



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.

Man Group plc

**NOTICE OF 2016
ANNUAL GENERAL MEETING**



CHAIRMAN'S LETTER



DEAR SHAREHOLDER

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 6 May 2016 at 10.00am. A summary and explanation of the business of the meeting starts on page 3 and the Notice of AGM, which contains the full wording of each resolution, starts on page 8.

Venue and timing of meeting

As last year, the AGM will be held at our offices at Riverbank House, 2 Swan Lane, London EC4R 3AD at 10.00am. Tea and coffee will be served from 9.30am until the start of the meeting.

Business update

Before we consider the formal AGM resolutions, Manny Roman, our CEO, 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 shareholders to ask questions about business developments or performance, as well as to discuss any of the resolutions before the meeting.

Shareholder questions

We recognise that not all shareholders are able to attend the AGM. If you are unable to come to the meeting but have any questions about the business to be considered, please email us at agm@man.com or write to the Company Secretary and we will reply as soon as we can.

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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 10.

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 6.

Attending the meeting

If you intend 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 10.

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.

Chairman succession

As announced last year, I shall retire as Chairman and as a director of the Company at the conclusion of the 2016 AGM. Subject to shareholder approval of his reappointment as a director at this meeting, Ian Livingston will succeed me as Chairman.

Ian's wealth of knowledge and experience, together with his proven track record of leadership, make him well equipped to lead the Board through the increasingly complex global landscape in which Man operates. I hope that shareholders will support his appointment and I would personally like to wish Ian and my Board colleagues all the very best for the future.



Jon Aisbett

Chairman
24 February 2016

SUMMARY AND EXPLANATION OF RESOLUTIONS

1. Receipt of the Directors' and Auditors' reports and the financial statements for the year ended 31 December 2015

The Board asks that shareholders receive the above mentioned reports and financial statements which are set out on pages 88 to 138 of the Annual Report for the year ended 31 December 2015.

2. Approval of the Directors' Remuneration report for the year ended 31 December 2015

Resolution 2 seeks shareholder approval of the Directors' Remuneration report which is set out on pages 64 to 81 of the Annual Report. The report provides details of the remuneration arrangements for and payments and awards made to the directors in respect of 2015 which are in accordance with the Directors' Remuneration policy approved by shareholders at the 2015 AGM and included on pages 82 to 87 of the Annual Report. This vote is advisory and will not affect the way in which the remuneration arrangements have been implemented.

3. Declaration of a final dividend for the year ended 31 December 2015

The directors recommend a final dividend of 3.40 pence per ordinary share giving a total dividend of 6.87 pence per ordinary share for the year. If approved, the dividend will be paid on 13 May 2016 to shareholders on the register of members at the close of business on 22 April 2016.

4-13. Retirement and reappointment of directors

Under the Company's articles of association, any director appointed by the Board since the last AGM is required to be reappointed by shareholders at the next AGM. Accordingly, it is proposed that Richard Berliand and Lord Livingston of Parkhead (Ian Livingston), who were appointed to the Board in January 2016, be reappointed by shareholders under Resolutions 4 and 9 respectively. In addition, in accordance with the provisions of the UK Corporate Governance Code, all other continuing directors will retire at this year's AGM and will submit themselves for reappointment under Resolutions 5-8 and 10-13. As previously announced, Jon Aisbitt will retire from the Board with effect from the conclusion of the AGM and will, therefore, not be seeking reappointment.

The externally facilitated evaluation of individual directors' contributions carried out in 2015 confirmed that all of the directors continue to make a valuable contribution to the Board and demonstrate substantial commitment to their roles. Richard Berliand and Ian Livingston were appointed in January 2016 and were, therefore, not subject to evaluation in 2015. Further information about the evaluation process and the Board's collective achievements during the year are given in the Corporate Governance report contained within the 2015 Annual Report starting on page 49. Brief biographies and details of areas of expertise for each of the directors seeking reappointment are given below.

4. Richard Berliand, Non-executive Director

Richard Berliand was appointed to the Board as a non-executive director in January 2016 and is a member of the Remuneration Committee and the Nomination Committee. He held a number of senior roles at J.P. Morgan over a 23 year career at the bank, including Global Head of Prime Services, Global Head of Cash Equities and Chairman of J.P. Morgan's Market Structure practice. He has a wealth of experience in financial services gained in executive roles and also brings extensive experience from a diverse range of non-executive positions he has held across the globe, providing him with a valuable understanding of the current regulatory environment. It is intended that Richard will succeed Phillip Colebatch as Chairman of the Remuneration Committee with effect from the conclusion of the AGM.

5. Phillip Colebatch, Senior Independent Director

Phillip Colebatch 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 Audit and Risk Committee and the Nomination Committee. Before joining the Board, Phillip was a member of the Executive Board of Credit Suisse Group, first as Chief Financial Officer and then as CEO of Credit Suisse Asset Management. He was subsequently a member of the Executive Board of Swiss Reinsurance Company. Phillip has extensive strategic, financial, operational and markets experience gained through his various senior positions in global financial institutions.

6. John Cryan, Non-executive Director

John Cryan was appointed to the Board as a non-executive director in January 2015 and is a member of the Nomination Committee. He held a number of senior roles at UBS AG over a career spanning more than 25 years with the banking group, during which time he served as Group Chief Financial Officer and Chairman and CEO of UBS AG EMEA. Following his time at UBS, John was President of Temasek International's European operations. He was appointed as Co-CEO of Deutsche Bank AG with effect from July 2015, at which time he stepped down from the Bank's Supervisory Board of which he had been a member since 2013. John has extensive knowledge of international financial markets gained from experience at leading global financial institutions and brings significant knowledge of the regulatory environment in which Man operates.

7. Andrew Horton, Non-executive Director

Andrew Horton was appointed to the Board as a non-executive director in August 2013 and is a member of the Audit and Risk Committee and the Nomination Committee. Andrew has over 25 years of broad financial services, risk management and operational experience with significant exposure to operating at Board level. Andrew has served on the Board of Beazley plc since 2003, first as Group Finance Director and, since 2008, as Chief Executive Officer. Prior to his time at Beazley, Andrew held a number of financial positions within ING, NatWest and Lloyds bank. Given Andrew's banking, financial markets and insurance background, he is well placed to contribute to Man's strategic development, risk management and financial reporting. Andrew's international experience has also allowed him to provide valuable input to Man's increased international presence.

8. Matthew Lester, Non-executive Director

Matthew Lester 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. Matthew is Chief Finance Officer of Royal Mail plc. He was Group Finance Director of ICAP from 2006 to 2010 and prior to that held a range of senior finance roles at Diageo, including Group Financial Controller and Group Treasurer. Matthew has substantial financial management and regulatory expertise. He also has significant listed company experience acquired through his role at ICAP and through the flotation of Royal Mail plc on the London Stock Exchange. Matthew's experience, coupled with his role as Chairman of Man's Audit and Risk Committee, allow him to provide substantial insight into the Group's financial reporting and risk management processes.

9. Ian Livingston, Non-executive Director

Ian Livingston was appointed to the Board as a non-executive director and Chairman designate in January 2016 and is a member of the Audit and Risk Committee, the Remuneration Committee and the Nomination Committee. He served as Minister of State for Trade and Investment from 2013 to 2015. Prior to this, he was Group Chief Executive Officer of BT Group Plc, having previously served as Chief Executive Officer of BT Retail and as Group Chief Financial Officer. Before joining BT, he was

SUMMARY AND EXPLANATION OF RESOLUTIONS

CONTINUED

Chief Financial Officer of Dixons Group plc. With almost two decades of board level FTSE 100 experience, Ian brings extensive knowledge and understanding of successfully growing a complex international business and navigating regulatory environments around the world. He has a strong track record of innovative leadership that will be invaluable to the Board and executive team. It is intended that Ian will succeed Jon Aisbett as Chairman with effect from the conclusion of the AGM.

10. Emmanuel Roman, Chief Executive Officer

Emmanuel (Manny) Roman 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 in February 2013. Manny 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 has a strong and varied investment management background and extensive trading, operational and business management experience. Since his appointment as CEO, Manny has led the Company in diversifying its product range and increasing its international presence through disciplined acquisitions. He has also overseen the restructuring of the Company's cost base.

11. Dev Sanyal, Non-executive Director

Dev Sanyal was appointed to the Board as a non-executive director in December 2013 and is a member of the Audit and Risk Committee and the Nomination Committee. He has held a number of senior financial and line management positions within BP in a global career spanning 25 years. Positions include Group Treasurer, Chairman of BP Investment Management, Business Chief Executive and Executive Vice President, Strategy and Integration. He is currently Chief Executive, Alternative Energy, Executive Vice President, Regions with responsibility for Europe and Asia and a member of the Group Executive Committee. Dev has extensive knowledge of capital markets, asset and risk management and trading and foreign exchange gained from his role as BP Group Treasurer and Chairman of BP Investment Management Ltd. He also has broad international experience and wide-ranging operational expertise in senior executive roles and is, therefore, able to contribute to the development and execution of Man's business strategy and global relationships.

12. Nina Shapiro, Non-executive Director

Nina Shapiro was appointed to the Board as a non-executive director in October 2011 and is a member of the Remuneration Committee and the Nomination Committee. Nina held several senior management and operating roles at the World Bank and led numerous investments in emerging markets. From 2000-2011, Nina was a member of the Management Group and was Vice President, Finance, and Treasurer of the International Finance Corporation (the World Bank's private sector arm). In that role she managed liquid asset investment and capital market fundraising. With extensive experience in international financial markets and in-depth knowledge of investment in emerging markets, Nina has particular insight into financial policy and market development. This perspective helps to support Man in its international expansion.

13. Jonathan Sorrell, Chief Financial Officer

Jonathan Sorrell was appointed to the Board as Chief Financial Officer in June 2012. He joined Man in August 2011 as Head of Strategy and Corporate Finance. Prior to this, he spent 13 years at Goldman Sachs, where he worked in the Investment Management, Securities and Investment Banking Divisions, latterly leading investments in a broad range of hedge fund firms. Jonathan's experience of financial markets, particularly his extensive knowledge of the hedge fund industry and strong background in strategy and execution, has supported the

development of Man's strategy, including M&A activity that has strengthened Man's footprint in the US. He has also brought clear focus on financial efficiency through the delivery of challenging cost saving initiatives and the restructuring of Man's balance sheet.

14. Reappointment of Deloitte LLP as auditors

The Company's auditors are required to be appointed or reappointed at each general meeting at which year-end accounts are presented to shareholders. Accordingly, the Board, on the recommendation of the Audit and Risk Committee, is proposing the reappointment of Deloitte LLP as auditors of the Company to hold office from the conclusion of the AGM until the accounts for the next financial reporting period are presented to shareholders in a general meeting.

15. Authority for the Audit and Risk Committee of the Board 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. It is proposed in Resolution 15 that shareholders authorise the Audit and Risk Committee of the Board to agree the auditors' remuneration as this Committee is best placed to assess the work involved and decide an appropriate fee.

16. Authority for political donations and expenditure

It is not the policy of the Company to make donations to political parties, other political organisations or independent election candidates and/or to incur political expenditure and the directors have no intention of changing that policy. However, as a result of the wide definitions in the Companies Act 2006, normal expenditure (such as expenditure on organisations concerned with matters of public policy, law reform and representation of the business community) and business activities (such as communicating with government and political parties at local, national and European level or funding seminars to which politicians are invited) might be construed as political expenditure or as a donation to a political party or other political organisation and fall within the restrictions of the Companies Act 2006.

If passed, Resolution 16 would allow the Company and its subsidiaries to make donations to political parties, other political organisations and independent election candidates and to incur political expenditure (as defined in the Companies Act 2006) in the period beginning on the date of the passing of Resolution 16 and expiring at the conclusion of the AGM in 2017 or, if earlier, the close of business on 30 June 2017, provided that the combined aggregate value of donations made and political expenditure incurred does not exceed £10,000. The authority is being sought as a precautionary measure and will not be used to make political donations within the normal meaning of that expression.

17-18. Directors' authorities to allot shares

17. General authority to allot

Paragraph (a) of Resolution 17 seeks authority for the directors to allot ordinary shares up to a nominal amount of \$19,437,840. Paragraph (b) of Resolution 17 seeks authority for the directors to allot ordinary shares up to a further nominal amount of \$19,437,840 provided that these shares are allotted for cash only to existing shareholders pursuant to a rights issue.

The aggregate nominal value of the shares for which authority to allot is sought under Resolution 17 is equivalent to approximately two-thirds of the nominal issued ordinary share capital of the Company as at 23 February 2016 (being the latest practicable date prior to publication of this Notice). This authority would remain in force until the AGM in 2017 or, if earlier, the close of business on 30 June 2017.

The authority being sought renews the authority given to directors at last year's AGM and is in line with the Share Capital Management Guidelines issued by the Investment Association (IA). The IA Guidelines state that, in addition to directors' requests for authorisation to allot new shares in an amount up to one-third of a company's existing issued ordinary share capital (as proposed in paragraph (a) of Resolution 17), the IA will regard as routine any requests to authorise the allotment of shares in an amount up to a further one-third (as proposed in paragraph (b) of Resolution 17), provided that any shares allotted in an amount exceeding one-third are used solely for a rights issue and that the authority is only valid until the next AGM.

The Board has no current plans to make use of the authority sought under Resolution 17, except in relation to the Group's share plans, and is requesting it only to ensure that the Company has the maximum permitted flexibility to manage its capital resources.

18. Authority to allot shares for cash other than on a pro-rata basis to existing shareholders (special resolution)

Resolution 18 seeks to renew and increase the directors' existing authority to allot shares wholly for cash on a non pre-emptive basis, i.e. without first offering them to shareholders pro-rata to their existing shareholdings. Pursuant to the Pre-Emption Group's revised Statement of Principles issued in 2015 (the 'Principles'), which are supported by the IA and the Pensions and Lifetime Savings Association, the Board is proposing to increase the level of authority sought under this Resolution from 5% (as sought at the 2015 AGM) to 10% of the Company's issued ordinary share capital as at 23 February 2016 (being the latest practicable date prior to the publication of this Notice), equating to an aggregate nominal value of \$5,831,352.

The Board confirms that, in accordance with the Principles, any shares issued under this authority in excess of an aggregate nominal amount of \$2,915,676 (representing approximately 5% of the issued ordinary share capital of the Company) would only be used in connection with an acquisition or a specified capital investment which is either announced at the same time as the proposed pre-emptive issue or which has taken place in the six-month period preceding the issue and is disclosed in the announcement of the issue (a 'Relevant Investment'). The Board further confirms that it does not intend to issue more than 7.5% of the Company's issued ordinary share capital for cash on a non pre-emptive basis in any three-year period, save for in connection with a Relevant Investment.

The Board has no current plans to make use of the authority sought under Resolution 18, except in relation to the Group's share plans, and is requesting it only to ensure that it maintains maximum flexibility in managing the Company's capital resources. The authority would remain in force until the AGM in 2017 or, if earlier, the close of business on 30 June 2017.

19. Authority for the Company to purchase its own shares (special resolution)

Resolution 19 renews an existing share purchase authority which was given to the Company last year. It enables the Company to purchase in the market up to a maximum of 254,951,571 ordinary shares (representing approximately 14.99% of the Company's issued ordinary share capital as at 23 February 2016, being the latest practicable date prior to publication of this Notice) 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% of the average market value of an ordinary share for the five business days prior to the day of purchase; and
- (ii) the value of an ordinary share calculated on the basis of the higher of the price quoted for the last independent trade of and the highest current independent bid for the Company's ordinary shares on the London Stock Exchange.

The Board would use the authority sought under Resolution 19 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 Group'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 23 February 2016, the Company did not hold any ordinary shares as treasury shares. The authority would remain in force until the AGM in 2017 or, if earlier, the close of business on 30 June 2017.

As at 23 February 2016 (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 25,103,787 which represented approximately 1.48% 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 were issued after that date, represent 2.09% of the Company's issued ordinary share capital as at that date. This percentage would reduce to 1.74% if no purchases were made under the existing authority but the authority proposed to be granted under Resolution 19 were exercised in full.

20. Authority to convene general meetings on 14 days' notice (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 and where the flexibility is merited by the business of the meeting. The renewed authority would remain in force up to the date of the 2017 AGM.

NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

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 email 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 4 May 2016 or, if the AGM is adjourned, at the close of business on the day two days prior to the adjourned meeting (excluding any 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, and received no later than 10.00am on 4 May 2016. If you prefer, you may return the Form in an envelope to FREEPOST RTHJ-CLLL-KBKT, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 8LU. 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 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 10.00am on 4 May 2016.

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 that multiple corporate representatives do not do so in relation to the same shares.

8. Shareholders' right to request 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 request that the Company publishes 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 auditors 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 request that the Company:

1. gives, 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. includes 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, and at the AGM venue from 15 minutes prior to the start of the meeting until its conclusion.

12. Total voting rights

At 23 February 2016 (being the latest practicable date prior to the publication of this Notice) the issued ordinary share capital of the Company with voting rights comprised 1,700,811,013 ordinary shares of 3^{3/7} US cents each carrying one vote. The total voting rights in the Company as at 23 February 2016 were, therefore, 1,700,811,013.

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.

NOTICE OF ANNUAL GENERAL MEETING

1. To receive the Directors' and Auditors' reports and the financial statements for the year ended 31 December 2015

2. To approve the Directors' Remuneration report as set out on pages 64 to 81 of the Company's Annual Report for the year ended 31 December 2015

3. To declare a final dividend of 3.40 pence per ordinary share for the year ended 31 December 2015

4. To reappoint Richard Berliand as a director of the Company

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

6. To reappoint John Cryan as a director of the Company

7. To reappoint Andrew Horton as a director of the Company

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

9. To reappoint Ian Livingston as a director of the Company

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

11. To reappoint Dev Sanyal as a director of the Company

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

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

14. To reappoint Deloitte LLP as auditors of the Company to hold office from the conclusion of the 2016 AGM until the conclusion of the next general meeting at which accounts are laid before the Company

15. To authorise the Audit and Risk Committee of the Board to determine the remuneration of the auditors

16. To authorise the Company and its subsidiaries to make political donations and expenditure

THAT the Company and any company which is or becomes a subsidiary of the Company at any time during the period to which this Resolution 16 relates be and is hereby authorised for the purposes of Section 366 of the Companies Act 2006 to:

- (a) make political donations to political parties or independent election candidates (as such terms are defined in Sections 363 and 364 of the Companies Act 2006), not exceeding £5,000 in aggregate;
- (b) make political donations to political organisations other than political parties (as such terms are defined in Sections 363 and 364 of the Companies Act 2006), not exceeding £5,000 in aggregate; and/or
- (c) incur political expenditure (as such term is defined in Section 365 of the Companies Act 2006), not exceeding £5,000 in aggregate,

during the period beginning with the date of the passing of this Resolution 16 and ending with the conclusion of the next AGM of the Company after the date of the passing of this Resolution 16 or on 30 June 2017 (whichever is the sooner), provided that the combined aggregate amount of donations made and political expenditure incurred pursuant to this authority shall not exceed £10,000 and that the maximum amounts

referred to in (a), (b) and (c) may comprise sums in different currencies which shall be converted at such rate as the directors of the Company may in their absolute discretion determine to be appropriate.

17. 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 shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company:

- (a) up to an aggregate nominal amount of \$19,437,840; and in addition
- (b) comprising equity securities (as defined in Section 560(1) of the Companies Act 2006) up to a further aggregate nominal amount of \$19,437,840 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 AGM after the date of the passing of this Resolution 17 (or, if earlier, on the close of business on 30 June 2017) 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 this Resolution 17 '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.

References in this Resolution 17 to the nominal amount of rights to subscribe for or to convert any security into shares (including where such rights are referred to as equity securities as defined in Section 560(1) of the Companies Act 2006) are to the nominal amount of shares that may be allotted pursuant to the rights.

18. 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 17, the directors of the Company be generally empowered pursuant to Section 570 of the Companies Act 2006 to allot equity securities (as defined in Section 560(1) of the Companies Act 2006) for cash pursuant to the general authorities conferred by Resolution 17 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 17, 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 17 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 18) up to an aggregate nominal amount of \$5,831,352 calculated, in the case of equity securities which are rights to subscribe for, or to convert securities into, ordinary shares by reference to the aggregate nominal amount of relevant shares which may be allotted pursuant to such rights

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 AGM after the date of the passing of this Resolution 18 (or, if earlier, until the close of business on 30 June 2017) 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 18 'rights issue' has the same meaning as in Resolution 17 above.

19. 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 $\frac{3}{7}$ 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 254,951,571;
- (b) the minimum price (exclusive of expenses) which may be paid for an ordinary share is 3 $\frac{3}{7}$ US cents or the Sterling equivalent of 3 $\frac{3}{7}$ 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 6.00pm 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% 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 2017 or the conclusion of the next AGM following the passing of this Resolution 19 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.

20. 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 AGMs on not less than 14 clear days' notice, provided that this authority shall expire at the conclusion of the next AGM after the date of the passing of this Resolution.

By order of the Board



Rachel Rowson
Company Secretary
24 February 2016

Registered office:
Riverbank House
2 Swan Lane
London
EC4R 3AD
Registered in England No. 08172396

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

AGM INFORMATION

How to get there

By tube: Riverbank House is within walking distance of the following tube stations: Monument (5 minutes), Cannon Street (5 minutes), Bank (12 minutes) and London Bridge (10 minutes).

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

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

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.

Attending the meeting

If you intend to come to the AGM, please complete the Attendance Card and return it to our 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 9.30am 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: 0371 384 2112¹. Callers from outside the UK should telephone +44 121 415 7592.

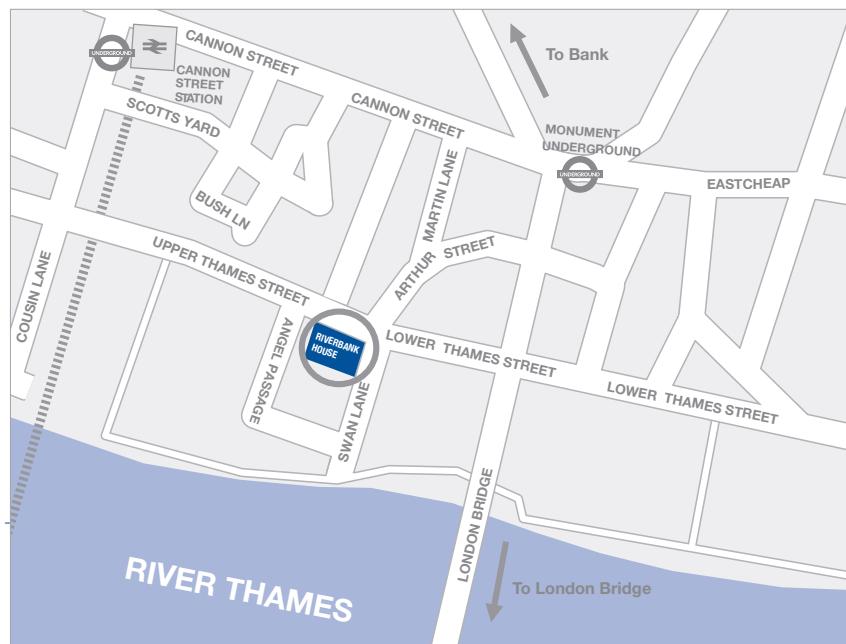
Please note that you can check your shareholding and dividend payments, and update your personal details, by logging on to Equiniti's website www.shareview.co.uk. To do this, you will need your shareholder reference number shown on your dividend tax voucher or share certificate.

1 Lines are open between 8.30am and 5.30pm every business day.

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