

**Registered Number: 08172396**

**THE COMPANIES ACT 2006**

**Company Limited by Shares**

**Man Group plc**

At the Annual General Meeting of the above Company, duly convened and held on 10 May 2019, the following resolutions were duly passed:

**18. 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 US\$17,685,446; 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 US\$17,685,446 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 18 (or, if earlier, on the close of business on 30 June 2020) 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 18, '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 18 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.

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

THAT, in addition to any authority granted by Resolution 20 but in substitution for all existing authorities and subject to the passing of Resolution 18, the directors of the Company be authorised to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by Resolution 18 and/or to sell ordinary shares held by the Company as treasury shares for cash as if Section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be limited:

- (a) to the allotment of equity securities in connection with a preemptive offer of equity securities (but in the case of an allotment pursuant to the authority granted by paragraph (b) of Resolution 18, 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) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of US\$2,652,817

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 19 (or, if earlier, until the close of business on 30 June 2020) 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 19, 'rights issue' has the same meaning as in Resolution 18 above.

**20. To authorise the directors to allot shares for cash other than on a pro-rata basis to existing shareholders in relation to acquisitions and specified capital investments\***

THAT, in addition to any authority granted by Resolution 19 but in substitution for all other existing authorities and subject to the passing of Resolution 18, the directors of the Company be authorised to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by Resolution 18 and/or to sell ordinary shares held by the Company as treasury shares for cash as if Section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be:

- (a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of US\$2,652,817; and
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the directors of the Company determine to be an acquisition or other capital investment of a kind contemplated by the

Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice

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 20 (or, if earlier, until the close of business on 30 June 2020) 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.

## **21. 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 such terms and in such manner as the directors of the Company may determine, provided that:

- (a) the maximum aggregate number of ordinary shares that may be purchased is 154,747,655;
- (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 6.00pm on the day before the relevant purchase) per ordinary share;
- (c) the maximum price (exclusive of expenses) which may be paid for an ordinary share is the higher of:
  - (i) an amount equal to 105% of the average of the middle market prices shown in the quotations for the ordinary shares in the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that ordinary share is purchased; and
  - (ii) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out;
- (d) the authority hereby conferred shall expire on the earlier of close of business on 30 June 2020 or the conclusion of the next AGM following the passing of this Resolution 21 except that the Company may make a contract or contracts 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.

## **22. To authorise a 14 days' clear 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.

*\*Special resolution requiring 75% majority*