

**Company Number: 127570**

**Companies (Jersey) Law 1991**

**Man Group plc (the “Company”)**

At the Annual General Meeting of the Company, duly convened and held on 7 May 2021, the following special resolutions were duly passed.

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

THAT, subject to Resolution 18 being passed and in addition to any authority granted by Resolution 20, the directors of the Company be empowered, pursuant to the Articles, to allot equity securities (as defined in the Articles) wholly for cash pursuant to the authority conferred by Resolution 18 and/or to sell ordinary shares held by the Company as treasury shares as if Article 11A of the Articles did not apply to such allotment or sale, provided that this power shall be limited to:

- (i) the allotment of equity securities in connection with a pre-emptive offer of equity securities, but in the case of an allotment granted by paragraph (b) of Resolution 18, such power shall be limited to the allotment of equity securities by way of a rights issue (as defined in the Articles) only; and
- (ii) the allotment of equity securities or sale of treasury shares (otherwise than pursuant to sub-paragraph (i)) up to a nominal amount of US\$2,492,555.

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 earlier of the conclusion of the next AGM of the Company to be held after the date of the passing of this resolution or the close of business on 30 June 2022, but, in each case, 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 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 the Company be generally and unconditionally authorised:

- (a) pursuant to Article 57 of the Companies (Jersey) Law 1991 (the Law) to make market purchases of the Company's ordinary shares of 3 3/7 US cents each on such terms and in such manner as the directors may determine, provided that:
  - (i) the maximum number of ordinary shares authorised to be purchased is 145,399,026;
  - (ii) the minimum price (exclusive of any 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 p.m. on the day before the relevant purchase) per ordinary share;

(iii) the maximum price (exclusive of any expenses) which may be paid for an ordinary share is the higher of:

(A) an amount equal to 105 per cent of the average of the middle market quotations for ordinary shares taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such shares are contracted to be purchased; and

(B) 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; and

(iv) the authority hereby conferred shall expire on the earlier of the conclusion of the next AGM of the Company to be held after the date of the passing of this resolution or the close of business on 30 June 2022 (except that the Company may make a contract or contracts to purchase ordinary shares under this authority before such authority expires, which will or may be executed wholly or partly after the expiry of such authority, and may make purchases of ordinary shares in pursuance of any such contract as if such authority had not expired); and

(b) pursuant to Article 58A of the Law, to hold, if the Company so desires, as treasury shares any ordinary shares purchased pursuant to the authority conferred in paragraph (a) above.

## **22. Amendment of the Articles of Association\***

THAT, with effect from the conclusion of the AGM, the Articles of Association produced to the meeting and initialled by the Chair of the meeting for the purpose of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

## **23. 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.