

**THE COMPANIES ACT 2006**

**Company Limited by Shares**

**Man Group plc**

(the “Company”)

**At a Court Meeting of the above Company, duly convened and held on 10 May 2019 at Riverbank House, 2 Swan Lane, London EC4R 3AD, the following special resolution was passed:**

THAT this Meeting approves, with or without modification, the Scheme of Arrangement dated 15 April 2019 between the Company and the holders of its Scheme Shares, a copy of which has been submitted to this Meeting and, for the purposes of identification, signed by the Chairman.

**At a General Meeting of the above Company, duly convened and held on 10 May 2019 at Riverbank House, 2 Swan Lane, London EC4R 3AD, the following special resolution was passed:**

**Resolution 1—Scheme of Arrangement**

THAT for the purpose of giving effect to the scheme of arrangement dated 15 April 2019, between the Company and the holders of the Scheme Shares (as defined in the said scheme), a print of which has been produced to this meeting and for the purposes of identification signed by the Chairman hereof, in its original form or subject to such modification, addition or condition agreed by the Company and Man Group plc (incorporated and registered in Jersey with registered number 127570) (referred to in this document as “**New Man**”) and approved or imposed by the Court (the “**Scheme**”):

- (a) the directors of the Company be authorised to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect;
- (b) the issued share capital of the Company be reduced by cancelling and extinguishing all of the Scheme Shares (as defined in the Scheme);
- (c) subject to and conditional upon the Scheme becoming effective, the Man Ordinary Shares be de-listed from the Official List (as defined in the Scheme);
- (d) subject to and forthwith upon the reduction of share capital referred to in Resolution 1(b) above taking effect and notwithstanding anything to the contrary in the articles of association of the Company:
  - (i) the reserve arising in the books of account of the Company as a result of the reduction of share capital referred to in Resolution 1(b) above be capitalised and applied in paying up in full at par all of the new ordinary shares of 3 <sup>3</sup>/<sub>7</sub> US cents each in the capital of the Company (the “**New Ordinary Shares**”) as shall be equal to the number of Man Ordinary Shares (as defined in the Scheme) cancelled pursuant to Resolution 1(b) above, which shall be allotted and issued, credited as fully paid, to New Man and/or its nominee(s) in accordance with the Scheme; and
  - (ii) conditional upon the Scheme becoming effective in accordance with its terms, the directors of the Company be and they are hereby generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 to allot the New Ordinary Shares, provided that: (1) the maximum aggregate nominal amount of

relevant securities that may be allotted under this authority shall be the aggregate nominal amount of the said New Ordinary Shares referred to in paragraph (d)(i) above; (2) this authority shall expire (unless previously revoked, varied or renewed) on 30 June 2020; and (3) this authority shall be in addition, and without prejudice, to any other authority under the said section 551 previously granted and in force on the date on which this resolution is passed.

## **Resolution 2—Articles of Association**

THAT the articles of association of the Company be amended as follows:

By including the following new article as Article 10(A) immediately following the existing Article 10:

### **“SCHEME OF ARRANGEMENT**

10(A)

- (A) In this Article 10(A) references to the “**Scheme**” are to the scheme of arrangement between the Company and its members dated 15 April 2019 as it may be modified or added to in accordance with its terms, and expressions defined in the Scheme shall have the same meaning when used in this Article 10(A).
- (B) Notwithstanding any other provision in these Articles, if any Man Ordinary Shares are allotted and issued to any person other than Man Group plc (registered no. 127570) (“**New Man**”) and/or its nominee(s) (a “**New Member**”) after the adoption of this Article 10(A) and on or before the Scheme Record Time (other than any Man Ordinary Shares issued to New Man or its nominees or any member of its group), such Man Ordinary Shares shall be allotted and issued subject to the terms of the Scheme and shall accordingly constitute Scheme Shares for the purposes thereof, and any New Members, and any subsequent holder other than New Man and/or its nominee(s), shall be bound by the terms of the Scheme.
- (C) Subject to the Scheme taking effect, if any Man Ordinary Shares shall be issued after the Scheme Record Time to any New Member, such Man Ordinary Shares shall be allotted and issued on terms that, immediately upon their allotment or issue or, if later, immediately after the Scheme Effective Date, they shall be transferred to New Man and/or its nominee(s).
- (D) The number of New Man Ordinary Shares to be issued or transferred to the New Member under this Article 10(A) may be adjusted by the directors of the Company following any variation in the share capital of either the Company or New Man or such other event as the directors of the Company consider fair and reasonable on such adjusted terms as the directors of the Company may determine provided that no such adjustment may be made unless the auditors have confirmed in writing to the directors of the Company that, in their opinion, such adjustment is fair and reasonable, and provided always that any fractions of New Man Ordinary Shares shall be disregarded and shall be aggregated and sold for the benefit of New Man.
- (E) The consideration for any transfer provided for in paragraph (C) of this Article 10(A) shall be the allotment and issue by New Man to the New Member of one New Man Ordinary Share, credited as fully paid, for each Man Ordinary Share so transferred.
- (F) In order to give effect to any transfer required by this Article 10(A), the Secretary or any person appointed by him/her may execute and deliver on behalf of the New Member or subsequent holder of Man Ordinary Shares a form of transfer in favour of New Man, and agree for and on behalf of such person to become a member of New Man Ordinary Shares. Pending the registration of New Man as holder of any share to be transferred pursuant to this Article 10(A), New Man shall be empowered to appoint a person nominated by the directors to act as attorney on behalf of any holder of such share in accordance with such directions as New Man may give in relation to any dealing with or disposal of such share (or any interest therein), exercising any rights attached thereto or receiving any distribution or other benefit accruing or payable in respect thereof and any holder of such shares shall exercise all rights attached thereto in accordance with the directions of New Man but not otherwise.
- (G) The Company may give a good receipt for the consideration of the Man Ordinary Shares transferred pursuant to paragraph (C) of this Article 10(A) and may register New Man (and/or its nominee(s)) as

holder and issue to it certificates for the same. The Company shall not be obliged to issue a certificate to the New Member for the Man Ordinary Shares allotted and issued pursuant to paragraph (B) of this Article 10A.

- (H) If the Scheme shall not have become effective by the date referred to in clause 7 of the Scheme, this Article 10(A) shall be of no effect.”

### **Resolution 3—New Man Reduction of Capital**

THAT subject to and conditional upon: (i) the passing of Resolution 1 set out in this Notice; (ii) the ordinary shares of 3 <sup>3</sup>/<sub>7</sub> US cents each in the capital of Man Group plc (incorporated in Jersey with registered number 127570) (“**New Man**”) (the “**New Man Ordinary Shares**”) required to be allotted and issued by New Man pursuant to the Scheme having been allotted and issued and registered in the names of the persons entitled to such New Man Ordinary Shares in New Man’s register of members; and (iii) the Scheme becoming effective, the entire amount standing to the credit of New Man’s share premium account (including the amount arising upon the allotment and issue of New Man’s ordinary shares pursuant to the Scheme) on the date on which the Scheme becomes effective be cancelled and such amount be credited to a reserve of profit to be available to New Man to be: (A) distributed by New Man from time to time as dividends in accordance with the Jersey Companies Law, or (B) applied by New Man from time to time toward any other lawful purpose to which such a reserve may be applied.