

This document is important and requires your immediate attention. If you are in any doubt as to the action you should take, you should consult immediately your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if you reside elsewhere, another appropriately authorised financial adviser.

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

NOTICE OF 2013 ANNUAL GENERAL MEETING

Man Group plc



Innovating to perform

Chairman's letter



Dear shareholder

2013 Annual General Meeting

I am pleased to invite you to the Annual General Meeting (the "AGM") of Man Group plc (the "Company") to be held at Riverbank House, 2 Swan Lane, London EC4R 3AD on Friday 3 May 2013 at 10.00 am. A summary and explanation of the business of the meeting starts on page 3 and the AGM Notice, which contains the full wording of each resolution, starts on page 6.

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Venue and timing of meeting

Please note that in a change from the previous venue and start time, this year's AGM will be held at Man's offices at Riverbank House at 10.00 am. Tea and coffee will be served from 9.30 am but no refreshments will be provided after the meeting.

Business update

Our Chief Executive Officer, Manny Roman, will give shareholders a short presentation on the progress of and outlook for the Company's business. This will be followed by the opportunity for you to ask questions about business developments or performance, as well as to discuss any of the resolutions before the meeting. This year's meeting includes all the standard AGM business transacted every year.

Shareholder questions

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

Voting

Voting at the meeting will be conducted by poll as this delivers a fairer representation of shareholder views and has become best practice at large company AGMs. Further details of the poll procedure are given on page 7.

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

Attending the meeting

If you are intending to come to the meeting, please complete the Attendance Card attached to the Form of Proxy and send it to our Registrars, Equiniti. This gives us an idea of how many shareholders we can expect. In addition, please bring the Admission Card (also attached to the Form of Proxy) with you, as this will speed up your registration and entry to the meeting. A map showing the location of the meeting venue can be found on page 7.

Voting recommendation

Your directors consider that the resolutions being proposed at the AGM are in the best interests of the Company and its shareholders as a whole and unanimously recommend that you vote in favour of them, as the directors intend to do in respect of their own beneficial holdings.

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Jon Aisbitt, Chairman
Man Group plc, 28 February 2013

Summary and explanation of AGM business

Resolutions

1. To receive the Directors' and Auditors' Reports and the Financial Statements for the year ended 31 December 2012

The Board asks that shareholders receive the above mentioned Reports and Financial Statements which are set out on pages 62 to 104 of the Annual Report for the year ended 31 December 2012.

2. To approve the Remuneration Report for the year ended 31 December 2012

Shareholders are invited to give an advisory vote on this Report which can be found on pages 40 to 61 of the Annual Report.

3. To declare a final dividend for the year ended 31 December 2012

The directors recommend a final dividend of 8.26 pence per ordinary share giving a total dividend of 14.38 pence per ordinary share for the year. If approved, the dividend will be paid on 17 May 2013 to shareholders on the register of members at the close of business on 26 April 2013.

4 – 11. Retirement and reappointment of directors

Under the Company's articles of association, any director appointed by the Board since the last AGM is required to be reappointed by shareholders at the next AGM. Accordingly Jonathan Sorrell, Chief Financial Officer, who was appointed to the Board in June 2012, will be proposed for reappointment by shareholders under Resolution 11. In addition, in line with the provisions of the UK Corporate Governance Code, all of the other directors will retire at this year's AGM and submit themselves for reappointment under Resolutions 4 to 10 which will be proposed as separate resolutions.

Man believes that, based on the findings of the externally facilitated Board evaluation carried out in 2012, all its directors continue to make an effective and valuable contribution to the Board and demonstrate substantial commitment to their role. Further information about Board members, the evaluation process and the Board's collective achievements during the year are given in the Chairman's review and the Corporate governance report contained within the 2012 Annual Report on pages 4 and 26 respectively. Brief biographies for each of the directors seeking reappointment are given below. Alison Carnwath will be retiring from the Board at the end of the AGM and is not seeking reappointment.

4. Jon Aisbitt, Chairman

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

5. Phillip Colebatch (non-executive)

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

6. Frédéric Jolly (non-executive)

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

7. Matthew Lester (non-executive)

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

8. Patrick O'Sullivan, Senior Independent Director

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

9. Emmanuel Roman, Chief Executive Officer

Emmanuel (Manny) Roman joined Man as Chief Operating Officer in October 2010 following the acquisition of GLG. He joined GLG in 2005 as Co-Chief Executive Officer after 18 years with Goldman Sachs where he was Co-Head of Worldwide Global Securities and Co-Head of the European Securities Division. Manny was appointed to the Board as an executive director in May 2011. He was appointed President of Man in August 2012 and Chief Executive Officer on 28 February 2013.

10. Nina Shapiro (non-executive)

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

11. Jonathan Sorrell, Chief Financial Officer

Jonathan Sorrell joined Man in August 2011 as Head of Strategy and Corporate Finance. Before this he spent 13 years at Goldman Sachs in the Investment Management, Securities and Investment Banking Divisions, latterly leading investments in a broad range of hedge fund firms. Jonathan was appointed to the Board as Chief Financial Officer in June 2012. Further information on Jonathan's skills and experience can be found on page 38 of the Annual Report.

12. To reappoint PricewaterhouseCoopers LLP as auditors

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

Summary and explanation of AGM business continued

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

The remuneration of the auditors must be determined by shareholders in a general meeting in such a manner as they consider appropriate. The usual practice, as proposed in Resolution 13, is for shareholders to authorise the directors to agree the auditors' remuneration as the directors are best placed to assess the work involved and decide an appropriate fee.

14. To authorise the directors to allot shares

Paragraph (a) of Resolution 14 seeks authority for the directors to allot ordinary shares up to a nominal amount of US\$20,820,634. Paragraph (b) of Resolution 14 seeks authority for the directors to allot ordinary shares up to a further nominal amount of US\$20,820,634 provided that these shares are allotted pursuant to a rights issue (i.e. offered to existing shareholders in proportion to their existing shareholdings).

The aggregate authority to allot shares sought under Resolution 14 is approximately equivalent to two-thirds of the issued ordinary share capital of the Company as at 28 February 2013 (being the latest practicable date prior to publication of this Notice). This Resolution will remain in force until the AGM in 2014 or, if earlier, the close of business on 30 June 2014.

The authority being sought is in line with the ABI Guidance on directors' authority to allot shares which states that, in addition to directors' requests for authorisation to allot new shares in an amount up to one-third of the existing issued ordinary share capital of a company as proposed in paragraph (a) of Resolution 14, the ABI will regard as routine requests to authorise the allotment of shares in an amount up to a further one-third (as proposed in paragraph (b) of Resolution 14), provided that any shares allotted in an amount exceeding one-third are used solely for a rights issue, the authority is only valid until the next AGM and, should the authority be used, all directors shall retire and stand for reappointment at the following AGM.

The Board has no current plans to make use of the authority sought under Resolution 14, except in respect of the Company's share plans, and is requesting it only to ensure that the Company has the maximum permitted flexibility to manage its capital resources.

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

The effect of Resolution 15 is to renew the directors' existing authority to issue shares wholly for cash on a non pre-emptive basis, i.e. without first offering them to existing shareholders pro rata to their existing shareholding, up to an aggregate nominal amount of US\$3,123,095. This maximum limit represents approximately five per cent of the issued ordinary share capital of the Company as at 28 February 2013 (being the latest practicable date prior to publication of this Notice). The authority will remain in force until the AGM in 2014 or, if earlier, the close of business on 30 June 2014.

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

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

Resolution 16 enables the Company to purchase in the market up to a maximum of 182,179,028 ordinary shares (representing approximately 10 per cent of the Company's issued ordinary share capital as at 28 February 2013) at a minimum price of 3 3/7 US cents (or Sterling equivalent) per share and a maximum price, exclusive of expenses, of the higher of:

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

The Board would use this authority only if it were satisfied that to do so would be in the best interests of shareholders generally and would lead to an increase in the Company's earnings per share. Shares purchased under this authority would be cancelled or held as treasury shares to be sold at a later date or used to satisfy awards under the Company's share plans as the Board saw fit. If shares were held in treasury, the increase in earnings per share would only be effective until such time as the shares were sold or used for share awards. If treasury shares were used for share awards, such use would be within the limits on dilution contained in institutional shareholder guidelines. As at 28 February 2013 the Company did not hold any ordinary shares as treasury shares. The authority will remain in force until the AGM in 2014 or, if earlier, the close of business on 30 June 2014.

As at 28 February 2013 (being the latest practicable date prior to publication of this Notice) the total number of ordinary shares that might be issued on the exercise of outstanding options was 28,599,628 which represented approximately 1.57 per cent of the Company's issued share capital at that date. If the existing authority to purchase the Company's ordinary shares and the authority proposed to be granted under this resolution were exercised in full, these option awards would, assuming no further ordinary shares are issued after that date, represent 1.96 per cent of the Company's issued ordinary share capital (excluding treasury shares) as at that date. This percentage would reduce to 1.74 per cent if no purchases were made under the existing authority but the authority proposed to be granted under this resolution were exercised in full.

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

The Companies Act 2006 provides that the minimum notice period for general meetings is 21 clear days unless the Company:

- (i) has passed a special resolution in general meeting approving the holding of a general meeting on 14 clear days' notice; and
- (ii) offers the facility for all shareholders to vote by electronic means.

The directors wish to retain the flexibility to call general meetings on 14 clear days' notice and this resolution seeks to renew their existing authority to do this. The Company provides electronic proxy voting through CREST and through www.sharevote.co.uk for all shareholder meetings. The directors will not use the authority as routine and will ensure that it is used only if it is in the interests of shareholders to do so. The authority is valid up to the date of the next AGM.

Important notes

1. Appointment of proxies

A shareholder is entitled to appoint one or more proxies to exercise their right to attend, speak and vote at the meeting. A shareholder may appoint more than one proxy, provided that each proxy is appointed to exercise the rights attached to different shares. Such proxy or proxies need not be shareholders of the Company. Unless you have registered to receive shareholder documents via e-mail alert, a Form of Proxy is enclosed. To appoint more than one proxy, please obtain the appropriate number of additional Forms from the Company's Registrars, Equiniti, or if you have received a paper Form of Proxy, photocopy the Form you have received.

2. Online proxy voting

Alternatively, a shareholder may register a proxy vote online via the Equiniti website www.sharevote.co.uk subject to the terms and conditions shown on the website. To do this you will need your voting ID, task ID and shareholder reference number shown on your Form of Proxy. Shareholders registered with www.shareview.com can log on and vote through that service.

3. Information rights

A person who is not a shareholder, but who has been nominated by a shareholder to enjoy information rights, does not have a right to appoint any proxies. A nominated person may have a right under an agreement with the relevant shareholder to be appointed as a proxy or to have somebody else appointed as a proxy for the meeting. If a nominated person does not have such a right, or has such a right and does not wish to exercise it, they may have a right under an agreement with the relevant shareholder to give instructions as to the exercise of voting rights.

4. Record date for voting

Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 and Section 360B of the Companies Act 2006, the Company specifies that only those shareholders on the shareholder register as at the close of business on 1 May 2013 or, if the AGM is adjourned, at close of business on the day two days prior to the adjourned meeting (excluding any part of a day that is not a working day), shall be entitled to attend or vote at the AGM in respect of the number of ordinary shares registered in their name at that time. Changes to the register after the close of business on the relevant date shall be disregarded in determining the rights of any person to attend or vote at the meeting or any adjourned meeting.

5. Return date for proxies

To be effective, the Form of Proxy, duly signed, or your online votes, must be sent to the Company's Registrars, Equiniti, so as to be received no later than 10.00 am on 1 May 2013. If you prefer, you may return the Form in an envelope to FREEPOST SEA 10846 Aspect House, Spencer Road, Lancing, West Sussex BN99 6ZL. The completion and return of a Form of Proxy will not preclude shareholders entitled to attend and vote at the AGM from doing so in person if they so wish.

6. CREST proxy voting

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual which can be viewed at www.euroclear.com/CREST. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s) who will be able to take the appropriate action on their behalf. CREST messages must, in order to be valid, be transmitted so as to be received by the Company's agent Equiniti, ID RA19, no later than 10.00 am on 1 May 2013.

7. Voting by corporate representatives

Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of the same powers as the corporation could exercise if it were an individual shareholder, provided they do not do so in relation to the same shares.

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

Under Section 527 of the Companies Act 2006, the number of shareholders who meet the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to (i) the audit of the Company's accounts (including the auditors' report and the conduct of the audit) that are to be laid before the meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at

which annual accounts and reports were laid in accordance with Section 437 of the Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with the Companies Act 2006. Where the Company is required to place a statement on a website under Section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes the consideration of any statement that the Company has been required to publish on a website under Section 527 of the Companies Act 2006.

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

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

1. to give, to members of the Company entitled to receive notice of the AGM, notice of a resolution which may properly be moved and is intended to be moved at the meeting; and/or
2. to include in the business to be dealt with at the AGM any other matter (other than a proposed resolution) which may be properly included in the business.

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

- (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any provision of the Company's articles of association or otherwise);
- (b) it is defamatory of any person; or
- (c) it is frivolous or vexatious.

Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter which is to be included in the business of the AGM, must be authorised by the person or persons making it, must be received by the Company not later than the date which is six clear weeks before the AGM, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

10. Shareholders' right to ask questions

Shareholders have the right to ask questions at the meeting relating to the business of the AGM and the Company has an obligation to answer such questions unless they fall within any of the statutory exceptions.

11. Documents available for inspection

Copies of executive directors' service contracts and non-executive directors' letters of appointment will be available for inspection at the Company's registered office during normal business hours on any weekday from the date of this Notice until the conclusion of the AGM.

12. Total voting rights

At 28 February 2013 (being the latest practicable date prior to the publication of this Notice) the issued ordinary share capital of the Company with voting rights comprised 1,821,790,279 ordinary shares of 3 3/7 US cents each carrying one vote. The total voting rights in the Company as at 28 February 2013 were, therefore, 1,821,790,279.

13. Copy of Notice available on website

A copy of the AGM Notice and other information required by Section 311A of the Companies Act 2006 can be found at www.man.com. You may not use any electronic address provided in either this Notice of AGM or any other related documents (including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.

New Group holding company

During the year a new holding company was created for the Group (see page 90 of the Annual Report for further information). For the purposes of this Notice no distinction is made between the new and old holding companies.

Notice of Annual General Meeting

1. To receive the Directors' and Auditors' Reports and the Financial Statements for the year ended 31 December 2012

2. To approve the Remuneration Report for the year ended 31 December 2012

3. To declare a final dividend of 8.26 pence per ordinary share for the year ended 31 December 2012

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

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

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

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

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

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

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

11. To reappoint Jonathan Sorrell as a director of the Company

12. To reappoint PricewaterhouseCoopers LLP as auditors of the Company to hold office from the conclusion of the 2013 Annual General Meeting until the conclusion of the next general meeting at which accounts are laid before the Company

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

14. To authorise the directors to allot shares

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

(a) shares (as defined in section 540 of the Companies Act 2006) or grant rights to subscribe for, or to convert any security into, shares in the Company up to an aggregate nominal amount of US\$20,820,634; and in addition

(b) equity securities (as defined in Section 560 of the Companies Act 2006) up to a further aggregate nominal amount of US\$20,820,634, in connection with an offer by way of a rights issue

(together the "Securities")

and so that the directors of the Company may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter, such authorities to expire (unless previously renewed, varied or revoked by the Company in general meeting) at the conclusion of the next Annual General Meeting after the date of the passing of this Resolution (or, if earlier, on the close of business on 30 June 2014) but, in each case, so that the Company may make offers and enter into agreements before the authorities expire which would, or might, require Securities to be allotted after the authorities expire and the directors of the Company may allot Securities under any such offer or agreement as if the authorities conferred hereby had not expired.

For the purposes of the authority in Resolution 14 "rights issue" means an offer to:

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

15. To authorise the directors to allot shares for cash other than on a pro-rata basis to existing shareholders¹

THAT, in substitution for all existing authorities and subject to the passing of Resolution 14, the directors of the Company be generally empowered to allot equity securities (as defined in section 560 of the Companies Act 2006) for cash pursuant to the general authorities conferred by Resolution 14 and/or where the allotment constitutes an allotment of equity securities by virtue of Section 560(3) of the Companies Act 2006, in each case free of the restriction in Section 561 of the Companies Act 2006, such power to be limited to:

- (a) the allotment of equity securities in connection with a pre-emptive offer of equity securities (but in the case of an allotment pursuant to the authority granted by paragraph (b) of Resolution 14, such power shall be limited to the allotment of equity securities in connection with an offer by way of a rights issue only); and
- (b) the allotment of equity securities pursuant to the authority granted by paragraph (a) of Resolution 14 and/or an allotment which constitutes an allotment of equity securities by virtue of Section 560(3) of the Companies Act 2006 (in each case, otherwise than in the circumstances set out in paragraph (a) of this Resolution 15) up to an aggregate nominal amount of US\$3,123,095

and so that the directors of the Company may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter, such power to apply (unless previously renewed, varied or revoked by the Company in general meeting) until the conclusion of the next Annual General Meeting after the date of the passing of this Resolution (or, if earlier, until the close of business on 30 June 2014) but so that the Company may make offers and enter into agreements before the power expires which would, or might, require equity securities to be allotted after the power expires and the directors of the Company may allot equity securities under any such offer or agreement as if the power conferred hereby had not expired.

For the purposes of this Resolution "rights issue" has the same meaning as in Resolution 14 above.

16. To authorise the Company to purchase its own shares¹

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

¹ Special resolution which requires at least 75 per cent of the votes cast to be in favour.

AGM information

- (a) the maximum aggregate number of ordinary shares that may be purchased is 182,179,028;
- (b) the minimum price (exclusive of expenses) which may be paid for an ordinary share is 3 3/7 US cents or the Sterling equivalent of 3 3/7 US cents (calculated on the basis of the spot rate of exchange in London (as derived from Reuters) for the purchase of US dollars with Sterling at 6.00 pm on the day before the relevant purchase) per ordinary share;
- (c) the maximum price (exclusive of expenses) which may be paid for each ordinary share is the higher of:
 - (i) 105 per cent of the average market value of an ordinary share in the Company for the five business days prior to the day the purchase is made; and
 - (ii) the value of an ordinary share calculated on the basis of the higher of the price quoted for:
 - (A) the last independent trade of; and
 - (B) the highest current independent bid for any number of the Company's ordinary shares on the London Stock Exchange; and
- (d) the authority hereby conferred shall expire on the earlier of close of business on 30 June 2014 or the conclusion of the next Annual General Meeting of the Company except that the Company may make a contract to purchase ordinary shares under the authority hereby conferred which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of ordinary shares in pursuance of any such contract as if the authority conferred by this Resolution had not expired.

17. To authorise a 14 day notice period for general meetings other than AGMs¹

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

By order of the Board



Rachel Rowson
Company Secretary
28 February 2013

Man Group plc
Riverbank House
2 Swan Lane
London EC4R 3AD

Registered in England No. 8172396

¹ Special resolution which requires at least 75 per cent of the votes cast to be in favour.

How to get there

By car: There is no car parking at Riverbank House; however, there is a public car park nearby. For more information, visit www.ncp.co.uk. Please note that Riverbank House is located within the congestion charging zone. For more information, visit www.cclondon.com.

By train: Riverbank House is within walking distance of London Bridge Station (10 minutes) and Cannon Street Station (5 minutes).

By tube: Riverbank House is within walking distance of the following tube stations: Monument (5 minutes) and Cannon Street (5 minutes) on the Circle and District lines, Bank (12 minutes) on the Central, Northern, Waterloo & City and DLR lines and London Bridge on the Jubilee and Northern lines (10 minutes).

By bus: There are numerous buses which stop near Riverbank House. Please visit www.tfl.gov.uk for further information.

Attending the meeting

If you are intending to come to the AGM, please complete the Attendance Card and return it to the Registrars. This will give us an indication of how many shareholders to expect. In addition, please bring your Admission Card with you to the meeting as it will confirm your right to attend, speak and vote and will speed up your admission to the meeting. Both cards are attached to the Form of Proxy.

Voting – poll procedure

Voting on each of the resolutions will be conducted by poll rather than on a show of hands. Shareholders will be provided with a poll voting card on registration at the meeting and will be invited to complete it at the end of the meeting when the resolutions have been proposed. The results of the poll will be announced to the market by the end of the day and published on the Company's website.

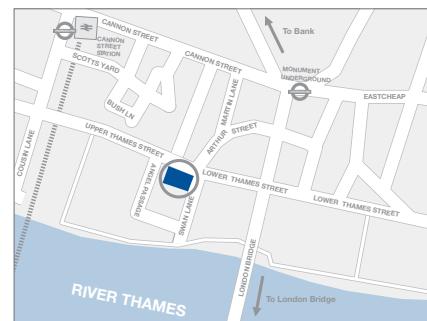
Refreshments

Tea and coffee will be available from 9.30 am on the morning of the meeting. Please note, however, that there will be no refreshments after the meeting.

Shareholder enquiries

The address and contact details for the Company's Registrars, Equiniti, are: Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, Tel: 0871 384 2112². Callers from outside the UK should telephone +44 121 415 7592. Please note that you can check your shareholding and dividend payments, and update your personal details by logging on to Equiniti's website www.shareview.co.uk. To do this, you will need your shareholder reference number shown on your dividend tax voucher or share certificate.

² Calls to this number are charged at 8p per minute plus network extras. Lines are open between 8.30am and 5.30pm every business day.



Man Group plc

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