

Annual General Meeting ('AGM') to be held at River Court, 120 Fleet Street, London EC4A 2BE on 9 May 2014 at 10.00am.

Please bring this card with you to the AGM.

If you are intending to come to the 2014 Annual General Meeting ('AGM'), please complete this card and post it to the address overleaf in advance of the meeting.

☐ I plan to attend the AGM to be held on 9 May 2014 at 10.00am at River Court, 120 Fleet Street, London EC4A 2BE.

If you plan to attend the AGM, please detach along the perforation and post to the address overleaf

Detach along the perforation and submit at AGM entry to facilitate admission

Form of Proxy 2014 Annual General Meeting ('AGM')



+ Voting ID

Task ID

Shareholder Reference

+

You may submit your Form of Proxy electronically at www.sharevote.co.uk quoting the above numbers (Note 1). In order to be effective your Form of Proxy must be received by our Registrars by no later than 10.00am on 7 May 2014 (Note 2).

I/we the undersigned being a shareholder(s) of Man Group plc ('the Company') hereby appoint (Note 3)

No of Shares (Note 3)

or failing him/her the Chairman of the Meeting as my/our proxy to vote for me/us and on my/our behalf at the AGM of the Company to be held on Friday 9 May 2014 and at any adjournment thereof and in respect of the Resolutions set out in the Notice of AGM to vote as indicated below.

Please indicate your vote by marking the appropriate boxes in black ink like this ☒. Please note that a 'Vote Withheld' is not a vote in law so will not be included in any calculation of votes cast (Note 5).

Resolution	For	Against	Vote Withheld	Resolution	For	Against	Vote Withheld
1 Receive the reports and financial statements	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11 Reappoint Nina Shapiro as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Approve the directors' remuneration policy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12 Reappoint Jonathan Sorrell as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approve the annual report on remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13 Appoint Deloitte LLP as auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Declare a final dividend	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14 Determine the remuneration of the auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Reappoint Jon Aisbitt as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15 Authorise the directors to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Reappoint Phillip Colebatch as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16 Authorise the directors to allot shares for cash other than on a pro-rata basis to existing shareholders†	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Reappoint Andrew Horton as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17 Authorise the Company to purchase its own shares†	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Reappoint Matthew Lester as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	18 Authorise the directors to call general meetings on 14 clear days notice†	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 Reappoint Emmanuel Roman as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	19 Approve the adoption of the Man Group 2013 Deferred Executive Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10 Reappoint Dev Sanyal as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

†Special Resolution.

+ Please mark this box if signing on behalf of the shareholder as Attorney, Receiver or Third Party. ☐

This Form should not be used for any comments, change of address or other queries. Please send a separate communication to our Registrars.

0874-076-S

Please sign here (Notes 6 and 7)

Date

2014

Notes on completing the Form of Proxy

1 A shareholder may register a proxy appointment online via the Equiniti website www.sharevote.co.uk subject to the terms and conditions shown on the website. Please note that any electronic communication found to contain a computer virus will not be accepted.

2 To be effective, the Form of Proxy or your online vote must be sent to Equiniti to be received no later than 10.00am on 7 May 2014. If you wish, you may return the Form of Proxy in an envelope addressed to Equiniti, FREEPOST RTHJ-CLLL-KBKU, Aspect House, Spencer Road, Lancing, Worthing, West Sussex BN99 8LU.

3 A shareholder may appoint a proxy of his or her choice to attend, speak and vote at the AGM on their behalf. Please leave this box blank if you wish to appoint the Chairman as your proxy. If you wish to appoint someone else, please enter their name in the box. A proxy need not be a shareholder but must be able to attend the meeting in order to represent you. If you are appointing a proxy in relation to part of your shareholding only, please enter the number of shares in respect of which your proxy is authorised to vote in the box next to the proxy's name. If this box is left blank, the proxy will be authorised to vote in respect of all your shares.

4 To appoint more than one proxy, please obtain the appropriate number of additional Forms from the Company's Registrars, Equiniti or photocopy this Form. In the case of multiple Forms, please specify the number of shares in respect of which each proxy can vote, as in Note 3 above. Multiple Forms should be returned to Equiniti in an envelope at the FREEPOST address detailed in Note 2.

5 Please indicate with an X in the boxes For/Against/Vote Withheld how you wish your proxy to vote on each of the resolutions. If no indication is given, your proxy will have discretion to vote or abstain on those and on all other resolutions or amendments thereto that may be voted on at the meeting.

6 In the case of joint holders, the Form of Proxy must be signed by the first named holder of the shares.

7 In the case of a corporation, the Form of Proxy must be completed either under seal or signed by a duly authorised officer or attorney.

8 CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service should read Note 6 to the Notice of Annual General Meeting.

9 Completion and return of the Form of Proxy or sending an online vote will not prevent a shareholder from attending and voting in person at the meeting if the shareholder so wishes. Any votes validly given at the meeting will override, if different, previous proxy votes given.



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