

Man Group plc

Resolutions (other than resolutions dealing with ordinary business)

passed at the Annual General Meeting held on 3 May 2013

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.

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

THAT, in substitution for all existing authorities and subject to the passing of Resolution 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.

To authorise the Company to purchase its own shares

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

- a) the maximum aggregate number of ordinary shares that may be purchased is 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.

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

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