Ireland.

Under the Irish Share Acquisition Plan, participants can sacrifice some or all of their bonus and salary into the Irish Share Acquisition Plan (subject to an annual limit). The trustees then purchase and allocate Man Ordinary Shares to participants and hold the Man Ordinary Shares on their behalf.

The last allocations of Man Ordinary Shares were made in 2011 following which all Irish employees were transferred out of Man. There is currently no intention to make any further allocations of Man Ordinary Shares under the Irish Share Acquisition Plan.

(i) *Vesting*

In normal circumstances, Man Ordinary Shares must be held by the trustees for a minimum of two years. If the Man Ordinary Shares are withdrawn or sold after two years and before three years, the participant will incur tax charges. If the Man Ordinary Shares are held by the trustees for three years or more, they can be withdrawn or sold by the participant without incurring any tax charges.

(ii) *Leavers*

Generally, if a participant ceases to be an employee, he must still leave his Man Ordinary Shares in the Irish Share Acquisition Plan for at least two years. As with non-leavers, he can then choose to withdraw or sell the Man Ordinary Shares at that stage and pay the relevant tax or leave the Man Ordinary Shares in the Irish Share Acquisition Plan for three years or more.

However, if a participant ceases employment by reason of death, his estate will be immediately entitled to the Man Ordinary Shares on a tax free basis.

If a participant ceases employment due to injury, disability or redundancy or retirement after the age of 66, the two year period will be treated as coming to an end at the date of cessation of employment and the employee can then either withdraw or sell the Man Ordinary Shares (subject to a tax charge) or leave the Man Ordinary Shares in the Irish Share Acquisition Plan for three years or more.

(iii) *Change of Control and other corporate events*

The Man Ordinary Shares can also be released early in certain change of control events or, alternatively, can be exchanged for new shares in an amalgamation or reconstruction, as defined in the relevant Irish tax legislation.

(iv) *Variation of Capital*

In the event of a variation of the share capital of Man, the Man Ordinary Shares allotted under the Irish Share Acquisition Plan will continue on the same terms and conditions subject to the provisions of the relevant Irish tax legislation, except that any fractional entitlements will be sold by the trustees.

(v) *Alterations*

Man Corporate Services (Ireland) Limited and the trustees may make alterations to the rules of the Irish Share Acquisition Plan, provided that any alteration to an existing allocation requires the consent of the participant in question. All amendments are subject to written prior approval by the Irish tax authorities.

(e) *GLG Legacy Plans*

Following the acquisition of GLG in 2010, a number of awards relating to shares in GLG were adjusted so as to be awards of equivalent value relating to Man Ordinary Shares. A small number of these awards remain outstanding, all of which are held by partners (not employees). The latest vesting date under any of these awards falls in June 2013. These awards remain subject to the original GLG plans under which they were granted.

(f) *Special Trust Option*

Under the Special Trust Option, one individual holds an option over 26,028 Man Ordinary Shares held by Man's employee trust. This option has an exercise price of 173.4 pence per Man Ordinary Share. This option will lapse if not exercised on or before 30 September 2012.

9. DIVIDEND POLICY AND HISTORY

Dividend Policy

Man's dividend policy is, and New Man's dividend policy is expected to be, to pay at least 100 per cent. of adjusted management fee earnings per share in each financial year by way of ordinary dividend. In addition, the Group expects to generate significant surplus capital over time, primarily from net performance fee earnings. Available surpluses, after taking into account required capital, potential strategic opportunities and a prudent buffer, will be distributed to shareholders over time, by way of higher dividend payments and/or share repurchases. Whilst the Board continues to consider dividends as the primary method of returning capital to shareholders, it will continue to execute share repurchases when advantageous. As previously stated by Man, the Board expects to propose a final dividend for the year to 31 December 2012 of 12.5 US cents per share, to give a total dividend of 22 US cents per share, of which an interim dividend of 9.5 US cents per share was paid on 4 September 2012.

Dividend History

<u>Payment Date</u>	<u>Amount per share (pence)</u>	<u>Ex-dividend date</u>	<u>Record date</u>	<u>DRIP*</u>	<u>Drip* share price (pence)</u>	<u>Drip* share purchase date</u>
04/09/12	6.12	15/08/12	17/08/12	Yes	73.85	04/09/12
17/05/12	4.38	25/04/12	27/04/12	Yes	78.87	17/05/12
13/12/11	5.95	23/11/11	25/11/11	Yes	133.58	13/12/11
19/07/11	7.68	29/06/11	01/07/11	Yes	236.90	19/07/11
14/12/10	5.91	24/11/10	26/11/10	Yes	287.57	14/12/10
20/07/10	17.20	30/06/10	02/07/10	Yes	214.44	21/07/10
17/12/09	11.89	25/11/09	27/11/09	Yes	309.98	17/12/09
21/07/09	15.47	01/07/09	03/07/09	Yes	280.34	21/07/09

* Man offers, and New Man intends to offer, a Dividend Reinvestment Plan (DRIP) which gives shareholders the opportunity to use their dividend to purchase further Man Ordinary Shares and New Man Ordinary Shares, respectively. New Man Shareholders receive as many whole shares as can be bought with their dividend, taking into account any costs of the DRIP. Any residual monies left, after purchasing the shares out of the dividend payment, will be added to the next dividend payment.

10. SUBSIDIARIES

- 10.1 New Man will be the holding company of the Group as of the Scheme Effective Date.
- 10.2 Subject to the Scheme becoming effective, New Man will have the following significant subsidiary undertakings, each of which is incorporated or organised in and has its registered office as set out below, and is wholly-owned, either directly or indirectly, by Man and consolidated into Man's annual financial statements:

<u>Company Name</u>	<u>Country of Incorporation or Organisation</u>	<u>Registered Office</u>	<u>Principal Activities</u>	<u>Percentage held by New Man or by subsidiary undertakings of New Man</u>
Man Group plc	England	Riverbank House 2 Swan Lane London EC4R 3AD	Holding Company	100%
Man Investments Limited	England	Riverbank House 2 Swan Lane London EC4R 3AD	Asset Management	100%
Man Investments AG	Switzerland	Huobstrasse 3 8808 Pfäffikon SZ Switzerland	Asset Management	100%
FRM Investments (USA) LLC	US	Advanced Corporate Services Inc. 100 N. LaSalle Suite 500 Chicago, IL 60602 USA	Asset Management	100%
Man Investments (CH) AG	Switzerland	Huobstrasse 3 8808 Pfäffikon SZ Switzerland	Asset Management	100%
GLG Partners LP	England	One Curzon Street London W1J 5HB	Asset Management	100% ⁽¹⁾
E D & F Man Limited	England	Riverbank House 2 Swan Lane London EC4R 3AD	Group Services Company	100%
Man Investments Finance Limited	England	Riverbank House 2 Swan Lane London EC4R 3AD	Group Treasury and Holding Company	100%

(1) By virtue of Man's 100 per cent. ownership of the general partner of GLG Partners LP (the "**Partnership**"), GLG Partners Limited, which controls the Partnership.

11. WORKING CAPITAL

New Man is of the opinion that, taking account of bank facilities and cash available to the Group, the Group has sufficient working capital for its present requirements, that is for at least 12 months following the date of publication of this Prospectus.

12. SIGNIFICANT CHANGE

There has been no significant change in the trading or financial position of the Group since 30 June 2012, the end of the last financial period for which financial information has been published.

13. MATERIAL CONTRACTS

The following contracts (not being contracts entered into in the ordinary course of business) have been entered into by a member of the Group within the two years immediately preceding the date of this Prospectus and are, or may be, material or have been entered into at any time by any

member of the Group and contain provisions under which any member of the Group has an obligation or entitlement which is, or may be, material to the Group at the date of this Prospectus:

13.1 *Acquisition of GLG Partners, Inc.*

On 14 October 2010 (the “**GLG Completion Date**”), Man completed its acquisition of GLG by way of a merger in accordance with the General Corporation Law of the State of Delaware (the “**GLG Acquisition**”). In connection with the GLG Acquisition, the following material contracts were entered into by Man:

Lock-up agreements

Each of Noam Gottesman, Pierre Lagrange, and Emmanuel Roman, together with their related trusts and affiliate entities, (the “**GLG Principals**”) entered into separate share lock-up agreements with Man dated 14 October 2010 (each a “**GLG Share Lock-up Agreement**”) in respect of the Man Ordinary Shares that were issued and credited to each GLG Principal in accordance with the conditions of the GLG Acquisition (the “**GLG Man Ordinary Shares**”), details of which are set out below. Under the terms of each GLG Share Lock-up Agreement, the GLG Man Ordinary Shares are restricted from being disposed of for a period of three years from the GLG Completion Date, subject to the right of each of the GLG Principals to dispose of up to one third of his GLG Man Ordinary Shares which are subject to his GLG Share Lock-up Agreement after the second anniversary of the GLG Completion Date. There are certain limited customary exceptions to the lock-ups including, in the case of Noam Gottesman, an exception that has permitted Noam Gottesman to dispose of certain of the GLG Man Ordinary Shares received by him in the first year following the GLG Completion Date in order to realise funds to satisfy tax liabilities incurred by him in connection with the GLG Acquisition.

GLG Principal	GLG Man Ordinary Shares subject to lock-up
Noam Gottesman	5,019
Pierre Lagrange	5,019
Emmanuel Roman	1,591
Gottesman GLG Trust and affiliate entities	63,942,242*
Lagrange GLG Trust	63,942,242
Roman GLG Trust	19,527,827

* On 5 November 2010, the Gottesman GLG Trust sold 22,000,000 GLG Man Ordinary Shares to satisfy certain tax liabilities incurred in connection with the GLG Acquisition, thereby reducing its holding of GLG Man Ordinary Shares to 41,942,242.

13.2 *Sale of interest in BlueCrest*

On 22 March 2011, Man Group Holdings Limited (“**MGHL**”), a wholly owned subsidiary of Man, disposed of its entire interest in BlueCrest for US\$633 million (the “**BlueCrest Disposal**”). The consideration received by MGHL comprised:

- US\$496 million of cash;
- US\$100 million of loan notes issued by BlueCrest (the “**New BlueCrest Loan Notes**”); and
- the redemption in cash at par of the US\$37 million of loan notes issued by BlueCrest to MGHL in 2007.

The New BlueCrest Loan Notes, which carried a 6 per cent. cash coupon, were to be repayable in 2016, although BlueCrest had the right to repay the New BlueCrest Loan Notes before such date. In addition, in certain circumstances, the maturity of the New BlueCrest Loan Notes could have been extended by BlueCrest (potentially increasing the coupon), but it was agreed that the final maturity date would not be later than April 2019. The terms of the New BlueCrest Loan Notes provided that they were transferable in limited circumstances, including to BlueInvestments 2 L.P. (“**BlueInvestments**”), an entity owned and/or managed by one of the founders of BlueCrest, Michael Platt.

On 29 June 2012, BlueInvestments acquired all of the New BlueCrest Loan Notes from MGHL.

In connection with the BlueCrest Disposal, the following material contract was entered into by MGHL:

Framework Agreement dated 22 March 2011

MGHL, Man Principal Strategies Corporation and various BlueCrest entities, amongst others, entered into a framework agreement dated 22 March 2011 (the “**Framework Agreement**”) which contains various obligations in relation to the BlueCrest Disposal.

Under the Framework Agreement, the entities within the Group which were parties to the Framework Agreement gave basic warranties relating to their capacity and authority, solvency and title to their interests in BlueCrest. In addition, save in specified circumstances, each of those entities waived any claims against various members of the BlueCrest group in respect of their interests in BlueCrest irrespective of whether or not they were aware of any claim at completion.

13.3 *Acquisition of Ore Hill*

On 3 May 2011 (the “**Ore Hill Closing Date**”), Man, through its US subsidiaries, took full ownership of Ore Hill Partners LLC and Ore Hill Partners Capital Management LLC (together “**Ore Hill**”) for predominantly share-based consideration (the “**Ore Hill Acquisition**”). Man had in 2008 previously acquired a stake of approximately 50 per cent. in Ore Hill.

In connection with the Ore Hill Acquisition, the following material contracts were entered into by Man:

Lock-up agreements

Each of Frederick Wahl and Benjamin E. Nickoll, together with their related trusts and affiliate entities, (the “**Ore Hill Principals**”) entered into separate share lock-up agreements with Man dated 3 May 2010 (each an “**Ore Hill Share Lock-up Agreement**”) in respect of the Man Ordinary Shares that were issued and credited to each Ore Hill Principal in accordance with the conditions of the Ore Hill Acquisition (the “**Ore Hill Man Ordinary Shares**”), details of which are set out below. Under the terms of each Ore Hill Share Lock-up Agreement, the Ore Hill Man Ordinary Shares are restricted from being disposed of until 31 December 2013, subject to the right of each of the Ore Hill Principals to dispose of up to one third of his Ore Hill Man Ordinary Shares which are subject to his Ore Hill Share Lock-up Agreement after the second anniversary of the Ore Hill Closing Date. There are certain limited customary exceptions to the lock-ups including an exception that permits an Ore Hill Principal to dispose of certain of the Ore Hill Man Ordinary Shares received by him in certain circumstances in order to realise funds to satisfy tax liabilities incurred by him in connection with the Ore Hill Acquisition.

<u>Ore Hill Principal</u>	<u>Ore Hill Man Ordinary Shares subject to lock-up</u>
Frederick Wahl	1,436,818
Benjamin E. Nickoll	2,119,221
Wahl Children 2003 Trust	71,256
Nickoll Children 2003 Trust	142,890

13.4 *US\$1.56 billion Revolving Credit Facility with Barclays Bank plc*

On 22 July 2011, Man Investments Finance Limited, Man Investments Limited, Man Investments (UK) Limited, Man-AHL (USA) Limited, GLG Partners International Ltd, GLG Partners UK Ltd, GLG Partners LP (acting by its general partner, GLG Partners Limited) and GLG Partners Investment Funds UK Limited (as borrowers) and Man and Man Investments Finance Limited (as guarantors) entered into an agreement (as amended and restated pursuant to an amendment and restatement agreement dated 7 September 2012) (the “**Revolving Facility Agreement**”) with Barclays Bank plc as agent and the financial institutions listed therein for an unsecured revolving credit facility of US\$1,560,000,000 (the “**Revolving Credit Facility**”). As of 20 September 2012, the amount of the Revolving Credit Facility was reduced by US\$35,000,000 to US\$1,525,000,000, being equal to the participation of one lender who exited the Revolving Credit Facility on that date.

The Revolving Credit Facility comprises a multicurrency revolving facility. The purpose of the Revolving Credit Facility is for financing the general corporate purposes of the Group (including for the avoidance of doubt, the making of acquisitions). Each advance made under the Revolving Facility Agreement is to be repaid on the last day of the interest period applicable to that advance and may be re-borrowed. The initial maturity date of the Revolving Facility Agreement is 22 July 2016, but the maturity date may be extended in respect of individual lenders to 22 July 2017 or 22 July 2018 (provided notice of such extension is provided, respectively, by the end of the first and second anniversaries of the date of the Revolving Facility Agreement), with such lender's agreement. The Revolving Facility Agreement has recently been extended to 22 July 2017 for an amount of US\$1,320,000,000 for the extended period.

Under the terms of the Revolving Facility Agreement, in circumstances involving a change of control or likely change of control of Man, Man is required to notify the Agent promptly upon becoming aware thereof (who will in turn notify the lenders). Upon receipt of such notification, each lender is entitled to request certain changes to the Revolving Facility Agreement, or otherwise must notify the Agent that it is prepared to continue to participate in the Revolving Facility Agreement on the terms and conditions set out therein or that it is not prepared to continue on any terms. All remaining lenders to the facility as at 21 September 2012 (being the latest practicable date prior to publication of this Prospectus) have confirmed to the agent that they are willing to continue to participate in the Revolving Facility Agreement on the terms and conditions currently set out therein following the change of control of Man which will occur as a result of the Scheme.

The prompt performance by the borrowers of their obligations under the finance documents including the Revolving Facility Agreement is guaranteed by the guarantors. The representations, warranties, undertakings and events of default contained in the Revolving Facility Agreement are of a type usual for a transaction of this nature entered into at that time.

13.5 *Acquisition of FRM Holdings*

On 17 July 2012, Man Group UK Limited ("**Man Group UK**") completed its acquisition of FRM Holdings by way of scheme of arrangement under Jersey law (the "**FRM Acquisition**"). Under the terms of the FRM Acquisition, no consideration was paid up front, with contingent consideration dependent on asset retention and investment management performance. The contingent consideration payment comprises:

- two earn out payments, payable in cash following the first and third anniversaries of completion, on a sliding scale dependent on levels of run rate net management fees, as follows:
 - after one year, up to US\$47.5 million;
 - after three years, up to US\$66.5 million; and
 - 47.5 per cent. of net performance fees generated from FRM Holdings' existing assets in the three years after completion, capped at US\$60.8 million.

Man Group UK also agreed to pay an estimated US\$71.7 million in cash for an anticipated US\$102.9 million of FRM Holdings' net assets, principally cash, representing a discount to book value of approximately US\$31.2 million, subject to completion balance sheet adjustments.

In connection with the FRM Acquisition, the following material contracts were entered into by Man Group UK:

Implementation Agreement dated 21 May 2012

Man Group UK, RBH Holdings (Jersey) Limited (a wholly-owned subsidiary of Man Group UK) ("**RBH**"), FRM Holdings and Adam Street Representative Limited (the "**Sellers' Representative**") entered into an implementation agreement dated 21 May 2012 (the "**Implementation Agreement**") which contains certain obligations in relation to the implementation of the scheme of arrangement relating to the FRM Acquisition (the "**FRM Scheme**").

Under the Implementation Agreement, RBH has given certain warranties to FRM Holdings and the Sellers' Representative, acting on behalf of the selling shareholders of FRM Holdings, including that (i) it has the necessary cash resources available to meet its obligations under the FRM Scheme

and (ii) it has fully disclosed the details of all arrangements between itself and Sumitomo Mitsui Trust Bank, Limited (“**SMTB**”) and will continue to keep FRM Holdings and the Sellers’ Representative fully informed of any material amendments to the terms of the strategic relationship agreement entered into with SMTB during the three years from 17 July 2012, to the extent that such changes may affect the amount of any deferred consideration which the relevant shareholders under the FRM Scheme may have been entitled to receive.

In addition, under the terms of the Implementation Agreement and the FRM Scheme, Man Group UK has agreed unconditionally and irrevocably to guarantee that RBH will perform when due any and all of its obligations relating to the FRM Acquisition, including payment by RBH of the deferred consideration under the FRM Scheme. Man has agreed that if RBH fails to make any payment when it is due, it shall on demand pay the relevant amount to the Sellers’ Representative on behalf of FRM Holdings’ previous shareholders (other than SMTB) as if it were Man Group UK’s obligation to make the payment in the first place.

Strategic Relationship Agreement dated 21 May 2012

SMTB participated in the FRM Scheme by exchanging its shares in FRM Holdings for the issue of certain preference shares in RBH (the “**Preference Shares**”). The Preference Shares entitle SMTB to receive a cumulative preferential dividend equal to a percentage of certain net management fees and net performance fees (the “**Annual Dividend**”).

Prior to the FRM Acquisition, FRM Holdings and SMTB were parties to a strategic relationship agreement relating to the promotion of interests in certain of the FRM Holdings’ funds of hedge funds in Japan. In connection with the FRM Acquisition, the original strategic relationship agreement was terminated and replaced with a new strategic relationship agreement between SMTB, RBH, FRM Investment Management Limited and Man Group UK dated 21 May 2012 (the “**SRA**”), which became effective on 17 July 2012. As was the case with the original strategic relationship agreement, the SRA contains (i) the terms on which SMTB promotes interests in certain of Man Group UK’s funds of hedge funds in Japan on an ongoing basis and (ii) the terms that govern how SMTB and Man Group UK will co-operate in relation to the promotion of such funds of hedge funds. The SRA has an initial term of 10 years although it can be terminated earlier in certain circumstances.

In addition to the Annual Dividend, SMTB is entitled, pursuant to the SRA, to receive a portion of the management fees in relation to each fund of hedge funds covered by the SRA (the “**Management Fees**”). In certain circumstances specified in the SRA, (i) SMTB also has the option to put its Preference Shares onto Man Group UK and (ii) Man Group UK has a call option over such Preference Shares. Furthermore, under the SRA, Man Group UK guarantees (i) the obligations of RBH in relation to payment of the Annual Dividend and (ii) the obligations of FRM Investment Management Limited in relation to payments of the Management Fees.

13.6 Sponsor’s Agreement

On 24 September 2012, an agreement was entered into between Man, New Man and Merrill Lynch International, whereby Merrill Lynch International agreed to act as sponsor to New Man in connection with the applications for Admission and the publication of this Prospectus. Pursuant to this agreement, each of Man and New Man has agreed to provide Merrill Lynch International with certain indemnities, undertakings and warranties in connection with its role as New Man’s sponsor and as Man’s financial adviser. The indemnities provided by each of Man and New Man indemnify Merrill Lynch International against claims made against it or losses incurred in connection with its role as sponsor to New Man and financial adviser to Man, subject to certain exceptions.

14. RELATED PARTY TRANSACTIONS

Save as disclosed in the following paragraphs, there are no related party transactions between New Man or Man and its related parties that were entered into during financial years ended 31 March 2011, 2010 and 2009 or during the period between 1 April 2011 and 21 September 2012 (being the latest practicable date prior to the date of this Prospectus).

During the financial year ended 31 March 2009 and as disclosed in note 27 of the Group financial statements for such period, Man entered into arm’s length asset management transactions with related parties with a total value of US\$458 million.

During the financial year ended 31 March 2010 and as disclosed in note 24 of the Group financial information for such period, Man entered into arm's length asset management transactions with related parties with a total value of US\$445 million.

During the financial year ended 31 March 2011 and as disclosed in note 17 of the Group financial statements for such period, Man entered into arm's length asset management transactions with related parties with a total value of US\$314 million.

During the nine months ended 31 December 2011 and as disclosed in Note 17 of the Group financial statements for such period, Man entered into arm's length asset management transactions with related parties with a total value of US\$177 million.

During the six months ended 30 June 2012 and as disclosed in Note 17 of the Group interim results announcement for such period, Man entered into arm's length asset management transactions with related parties with a total value of US\$117 million.

15. SOURCES OF INFORMATION

- 15.1 Unless otherwise stated, financial information relating to Man or the Group has been extracted or provided (without material adjustment) from Man's unaudited consolidated financial information for the six months ended 30 June 2012, the annual reports and audited consolidated financial statements for the nine months ended 31 December 2011 and the three financial years ended 31 March 2010, 2009 and 2008.

16. CONSENTS

- 16.1 Merrill Lynch International has given and has not withdrawn its written consent to the inclusion in this Prospectus of its name and the references thereto in the form and context in which they are included.
- 16.2 PricewaterhouseCoopers LLP, whose address is 1 Embankment Place, London, WC2N 6RH, United Kingdom, is a member firm of the Institute of Chartered Accountants in England and Wales and has given and not withdrawn its written consent to the inclusion of its report in Part 7: Financial Information on New Man of this Prospectus, in the form and context in which it appears, and has authorised the contents of such part of this Prospectus which comprises such report for the purposes of paragraph 5.5.3R(2)(f) of the Prospectus Rules.

17. TAXATION

- 17.1 Under current UK taxation legislation as at the date of this Prospectus, no UK withholding tax will be deducted from dividends received on the New Man Ordinary Shares.

18. GENERAL

- 18.1 The total costs, charges and expenses payable by New Man in connection with the Proposals and Admission are estimated to be approximately £3.8 million (exclusive of VAT).
- 18.2 The New Man Ordinary Shares will be admitted with ISIN GB00B83VD954 and SEDOL number B83VD95.

19. DOCUMENTS FOR INSPECTION

- 19.1 Copies of the following documents will be available for inspection during normal business hours on any weekday (Saturday, Sundays and public holidays excepted) at the offices of New Man at Riverbank House 2 Swan Lane London EC4R 3AD and the offices of Clifford Chance LLP, 10 Upper Bank Street, London E14 5JJ until Admission:
- (a) New Man's Articles;
 - (b) the report by PricewaterhouseCoopers LLP in respect of the financial information on New Man set out in Part 7: Financial Information on New Man;
 - (c) Man's Consolidated Financial Statements;
 - (d) the Historical Financial Information of New Man;
 - (e) Man's prospectus dated 8 October 2010; and
 - (f) this Prospectus.

Dated: 24 September 2012

PART 9: DEFINITIONS

The following definitions apply throughout this Prospectus unless the context otherwise requires:

“1985 Act”	the Companies Act 1985 of the United Kingdom.
“2006 Act”	the Companies Act 2006 of the United Kingdom.
“2013 Senior Fixed Rate Notes”	the US\$250 million fixed rate notes due 1 August 2013 issued by Man under the EMTN Programme.
“2015 Senior Fixed Rate Notes”	the €600 million fixed rate notes due 18 February 2015 issued by Man under the Group’s US\$3 billion Euro Medium Term Note Programme.
“2015 Subordinated Floating Rate Notes”	the US\$400 million Floating Rate Step-Up Subordinated Notes issued by Man due 22 September 2015.
“2017 Subordinated Fixed Rate Notes”	the US\$232 million of the 2015 Subordinated Floating Rate Notes issued by Man exchanged at par into new seven year subordinated fixed rate notes due 9 August 2017.
“Acts”	the 1985 Act and the 2006 Act, as amended or re-enacted.
“Admission”	the admission of the New Man Ordinary Shares by the FSA to the premium listing segment of the Official List and to trading on the London Stock Exchange’s main market for listed securities and “Admission becoming effective” means admission becoming effective in accordance with the Listing Rules and the Admission and Disclosure Standards published by the London Stock Exchange.
“AGM”	Annual General Meeting.
“AHL”	the Man Group’s managed futures manager.
“AIFMD”	the Alternative Investment Fund Managers Directive.
“Annual Dividend”	has the meaning given to it in paragraph 13.5 of Part 8: Additional Information of this Prospectus.
“Anticipated Nominal Value”	has the meaning given to it on page 47 of this Prospectus.
“Articles”	the articles of association of New Man as adopted by New Man with effect from the Scheme Effective Time.
“Audit and Risk Committee”	the Audit and Risk Committee of Man or, following the Scheme becoming Effective, of New Man.
“BlueCrest Disposal”	the disposal by Man Group Holdings Limited of its entire interest in BlueCrest for US\$633 million.
“BlueInvestments”	BlueInvestments 2 L.P., an entity owned and/or managed by one of the founders of BlueCrest, Michael Platt.
“Board”	the Current Directors and the Proposed Directors.
“Bribery Act”	the United Kingdom Bribery Act 2010.
“Business Day”	a day (other than Saturday or Sunday or a public holiday) on which banks are generally open in London for the transaction of general banking business.
“Capital Requirements Directive IV”	the European Commission’s proposals published on 20 July 2011 comprising a draft regulation and a draft directive to implement Basel III (through amendments to the Capital Requirements Directive).

“certificated form”	in relation to a share, a title to which is recorded in the relevant register as being held in certificated form (that is, not in CREST).
“Circular”	the circular dated 24 September 2012 sent to Man Shareholders in connection with the Proposals.
“Company”	New Man.
“Conditions”	the conditions to the implementation of the Scheme set out in paragraph 5 of Part 2 of the Circular.
“Consolidated Financial Statements”	Man’s unaudited consolidated financial information for the six months ending 30 June 2012, audited consolidated financial information for the nine months ended 31 December 2011 and audited consolidated financial statements for the years ended 31 March 2011, 2010 and 2009 (each prepared in accordance with IFRS in effect at the time of their respective preparation and incorporated by reference into this Prospectus).
“Court Meeting”	the meeting of Man Shareholders to be convened by an order of the Court pursuant to Part 26 of the 2006 Act, notice of which is set out in Part 6 of the Circular, to consider and, if thought fit approve, the Scheme, including any adjournment thereof.
“Court Orders”	the First Court Order and the Second Court Order.
“Court”	the High Court of Justice in England and Wales.
“CRA”	Claim Resolution Agreement.
“Credit Rating Agencies Regulation”	Regulation (EC) No 1060/2009 of the European Parliament and of the Council of 16 September 2009 on credit rating agencies.
“CREST”	the relevant system (as defined in the Regulations) in respect of which Euroclear is the operator (as defined in the Regulations).
“Current Directors”	the directors of New Man as at the date of this Prospectus, being Peter Clarke, Emmanuel Roman and Jonathan Sorrell.
“DBSOP”	the Man Group 2010 Deferred Bonus Share and Option Plan.
“Directors”	the Current Directors and the Proposed Directors.
“Disclosure and Transparency Rules”	the disclosure rules and transparency rules made by the FSA under Section 73A of the FSMA.
“DSP”	the Man Group plc Deferred Share Plan.
“Effective”	the Scheme having become effective pursuant to its terms.
“EMTN Programme”	the Group’s US\$3 billion Euro Medium Term Note Programme.
“ESOS”	the Man Group Executive Share Option Scheme 2001.
“Euroclear”	Euroclear UK & Ireland Limited.
“European Commission”	the Commission of the European Union.
“European Union”	the economic and political union of European nations created on 1 November 1993 by the Treaty on European Union.
“Exchange Rate”	the rate of conversion of sterling into US dollars which appears on Reuters page FX Fix Summary showing as being fixed at 3.30 p.m. (London time); or if such page is not available, the rate of conversion of sterling into US dollars which appears on Bloomberg page BFix showing as being fixed at 3.30 p.m. (London time); or if such page is not available, the rate of conversion of sterling into US dollars as shown in The Financial

	Times (London Edition), in each case on the Business Day immediately preceding the relevant calculation date.
“Executive Committee”	the Executive Committee of Man or, following the Scheme becoming Effective, of New Man.
“FATCA”	has the meaning given to it on page 31 of this Prospectus.
“FCPA”	the US Foreign Corrupt Practices Act.
“First Court Hearing”	the hearing by the Court to sanction the Scheme and confirm the related reduction in the share capital of Man at which the First Court Order will be sought.
“First Court Order”	the order of the Court sanctioning the Scheme under Part 26 of the 2006 Act and confirming the related reduction in the share capital of Man.
“Forms of Proxy”	the blue form of proxy for use at the Court Meeting and the white form of proxy for use at the General Meeting and a “Form of Proxy” means either of them as the context requires.
“Framework Agreement”	the framework agreement dated 22 March 2011, entered into by, amongst others, MGHL, Man Principal Strategies Corporation and various BlueCrest entities which contains various obligations in relation to the BlueCrest Disposal.
“FRM”	the combined business of FRM Holdings and Man’s Multi-Manager Business trading under the FRM brand with effect from 17 July 2012.
“FRM Acquisition”	the acquisition of FRM Holdings by Man Group UK completed on 17 July 2012.
“FRM Holdings”	FRM Holdings Limited.
“FRM Scheme”	the scheme of arrangement relating to the FRM Acquisition.
“FSA”	the UK Financial Services Authority or any successor entity or entities.
“FSMA”	the Financial Services and Markets Act 2000 of the United Kingdom as amended and for the time being in force.
“FUM”	funds under management.
“Fund Product”	any or all of the following, as the context may require: <ul style="list-style-type: none"> (i) a collective investment scheme, company, unit trust, partnership, note or derivative instrument, bond or other investment vehicle or arrangement in which investors invest and in respect of which any subsidiaries and/or joint ventures of Man and/or of any member within the Group directly or indirectly provides investment management, advisory, structuring, risk management, operational or other services; and/or (ii) a collective investment scheme, company, unit trust, partnership, note or derivative instrument, bond or other investment vehicle or arrangement owned, managed or advised by any subsidiaries and/or joint ventures of Man and/or of any member within the Group and used directly or indirectly to facilitate or effect the allocation of investor capital to underlying hedge fund strategy and other investment exposures from an investor-facing investment vehicle in respect of which any subsidiaries and/or joint ventures of Man and/or of any member within the Group

	directly or indirectly provides investment management, advisory, structuring, risk management, operational or other services.
“General Meeting”	the general meeting of Man Shareholders (and any adjournment thereof) convened for the purposes of considering and, if thought fit, approving the Resolutions.
“GLG”	GLG Partners, Inc., a Delaware corporation.
“GLG Acquisition”	the acquisition by Man of GLG by way of a merger.
“GLG Completion Date”	14 October 2010.
“GLG Legacy Plans”	certain historic GLG share arrangements relating to Man Ordinary Shares following the acquisition of GLG which are all due to vest (at the latest) by June 2013.
“GLG Man Ordinary Shares”	the Man Ordinary Shares that were issued and credited to each GLG Principal in accordance with the conditions of the GLG Acquisition.
“GLG Principals”	Noam Gottesman, Pierre Lagrange and Emmanuel Roman, together with their related trusts and affiliate entities.
“GLG Share Lock-up Agreement”	the share lock-up agreements dated 14 October 2010 separately entered into by each of the GLG Principals and Man.
“Group”	<ul style="list-style-type: none"> (i) prior to the Scheme Effective Time, Man and its subsidiary undertakings and/or, as the context requires, New Man and the Subsidiary; and (ii) after the Scheme Effective Time, New Man and its subsidiary undertakings (which, from the Scheme Effective Time, includes Man).
“Historical Financial Information of New Man”	the audited consolidated financial information of New Man and the Subsidiary contained in Part 7: Financial Information on New Man.
“HMRC”	Her Majesty’s Revenue and Customs.
“Implementation Agreement”	the implementation agreement dated 21 May 2012 entered into by Man Group UK, RBH Holdings (Jersey) Limited (a wholly-owned subsidiary of Man Group UK), FRM Holdings and Adam Street Representative Limited in relation to the implementation of the FRM Scheme relating to the FRM Acquisition.
“IT”	information technology.
“IFRS”	international financial reporting standards and international accounting standards and interpretations thereof, approved or published by the International Accounting Standards Board and adopted by the European Union.
“LIBOR”	the London Interbank Offered Rate.
“Listing Rules”	the listing rules provided by the FSA under Part VI of FSMA and forming part of the FSA’s Handbook of rules and guidance as from time to time amended.
“LSE” or “London Stock Exchange”	the London Stock Exchange plc or its successor.
“Man”	Man Group plc, a public limited company incorporated in England and Wales (registered number 02921462).
“Management Fees”	has the meaning given to it in paragraph 13.5 of Part 8: Additional Information of this Prospectus.

“Man A Share”	the non-voting redeemable A share of £1 in the capital of Man, to be issued and allotted pursuant to Resolution 1 to be proposed at the General Meeting.
“Man Articles”	the articles of association of Man.
“Man Board”	the directors of Man as at the date of this Prospectus.
“Man Deferred Sterling Shares”	the deferred sterling shares of £1 each in the capital of Man in issue prior to the Scheme Effective Date.
“Man Group UK”	Man Group UK Limited.
“Man Ordinary Shares”	ordinary shares of 3¾ US cents each in the capital of Man in issue prior to the Scheme Effective Date.
“Man Scheme New Ordinary Shares”	the ordinary shares of 3¾ US cents each in the capital of Man to be issued to New Man pursuant to the Scheme.
“Man Share Plans”	the Man Group Sharesave Scheme, the Man Group Executive Share Option Scheme 2001, the Man Group 2006 Long Term Incentive Plan, the Man Group 2010 Sharesave Scheme, the Man Group plc 2011 Executive Share Option Plan, the Man Group plc Deferred Share Plan, the Man Group plc Partner Deferred Share Plan and the Man Group 2010 Deferred Bonus Share and Option Plan, the Man Group plc Fund Product Plan, the Man Group plc Partner Fund Product Plan, the GLG Legacy Plans, the Corporate Services (Ireland) Limited Employee Share Acquisition Plan and the Special Trust Option.
“Man Shareholder”	a holder of the time being of Man Ordinary Shares.
“Man Statement of Capital”	the statement of capital (approved by the Court) showing with respect to Man’s share capital, as altered by the First Court Order confirming the reduction of the share capital of Man, the information required by section 649 of the 2006 Act.
“Meetings”	the Court Meeting and the General Meeting.
“MGHL”	Man Group Holdings Limited.
“Moody’s”	Moody’s Investors Service Ltd.
“MIFL”	Man Investments Finance Ltd.
“New BlueCrest Loan Notes”	the US\$100 million of loan notes issued by BlueCrest.
“New Man”	Man Strategic Holdings plc, a public limited company incorporated in England and Wales (registered number 08172396), which, from the Scheme Effective Date, will be the holding company of the Group.
“New Man Deferred Sterling Shares”	the deferred sterling shares of £1 each in New Man in issue prior to the Scheme Effective Date.
“New Man Ordinary Shares”	<ul style="list-style-type: none"> (i) prior to the New Man Reduction of Capital, the ordinary shares of 136 US cents (or such other nominal value as New Man shall resolve on or prior to the date on which the Court is asked to sanction the Scheme each in New Man) each in the capital of New Man; and (ii) after the New Man Reduction of Capital, the ordinary shares of 3¾ US cents each in the capital of New Man.
“New Man Reduction of Capital”	the proposed reduction of New Man’s share capital after the Scheme becomes Effective.
“New Man Shareholder”	a holder of New Man Ordinary Shares from time to time.

“New Man Share Plans”	the New Man 2012 Sharesave Scheme, the New Man 2012 Executive Share Option Plan, the New Man 2012 Long Term Incentive Plan, the New Man 2012 Deferred Share Plan, the New Man 2012 Partner Deferred Share Plan, the New Man 2012 Deferred Bonus Share and Option Plan, the New Man 2012 Fund Product Plan and the New Man 2012 Partner Fund Product Plan.
“New Man Statement of Capital”	the statement of capital (approved by the Court) showing with respect to New Man’s share capital, as altered by the Second Court Order confirming the New Man Reduction of Capital, the information required by section 649 of the 2006 Act.
“New Man Subscriber Shareholders”	a holder of New Man Subscriber Shares.
“New Man Subscriber Shares”	the two subscriber ordinary shares with a nominal value of 1 US cent each in the capital of New Man.
“Nomination Committee”	the nomination committee of Man or, following the Scheme becoming Effective, of New Man.
“Notice of General Meeting”	the notice of the General Meeting set out in Part 7 of the Circular.
“Official List”	the Official List of the UKLA.
“Ore Hill”	Ore Hill Partners LLC and Ore Hill Partners Capital Management LLC.
“Ore Hill Acquisition”	has the meaning given to it in paragraph 13.3 of Part 8: Additional Information of this Prospectus.
“Ore Hill Closing Date”	3 May 2011.
“Ore Hill Man Ordinary Shares”	the Man Ordinary Shares that were issued and credited to each Ore Hill Principal in accordance with the conditions of the Ore Hill Acquisition.
“Ore Hill Principals”	Frederick Wahl and Benjamin E. Nickoll, together with their related trusts and affiliate entities.
“Ore Hill Share Lock-up Agreement”	the share lock-up agreements dated 3 May 2010 separately entered into by each of the Ore Hill Principals and Man.
“Overseas Shareholders”	Man Shareholders who are resident in, ordinarily resident in, or citizens of, jurisdictions outside the United Kingdom.
“Perpetual Subordinated Capital Securities”	the US\$300 million Perpetual Subordinated Capital Securities issued by Man on 7 May 2008.
“pounds sterling”, “sterling”, “£”, “pence” or “p”	have the meaning given to them on page 35 of this Prospectus.
“Preference Shares”	has the meaning given to it in paragraph 13.5 of Part 8: Additional Information of this Prospectus.
“Proposals”	collectively, the Scheme and the New Man Reduction of Capital.
“Proposed Directors”	the directors of Man who are not Current Directors and who will, prior to Admission, be appointed as directors of New Man, as set out under the heading “Proposed Directors” on page 42.
“Prospectus”	this document.
“Prospectus Directive”	the Directive of the European Parliament and of the Council of 4 November 2003 on the prospectus to be published when securities are offered to the public or admitted to trading (No 2003/71/EC).

“Prospectus Rules”	the rules made for the purposes of Part IV of the FSMA in relation to the offer of securities to the public and the admission to trading on a regulated market.
“Registrar”	Equiniti Limited.
“Registrar of Companies”	the Registrar of Companies in England and Wales.
“Regulations”	the Uncertificated Securities Regulations 2001 of the United Kingdom (SI 2001 No. 3755).
“Relevant Regulators”	means the FSA, Central Bank of Ireland, the Financial Market Supervisory Authority of Switzerland, Bank of Italy, the Hong Kong Securities and Futures Commission, the Monetary Authority of Singapore, the Dubai Financial Services Commission, the Guernsey Financial Services Commission, the Cayman Islands Monetary Authority and the Jersey Financial Services Commission.
“Remuneration Committee”	the Remuneration Committee of Man or, following the Scheme becoming Effective, of New Man.
“Resolutions”	the resolutions to be proposed at the General Meeting as set out in Part 7 of the Circular.
“Revolving Credit Facility”	has the meaning given to it on page 129 of this Prospectus.
“Revolving Facility Agreement”	has the meaning given to it in paragraph 13.4 of Part 8: Additional Information of this Prospectus.
“Sellers’ Representative”	Adam Street Representative Limited.
“Scheme”	the scheme of arrangement proposed to be made under Part 26 of the 2006 Act between Man and the Scheme Shareholders, with or subject to any modification, addition or condition approved or imposed by the Court and agreed by Man, details of which are set out in the Circular.
“Scheme Effective Date”	the date on which this Scheme becomes Effective in accordance with its terms.
“Scheme Effective Time”	the time at which this Scheme becomes Effective on the Scheme Effective Date.
“Scheme Record Time”	6.00 p.m. on the Business Day immediately prior to the date of the Second Court Hearing.
“Scheme Shareholders”	holders of Scheme Shares.
“Scheme Shares”	<ul style="list-style-type: none"> (i) all Man Ordinary Shares in issue at the date of the Scheme and remaining in issue at the Scheme Record Time; (ii) all additional (if any) Man Ordinary Shares in issue 48 hours prior to the Court Meeting at which the Scheme is approved and remaining in issue at the Scheme Record Time; and (iii) all further (if any) Man Ordinary Shares which may be in issue immediately prior to confirmation by the Court of the reduction of capital provided for under the Scheme (as further described in Clause 1 of Part 5 of the Circular) in respect of which the original or any subsequent holders thereof are, or shall have agreed in writing to be, bound by the Scheme and remaining in issue at the Scheme Record Time (and excluding, for the avoidance of doubt, the Man Deferred Sterling Shares and the Man A Share).

“SEC”	the US Securities and Exchange Commission or any successor agency thereto.
“Second Court Hearing”	the hearing by the Court to confirm the New Man Reduction of Capital under section 648 of the 2006 Act at which the Second Court Order will be sought.
“Second Court Order”	the order of the Court confirming the New Man Reduction of Capital under section 648 of the 2006 Act.
“Securities Act”	the United States Securities Act of 1933 (as amended) and the rules and regulations promulgated thereunder.
“Senior Managers”	the senior managers of Group as set out in paragraph 2 (<i>Senior Managers</i>) of Part 3: Directors, Senior Managers, Employees and Corporate Governance.
“Shareholder Approved New Man Share Plans”	has the meaning given to it on page 52 of this Prospectus and in the Circular.
“SMTB”	Sumitomo Mitsui Trust Bank, Limited.
“Solvency II”	Directive 2009/138/EC of the European Parliament and of the Council of 25 November 2009 on the taking-up and pursuit of the business of insurance and reinsurance.
“Standard & Poor’s”	Standard & Poor’s Credit Market Services Europe Limited.
“Special Trust Option”	has the meaning given to it on page 109 of this Prospectus.
“Sponsor”	Merrill Lynch International.
“subsidiary”	shall be construed in accordance with the 2006 Act.
“subsidiary undertaking” and “undertaking”	shall be construed in accordance with the 2006 Act.
“Subsidiary”	Man Finance (UK) Limited.
“UCITS”	Undertakings for Collective Investments in Transferable Securities.
“UK” or “United Kingdom”	the United Kingdom of Great Britain and Northern Ireland.
“UK Corporate Governance Code”	the UK Corporate Governance Code published by the Financial Reporting Council.
“UKLA”	the UK Listing Authority, being the FSA acting in its capacity as the competent authority for the purposes of Part VI of the FSMA.
“uncertificated” or “in uncertificated form”	in relation to a share, title to which is recorded in the relevant register as being held in uncertificated form, in CREST, and title to which, by virtue of the Regulations may be transferred by means of CREST.
“Underlying Third Party Product”	any collective investment scheme, company, unit trust, partnership, note or derivative instrument, bond or other investment vehicle or arrangement in respect of which any third party hedge fund manager or adviser provides investment management or advisory services and to which a Fund Product directly or indirectly allocates capital or otherwise procures investment exposure.
“United States”, “USA” or “US”	the United States of America, its territories and possessions, any state of the United States and the District of Columbia.
“US Dollars”, “US cents” “US\$” or “\$”	the lawful currency of the United States of America.

“US Holder”	a beneficial owner of shares that for US federal income tax purposes is (i) an individual citizen or resident of the United States, (ii) a corporation organised in or under the laws of the United States or its political subdivisions, (iii) a trust subject to the control of a US person and the primary supervision of a US court or (iv) an estate the income of which is subject to US federal income taxation regardless of its source.
“VAT”	<ul style="list-style-type: none"> (i) any tax imposed in compliance with the council directive of 28 November 2006 on the common system of value added tax (EC Directive 2006/112) (including, in relation to the United Kingdom, value added tax imposed by VATA and legislation and regulations supplemental thereto); and (ii) any other tax of a similar nature, whether imposed in a member state of the European Union in substitution for, or levied in addition to, such tax referred to in (i), or elsewhere.
“VATA”	means the Value Added Tax Act 1994.
“Voting Record Time”	6.00 p.m. on 15 October 2012 or, if the General Meeting or Court Meeting is adjourned, 6.00 p.m. on the second calendar day before the date of such adjourned meeting.

All times referred to are London time unless otherwise stated.

All references to legislation in this Prospectus are to the legislation of England and Wales unless the contrary is indicated. Any reference to any provision of any legislation shall include any amendment, modification, re-enactment or extension thereof.

Words importing the singular shall include the plural and vice versa, and words importing the masculine gender shall include the feminine or neutral gender.

