

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 document 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.



27 May 2010



Dear Shareholder

2010 Annual General Meeting

I am pleased to invite you to the Company's Annual General Meeting ("AGM") to be held at the Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE on Thursday 8 July 2010 at 11.00 am. The formal Notice starts on page 1.

The 2010 Annual Report is enclosed for those shareholders who have chosen to receive it in hard copy. The Annual Report and Notice are also published on our website. If you would like to receive future shareholder reports and notices online, rather than in hard copy, please register at www.shareview.co.uk (all you need is your shareholder reference number).

Resolutions

This year's meeting includes the standard AGM business transacted in previous years. We are also proposing resolutions to adopt new articles of association and to adopt a replacement Sharesave scheme for our employees. Detailed explanatory notes are given after each resolution.

Directors

Five directors will be seeking appointment or reappointment by shareholders this year and further details are given in the explanatory notes set out after the resolutions.

Business update

As was the case last year, our Chief Executive will give shareholders a short presentation on the Company's business. This will be followed by the opportunity for you to ask questions about the business or the resolutions before the meeting.

Shareholder questions

We recognise that not all shareholders are able to attend the AGM. If you are not able to come to the meeting, but would like to ask the directors a question, please email us at agm@mangroupplc.com or write to the Company Secretary at the address set out at the foot of this letter and we will reply as soon as we can.

Voting

Voting at the meeting will be done by poll as this delivers a fairer representation of shareholder views and has become best practice at large company AGMs in recent years. Further details of the poll procedure are given on page 11.

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 given on page 5.

If you come to the meeting, please bring with you the Attendance Card attached to the Form of Proxy. A map showing the location of the meeting venue is given on page 11.

Acquisition of GLG Partners, Inc ('GLG')

On 17 May 2010, we announced that we had agreed the terms of a recommended offer to acquire the entire issued share capital of GLG, a leading global multi-strategy investment manager, for a total consideration of approximately US\$1.6bn, consisting of a cash offer to acquire the shares held by the GLG public shareholders and a share exchange offer for the shares held by the GLG principals. Your Board believes that the acquisition provides compelling strategic and commercial benefits to Man shareholders. Due to its size, the acquisition is conditional on, among other things, approval by Man shareholders. A circular setting out more information about the proposed acquisition and convening a separate shareholder meeting for you to consider and, if thought fit, approve the acquisition, will be sent to you in due course. Your Board considers the acquisition of GLG to be in the best interests of the Company and Man shareholders as a whole and will be unanimously recommending that you vote in favour of the acquisition.

Voting recommendation

Your directors consider that the resolutions to be proposed at the AGM are in the best interests of the Company and 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.

A handwritten signature in black ink, appearing to read 'Jon Aisbitt'.

Jon Aisbitt
Chairman
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Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting ("AGM") of Man Group plc ("the Company") for 2010 will be held in the Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE on Thursday 8 July 2010 at 11.00 am to conduct the business set out below.

Resolutions 1 to 11 and Resolution 16 will be proposed as ordinary resolutions and Resolutions 12 to 15 will be proposed as special resolutions. *The resolutions are shown in blue text and explanatory notes are given in black.*

1 To receive the Directors' and Auditors' Reports and the Financial Statements for the year ended 31 March 2010.

These Reports and the Financial Statements are set out on pages 102 and 103, page 77 and pages 35 to 76 respectively of the Annual Report.

2 To approve the Remuneration Report for the year ended 31 March 2010.

The Report is set out on pages 86 to 101 of the Annual Report. Shareholders are invited to give an advisory vote on this Report.

3 To declare a final dividend for the year ended 31 March 2010.

The directors recommend a final dividend of 17.20 pence per ordinary share giving a total dividend of 29.09 pence per ordinary share for the year.

Reappointment of directors

Under the Company's articles of association, new directors who have been appointed by the Board during the year are required to be appointed by shareholders at the AGM. In addition, one third of the directors are obliged to retire by rotation each year and non-executive directors who have served for more than nine years are required under the Combined Code to retire and seek reappointment annually. Ruud Hendriks and Frédéric Jolly who were appointed to the Board on 1 August 2009 are seeking appointment under Resolutions 4 and 5 respectively. Alison Carnwath, our Senior Independent Director, has served for over nine years and in accordance with corporate governance best practice is seeking reappointment under Resolution 6. The directors retiring by rotation this year are Kevin Hayes and Patrick O'Sullivan and they are seeking reappointment under Resolutions 7 and 8 respectively.

4 To appoint Ruud Hendriks as a director of the Company.

Ruud Hendriks was appointed a non-executive director in August 2009. He is a member of the Remuneration Committee and the Nomination Committee. Ruud was previously with Goldman Sachs Asset Management where he had been a Managing Director and Co-Head of Sales for Europe, Middle East and Africa. Prior to this, he was Global Head of Institutional Sales for Robeco, a leading international asset manager. Ruud is a member of the International Board of Advisors of Polaris (an Italian based asset manager).

5 To appoint Frédéric Jolly as a director of the Company.

Frédéric Jolly was appointed a non-executive director in August 2009. He is a member of the Audit and Risk Committee and the Nomination Committee. Frédéric was Chief Executive Officer of Russell Investments (Europe, Middle East and Africa) until the summer of 2008. Prior to this, he was Head of Investment Consulting at The Wyatt Company, Paris (now Watson Wyatt). He is a founding partner of Lexam Partners, an advisory business specialising in financial services.

Both Ruud Hendriks (Resolution 4) and Frédéric Jolly (Resolution 5) were recruited to enrich the Board with broader investment management and client development experience and each brings a valuable diversity of view to Board debate and decision making. Ruud has life long experience of working within large organisations developing products for the institutional investor. Frédéric is a seasoned builder of businesses with entrepreneurial vision and approach. The Board is pleased to recommend their appointment to shareholders.

6 To reappoint Alison Carnwath as a director of the Company.

Alison Carnwath was appointed a non-executive director in January 2001. Prior to joining the Board she spent 20 years working in investment banking. Alison is Chairman of Land Securities Group plc, an Independent Director of MF Global Ltd, listed on the New York Stock Exchange, and an Independent Director of Paccar Inc.

Alison, our Senior Independent Director ("SID"), is now in her tenth year as a director of the Company and is a highly valued contributor to the Board. Serving on all the key Board Committees, Alison has a good understanding of the workings and dynamics of the Board and is well placed to undertake the SID role of intermediary between members and adviser to the Chairman as well as providing an alternative communication channel for shareholders. Having completed a performance evaluation, the Chairman considers that Alison is fully effective and committed to her role and the Board is pleased to recommend her reappointment as a non-executive director for a further year.

7 To reappoint Kevin Hayes as a director of the Company.

Kevin Hayes, Finance Director, joined the Company as Chief Financial Officer in March 2007 from Lehman Brothers, where he served in a variety of senior finance and strategy positions, latterly as Global Director of Process and Productivity based in New York. Kevin was previously a Partner in the Financial Services practice of Ernst & Young LLP in New York. He was Company Secretary from November 2007 to July 2009 and was appointed to the Board in May 2007.

Having completed a performance evaluation the Chairman considers that Kevin is fully effective and committed to his role and the Board is pleased to recommend his reappointment as a director.

8 To reappoint Patrick O’Sullivan as a director of the Company.

Patrick O’Sullivan was appointed a non-executive director in September 2007. Patrick is Chairman of the Audit and Risk Committee and a member of the Nomination Committee. He was previously Vice Chairman of the Group Management Board, as well as Group Finance Director, of Zurich Financial Services Group. He is Chairman of Old Mutual plc and a non-executive director of the Bank of Ireland and COFRA Holding AG.

Patrick brings to the Company many years of experience of senior roles in financial institutions. Having completed a performance evaluation, the Chairman considers that Patrick is fully effective and committed to the role and the Board is pleased to recommend his reappointment as a non-executive director

9 To reappoint PricewaterhouseCoopers LLP as auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which accounts are laid before the Company.

The Company’s auditors are required to be reappointed at each general meeting at which accounts are presented to shareholders. The Board is recommending the appointment of PricewaterhouseCoopers LLP for a further year.

10 To authorise the directors to determine the remuneration of the auditors.

The remuneration of the auditors must be determined by shareholders in such a manner as they feel appropriate. The usual practice is for shareholders to authorise the directors to agree the auditors’ remuneration as they are best placed to assess the work involved.

11 To authorise the directors to allot shares.

THAT, in substitution for all existing authorities and without prejudice to previous allotments, offers or agreements made under such authorities, the directors of the Company be generally and unconditionally authorised in accordance with Section 551 of the Companies Act 2006 to exercise all the powers of the Company to:

- (a) allot shares (as defined in Section 540 of the Companies Act 2006) in the Company or grant rights to subscribe for, or to convert any security into, shares in the Company up to an aggregate nominal amount of US\$19,569,781; and
- (b) allot equity securities (as defined in Section 560 of the Companies Act 2006) up to an aggregate nominal amount of US\$39,139,561 (such amount to be reduced by the aggregate nominal amount of shares allotted or rights to subscribe for or to convert any security into shares in the Company granted under paragraph (a) of this Resolution 11), in connection with an offer by way of a rights issue:
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities (as defined in Section 560(1) of the Companies Act 2006), as required by the rights of those securities or, subject to such rights, as the directors of the Company otherwise consider necessary,

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 apply (unless previously renewed,

varied or revoked by the Company in general meeting) until the conclusion of the next Annual General Meeting of the Company after the date of the passing of this Resolution 11 but, in each case, so that the Company may make offers and enter into agreements before the authority expires which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority expires and the directors of the Company may allot shares or grant such rights under any such offer or agreement as if the authority conferred hereby had not expired.

The effect of Resolution 11 is to give the directors authority to allot ordinary shares up to a nominal amount of US\$39,139,561 approximately equivalent to two-thirds of the issued ordinary share capital of the Company as at 26 May 2010 (being the latest practicable date prior to publication of this Notice). As at the date of this Notice, the Company did not hold any treasury shares. The Resolution is seeking authority in line with the ABI Guidance on directors’ authority to allot shares. This states that, in addition to directors’ requests for authorisation to allot new shares in an amount up to one-third of the existing issued ordinary share capital of a company as proposed in paragraph (a) of Resolution 11, the ABI will regard as routine requests to authorise the allotment of a further one-third, provided that this additional one-third is used solely for a rights issue and the authority is valid only for one year. In the light of this, paragraph (b) of Resolution 11 proposes that a further authority be conferred on the directors to allot shares or rights to subscribe for shares in connection with a rights issue up to a further one-third of the issued ordinary share capital. This gives the directors authority to allot in total up to the equivalent of two-thirds of the Company’s issued ordinary share capital as at 26 May 2010. If the two-thirds allotment authority were exercised, the directors would follow best practice as regards its use (including the requirement for all the directors to stand for reappointment at the following AGM) as recommended by the ABI. This Resolution will remain in force until the AGM in 2011.

The acquisition of GLG, if approved by Man shareholders at the separate shareholders’ meeting to be convened for that purpose, will result in the issue and allotment of new ordinary shares in the Company, equivalent to approximately 10% of the issued share capital as at 26 May 2010 (being the latest practicable date prior to publication of this Notice). As the agreement to allot these shares was entered into before this year’s AGM, the allotment will be made pursuant to and in accordance with the authority granted at last year’s AGM.

The Board has no current plans to make use of the new authority proposed to be granted at this year’s AGM (save in respect of the Company’s share plans) and is requesting it only to ensure that the Company has the maximum permitted flexibility to manage its capital resources.

12 To authorise the directors to allot shares for cash other than on a pro-rata basis to existing shareholders (special resolution).

THAT, in substitution for all existing authorities and without prejudice to previous allotments, offers or agreements made under such powers, and subject to the passing of Resolution 11, 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 of the Companies Act 2006) for cash pursuant to the general authorities conferred by Resolution 11 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 an offer of equity securities (but in the case of an allotment pursuant to the authority granted by paragraph (b) of Resolution 11, such power shall be limited to the allotment of equity securities in connection with an offer by way of a rights issue only):
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities (as defined in Section 560(1) of the Companies Act 2006), as required by the rights of those securities or, subject to such rights, as the directors of the Company otherwise consider necessary,

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; and

- (b) the allotment of equity securities pursuant to the authority granted by paragraph (a) of Resolution 11 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 12) up to an aggregate nominal amount of US\$2,935,467,

such power to apply (unless previously renewed, varied or revoked by the Company in general meeting) until the conclusion of the next Annual General Meeting of the Company after the date of the passing of this Resolution (or, if earlier, until the close of business on 30 September 2011) 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.

The effect of Resolution 12 is to renew the directors' existing authority to issue shares wholly for cash on a non pre-emptive basis, i.e. without first offering them to existing shareholders pro rata to their existing shareholding, up to an aggregate nominal amount of US\$2,935,467, which represents approximately five per cent of the issued ordinary share capital of the Company as at 26 May 2010 (being the latest practicable date before publication of this Notice). This authority will remain in force until the AGM in 2011 or, if earlier, the close of business on 30 September 2011. The Board has no current plans to make use of this authority and is requesting it only to ensure that it maintains maximum flexibility in managing the Company's capital resources. It is not intended to issue more than 7.5 per cent of the Company's issued ordinary share capital on a non pre-emptive basis in any three year period.

13 To authorise the Company to purchase its own shares (special resolution).

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) on the London Stock Exchange

of ordinary shares of 3 3/7 US cents each ("ordinary shares") provided that:

- (a) the maximum aggregate number of ordinary shares that may be purchased is 171,234,154;
- (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 6.00 pm 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 per cent 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;
- (d) the authority hereby conferred shall expire on the earlier of the close of business on 7 January 2012 or the conclusion of the next Annual General Meeting of the Company 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.

Resolution 13 enables the Company to purchase in the market up to a maximum of 171,234,154 ordinary shares (representing approximately 10 per cent of the Company's issued ordinary share capital on 26 May 2010) at a minimum price of par value per share and a maximum price as defined in paragraph (c) of this Resolution. The Board would use this authority 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. It is expected that shares purchased under this authority would be cancelled.

The Company did not purchase any ordinary shares under the share purchase authority given at the 2009 AGM during the year ended 31 March 2010.

As at 26 May 2010, being the latest practicable date before publication of this Notice, the total number of ordinary shares that might be issued on the exercise of outstanding options was 4,302,948 which represented approximately 0.25 per cent of the Company's issued share capital at that date. If the remainder of the authority to purchase the Company's ordinary shares granted at last year's AGM and the authority proposed to be granted under this Resolution 13 were exercised in full, these options and awards would, assuming no further ordinary shares are issued after that date, represent 0.31 per cent of the Company's issued ordinary share capital (excluding treasury shares) as at that date.

This percentage would reduce to 0.28 per cent if no purchases were made under the authority granted at last year's AGM but the authority proposed to be granted under this Resolution 13 was exercised in full.

14 To authorise a 14 day notice period for general meetings other than AGMs (special resolution).

THAT the directors be authorised to call general meetings of the Company other than Annual General Meetings on not less than 14 clear days' notice, provided that this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this Resolution.

The Companies Act 2006, as amended by the Companies (Shareholders' Rights) Regulations 2009 ("the Regulations") now provides that the minimum notice period for general meetings is 21 clear days unless shareholders have approved a shorter notice period of 14 days. The directors wish to retain the flexibility and benefit from the ability to call general meetings on 14 clear days' notice and Resolution 14 seeks to renew the authority, which was given by shareholders last year. The directors will ensure that the authority is used only where it is in the interests of shareholders to do so. The authority is valid up to the next AGM at which it will be proposed that the authority be renewed. The Regulations provide that companies wishing to call meetings on 14 days' notice should ensure they can offer electronic voting to shareholders. The Company already provides this facility through CREST and through www.sharevote.co.uk.

15 To adopt new articles of association (special resolution).

THAT:

- (a) the articles of association of the Company be amended by deleting all the provisions of the Company's memorandum of association which, by virtue of section 28 of the Companies Act 2006, are to be treated as provisions of the Company's articles of association; and
- (b) the articles of association as set out in the form produced to the meeting, and initialled by the Chairman for the purposes 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 of the Company.

Resolution 15 proposes the adoption of new articles of association primarily to take account of current legislation. The principal changes introduced in the new articles of association are described in Appendix 1 on page 7. A copy of the new articles of association (marked to show the proposed amendments) will be available on the Company's website at www.mangroupplc.com and for inspection at the Company's registered office during usual business hours on any weekday (Saturdays, Sundays and public holidays excluded) from the date of this Notice until the conclusion of the AGM. A copy will also be available for inspection at the Queen Elizabeth II Conference Centre from 10.45 am on 8 July 2010 until the conclusion of the AGM.

16 To adopt the Man Group 2010 Sharesave Scheme

THAT:

- (a) the Company's proposed new Man Group 2010 Sharesave Scheme ("the Sharesave Scheme"), the rules of which are produced to the meeting and initialled by the Chairman for the purposes of identification, be and is hereby approved and the directors be and are hereby authorised to do all acts and things as they may consider necessary to adopt and operate the Sharesave Scheme, including making such amendments as may be necessary to obtain the approval of HM Revenue and Customs and/or such other amendments as the directors may consider necessary or desirable; and
- (b) the directors be and are hereby authorised to establish such schedules to the Sharesave Scheme (or further schemes) for the benefit of employees overseas, to take account of local tax, exchange control or securities laws outside the United Kingdom as they in their absolute discretion deem necessary or appropriate, provided that any shares made available under such schedules or other schemes must be treated as counting against the relevant individual or overall dilution limits in the Sharesave Scheme.

A summary of the operation and terms of the Sharesave Scheme is provided in Appendix 2 on page 9. A copy of the Sharesave Scheme rules is available on the Company's website at www.mangroupplc.com and for inspection at the Company's registered office during usual business hours on any weekday (Saturdays, Sundays and public holidays excluded) from the date of this Notice until the conclusion of the AGM. The rules will also be available for inspection at the Queen Elizabeth II Conference Centre from 10.45 am on 8 July 2010 until the conclusion of the AGM.

By order of the Board



Rachel Rowson
Secretary

27 May 2010

Man Group plc
Sugar Quay
Lower Thames Street
London EC3R 6DU

Registered in England no 2921462

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 e-communications, a Form of Proxy is enclosed. To appoint more than one proxy, please obtain the appropriate number of additional Forms from the Company's Registrar, 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 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, the Company specifies that only those shareholders on the shareholder register as at the close of business on 6 July 2010 or, if the AGM is adjourned, at close of business on the day two days prior to the adjourned meeting (excluding any part of a day that is not a working day), shall be entitled to attend it 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 6 July 2010 shall be disregarded in determining the rights of any person to attend or vote at the 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 Registrar, Equiniti, so as to be received no later than 11.00 am on 6 July 2010. If you prefer you may return the Form in an envelope to FREEPOST SEA10846 Aspect House, Spencer Road, Lancing, West Sussex BN99 6ZL. 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. 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 11.00 am on 6 July 2010.

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 they do not do so in relation to the same shares.

8 Shareholders' power to require 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 require the Company to publish on a website a statement setting out any matter relating to (i) the audit of the Company's accounts (including the auditor's 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 auditor 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 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 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.

10 Documents available for inspection

Copies of executive directors' service contracts, non-executive directors' letters of appointment, the proposed new articles of association and the rules of the Man Group 2010 Sharesave Scheme 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.

All documents will be available at the Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE from 10.45 am on 8 July 2010 until the conclusion of the AGM.

11 Total voting rights

At 26 May 2010 (being the latest practicable date prior to the publication of this Notice) the issued listed share capital of the Company with voting rights comprised 1,712,341,544 ordinary shares of 3 ³/₇ US cents each carrying one vote. The total voting rights in the Company as at 26 May 2010 were, therefore, 1,712,341,544.

12 Copy of Notice available on website

A copy of this Notice and other information required by Section 311A of the Companies Act 2006 can be found at www.mangroupplc.com.

Resolution 15: Adoption of new articles of association

Summary of principal changes to the articles of association

It is proposed in Resolution 15 to adopt a new set of articles of association (the “New Articles”) with effect from the conclusion of the AGM. The principal changes introduced in the New Articles are described below. Other changes to the current articles (the “Existing Articles”), which are minor, technical, drafting, clarifying or consequential in nature or changes which merely reflect changes in legislation and do not have a material impact, have not been detailed in this explanatory note. A copy of the New Articles is 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 Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE from 10.45 am on 8 July 2010 until the conclusion of the AGM.

Memorandum of association

The provisions of the Company’s constitution were formerly set out in the Company’s memorandum and articles of association.

The Companies Act 2006 (“the 2006 Act”) considerably reduced the constitutional significance of a company’s memorandum. The 2006 Act provides that, with effect from 1 October 2009, a memorandum will record only the names of subscribers and the number of shares each subscriber has agreed to take in a company, while under Section 28 of the 2006 Act all remaining provisions previously contained in the memorandum are deemed to be contained in a company’s articles of association. Resolution 15(a) confirms the removal of these provisions from the Existing Articles. However, the statement regarding limited liability previously contained in the Company’s memorandum has been expressly included in the New Articles.

Objects of the Company

The 2006 Act also states that unless a company’s articles of association provide otherwise a company’s objects are unrestricted. This means that a company is no longer required to have an objects clause. For this reason the Company is proposing to remove its objects clause. This change will make no practical difference as the original objects clause was intentionally drafted with a wide scope to ensure that no restrictions were imposed on the Company’s operations.

Authorised share capital

The 2006 Act abolished the requirement for a Company to have an authorised share capital, although if the authorised share capital is referenced in the articles of association, it will be deemed to be a cap on the number of shares that can be issued. The New Articles have been drafted with no reference to an authorised share capital. However, the 2006 Act still requires the directors to obtain authority before allotting any shares, except in respect of employee share schemes.

Change of name

Under the Companies Act 1985 (“the 1985 Act”) a company could only change its name by shareholders passing a special resolution. Under the 2006 Act a company can change its name by other means, as provided for in the articles. In accordance with emerging practice in this area, the New Articles enable the directors to change the Company’s name without seeking shareholder approval. However, any future decision to change the Company’s name would only be undertaken after a full assessment of the Company’s brand and strategy.

Preference shares, B shares and Deferred Dollar shares

The Existing Articles contain extensive rights attaching to the different types of shares detailed above. All of these types of shares have been redeemed and are no longer in issue. Therefore, all provisions relating to these types of shares have been deleted from the New Articles.

Authority to purchase own shares, consolidate and sub-divide shares and reduce share capital

Under the 1985 Act, a company required specific enabling provisions in its articles of association in order to purchase its own shares, to consolidate or subdivide its shares and to reduce its share capital or other undistributable reserves, in addition to shareholder authority to undertake such actions. Under the 2006 Act, a company only requires shareholder authority to take such actions and therefore the enabling provisions have been removed from the New Articles.

Redeemable shares

Under the 2006 Act, the articles of association need not include the terms on which redeemable shares may be redeemed. Should, in the future, the Company wish to issue redeemable shares, the 2006 Act enables directors to determine the terms of redemption, provided they are authorised to do so by the articles. The New Articles contain such an authorisation. The Company has no plans to issue redeemable shares but if it did so the directors would need shareholders’ authority to issue new shares in the usual way.

Shares held in uncertificated and certificated form

The New Articles contain provisions which are appropriate for a company whose shares are publicly traded in uncertificated form. The New Articles also provide that when the Company sends a share certificate to a shareholder, such share certificate is sent at the risk of the shareholder. These changes merely confirm current practice in this area.

Suspension of registration of share transfers

The Existing Articles allow the directors to suspend the registration of share transfers. The 2006 Act does not permit this and transfers must be registered as soon as possible. Therefore, this provision has been removed in the New Articles.

Notice of general meetings

The Companies (Shareholders' Rights) Regulations 2009 ("the Regulations") amended the 2006 Act to require a company to give 21 clear days' notice of general meetings unless the company offers shareholders an electronic voting facility and a special resolution reducing the period of notice to not less than 14 days has been passed. AGMs must be held on 21 clear days' notice. The New Articles amend the provisions of the Existing Articles to be consistent with the new requirements.

Multiple locations and security arrangements for general meetings

The 2006 Act allows, if the articles of association permit, for a general meeting to be held in multiple locations with such locations connected by electronic means. The New Articles contain such authority. The New Articles also detail any security measures that the Company may take at general meetings in order to ensure the safety of its shareholders and staff.

Chairman's casting vote

Under the 2006 Act the Chairman is not allowed a casting vote in the event of an equality of votes at shareholder meetings. This authority has, therefore, been removed in the New Articles.

Voting by proxies and corporate representatives

The Regulations have amended the 2006 Act so each proxy appointed by a shareholder has one vote on a show of hands, unless the proxy is appointed by more than one shareholder. In this case, if the proxy has been instructed by one or more shareholders to vote for the resolution and by one or more shareholders to vote against the resolution, the proxy has one vote for and one vote against. The New Articles reflect this change and, in addition, include a provision which clarifies that the Company is not required to verify if a proxy or corporate representative has voted in accordance with the voting instructions of the appointing shareholder(s).

The Shareholders' Rights Regulations have also amended the 2006 Act in order to enable multiple representatives appointed by the same corporate shareholder to vote in different ways on a show of hands and a poll. The New Articles contain provisions which reflect these amendments.

Payments to shareholders through direct credit to their bank

The UK Payments Council has set a target date of 2018 to phase out the use of cheques. The direct crediting of bank accounts is a more secure, convenient and cost effective method of making payments, which provides benefits to all shareholders. The New Articles authorise the Board to decide the manner in which payments are made to shareholders, including making direct credit the only permitted means of receiving payments. The Board has no immediate intention to exercise this power but may do so when it becomes accepted practice.

Delivery of notices, documents and information

The New Articles include a provision permitting the Company to stop sending notices, documents or other information to shareholders for whom the Company has no current address.

General

Generally the opportunity has been taken to bring clearer language into the New Articles and in some areas to conform the language of the New Articles with that used in the model articles for public companies produced by the Department for Business, Innovation and Skills.

Resolution 16: Adoption of the Man Group 2010 Sharesave Scheme

Man Group 2010 Sharesave Scheme

The Man Group 2010 Sharesave Scheme (“the Scheme”) is to be established as a replacement for the Man Group 2001 Sharesave Scheme (“the 2001 Scheme”), which expires in 2011. The Scheme replicates the 2001 Scheme and the only changes proposed are designed to align the Scheme further with best practice. The rules of the Scheme will, if approved by shareholders, be submitted to HM Revenue and Customs (“HMRC”) for formal approval.

The Scheme enables employees to save a set amount each month, which is deducted from their net salary, for a period of three or five years. At the end of the agreed period a tax free bonus, subject to legislation, may be added to their savings and they can then choose whether to receive this money as cash or to use it to purchase shares at a fixed option price. The option price is based on the market price of the Company’s shares just before invitations to join the Scheme are sent out. Under the Scheme rules, a discount of up to 20% can be applied to the current market price and the Company has always applied this discount when setting the option price. Options are generally granted once a year after the announcement of the year-end results.

The 2001 Scheme has proved popular with employees and last year 66% of employees applied to join that scheme. The directors believe that the operation of the Scheme will continue to align the interests of shareholders with employees and will, therefore, benefit both employees and shareholders. A copy of the rules of the Scheme is available on the Company’s website at www.mangroupplc.com and for inspection at the Company’s registered office during usual business hours on any weekday (Saturdays, Sundays and public holidays excluded) from the date of this Notice until the conclusion of the AGM. The rules will also be available for inspection at the Queen Elizabeth II Conference Centre from 10.45 am on 8 July 2010 until the conclusion of the AGM. The main terms of the Scheme are outlined below.

Eligibility

All employees and executive directors of the Company (and of any participating subsidiaries), who are UK tax resident and who have the requisite period of continuous employment (as determined by the directors, but such period may not exceed five years) at the date of issue of invitations, are eligible to participate in the Scheme. The directors have the discretion to include other employees.

Grant of options

If the directors decide to operate the Scheme, invitations to apply for the grant of options will normally only be issued within the 6 week period following the Company’s announcement of results for any period. Options will be granted within 30 days (or 42 days if the applications are scaled down (see below)) of the first day by reference to which the option price was calculated.

Option price

The Scheme rules state that the option price will not be manifestly less than 80% of the market value of a share. The market value of a share will be determined by

reference to the middle market price on the day immediately preceding the invitation date or the Board can decide to take the average of the middle market price over the three dealing days preceding the invitation date.

Savings contract and the right to acquire shares

Participants in the Scheme will be required to enter into a savings contract with a designated savings carrier (i.e. a bank or building society) approved by HMRC, under which they make monthly savings for a period of three or five years. Each individual participant can choose to save a minimum of £5 and up to a maximum of £250 each month. The £250 limit will include the aggregated totals of any monthly contributions made under any other savings contract. A cash bonus, subject to legislation, will be paid to each participant upon maturity of the contract.

Participants in the five year savings contract can opt to leave their savings with the savings carrier for a further two years to receive an additional bonus; however, if this choice is made the option to purchase shares will lapse.

Options are not normally exercisable until the participant has completed their savings contract and then only during the six-month period following the Scheme maturity. Options not exercised within this period will lapse. Participants may withdraw from a savings contract at any time, although their options will normally lapse. Participants who continue saving until maturity are not obliged to exercise any or all of their options. Options are not transferable and benefits under the Scheme will not be pensionable.

Rights attaching to shares

Options granted under the Scheme will not confer any shareholder rights on participants until the options have been exercised. Shares issued on the exercise of an option will rank equally in all respects with shares in issue on the date of allotment (except by reference to a record date prior to the date of allotment).

Leaving employment

Generally, if a participant ceases to be an employee or a director of a Man Group company, the option to purchase shares will lapse. However, an optionholder may exercise their options within six months after ceasing to be a director or an employee for any reason (other than voluntary resignation or dismissal for misconduct) if more than three years after the date of grant has passed. If a participant ceases employment with the Group by reason of injury or disability, redundancy, retirement or on the sale of their employing company or business out of the Group, options may be exercised during a six-month period following cessation of employment. On the death of a participant, the option will be exercisable for a twelve-month period. If the option is exercised early, the participant (or the personal representatives in the case of death) may only exercise the option to the extent of the accumulated savings (including any interest due) as at the date of exercise.

Corporate events

Options may be exercised early in the event of a takeover, scheme of arrangement or winding-up of the Company, but in each case only to the extent of the accumulated savings (including any interest due) as at the date of exercise. In the event of another company taking control of the Company, participants may, in certain circumstances,

be allowed to exchange their options for options of equivalent value over shares in the acquiring company.

Variation in ordinary share capital

If there is a variation in the share capital of the Company, the exercise price and/or number of shares over which an option has been granted may be adjusted in order to maintain the value of the options, subject to prior approval by HMRC.

Scheme limits

The number of shares which may be allocated under or in connection with the Scheme on any day may not exceed 10% of the ordinary share capital of the Company in issue immediately before that day, when added to the total number of shares which have been allocated in the previous 10 years under the Scheme and any other employee share scheme operated by the Company.

Shares purchased in the market which are transferred from a trust to satisfy options under the Scheme do not count towards this limit. However, shares transferred out of treasury to satisfy options under the Scheme shall be treated as issued for the purposes of the limit so long as this treatment is required by institutional shareholder guidelines.

Scaling down

Applications to participate in the Scheme may be scaled down by the directors if applications exceed the number of shares available for the grant of options. The ways in which scaling down may be carried out are set out in the rules of the Scheme.

Amendments to the Scheme

The Company must approve in advance, by an ordinary shareholder resolution, any proposed changes which will be to the advantage of the present or future optionholders. However, if the amendments are minor and are designed to benefit the administration of the Scheme, to maintain HMRC approval, to comply with or take account of the provisions of any legislation or to obtain or maintain favourable exchange control, tax or regulatory treatment for participants or for the Company or any Group company, shareholder approval is not required. No amendment to any key feature of the Scheme (as defined by the relevant legislation) can be made without the prior consent of HMRC.

Shareholder approval is also not required for any alteration in respect of an option granted to a participant who is or may become subject to taxation outside the UK to take account of such changes as are necessary to mitigate or comply with local tax, exchange controls or security laws in the relevant jurisdiction. The terms of any such amendment must not provide a participant with benefits greater than those provided to other participants.

Termination

The Scheme will expire on the tenth anniversary of the approval of the Scheme by shareholders unless terminated earlier by the directors.

Information about the Annual General Meeting

Getting there

By car

There is no car parking at the Queen Elizabeth II Conference Centre ("the Centre"); however, there are four public car parks nearby. For more information, visit www.ncp.co.uk.

Please note that the Centre is located within the congestion charging zone. For more information, visit www.cclondon.com.

By train

The Centre is within walking distance of Victoria Station (15 minutes walk).

By tube

The Centre is within walking distance of the following tube stations:

St James's Park on the Circle and District lines (5 minutes walk); and Westminster on the Jubilee, Bakerloo and Northern Lines (5 minutes walk).

By bus

Buses 11, 12, 24, 53 77a and 88 stop at Parliament Square. Please see the map below for the route from Westminster and St James's Park tube stations to the Centre.

Attending the meeting

Please bring your Attendance Card with you. It will confirm your right to attend, speak and vote and will speed up your admission to the meeting.

Voting – poll procedure

Voting on each of the resolutions will be done 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 prior to the meeting. Light refreshments will be provided afterwards.

Shareholder information

Shareholder enquiries

The address and contact details for the Company's Registrar, Equiniti, are Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, *Tel: 0871 384 2112. 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 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.

* Calls to this number are charged at 8p per minute from a BT landline. Other telephony providers' costs may vary.

Location of AGM

