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RESULT OF COURT AND GENERAL MEETING

Man Group plc
10 May 2019

Corporate Reorganisation – Results of the Court Meeting and General Meeting

Further to the announcement on 15 April 2019, Man Group plc (**Man** or the **Company**) announces that, at the meeting convened pursuant to an order of the Court and held earlier today (the **Court Meeting**), the Scheme was approved by the requisite majority.

Man further announces that all resolutions to approve the Proposals and other related matters were passed by the requisite majority at the general meeting of Man which was held today immediately following the Court Meeting (the **General Meeting**).

Terms used but not defined herein have the meanings given to them in the circular published by Man on 15 April 2019 (the **Circular**).

Results of Court Meeting

At the Court Meeting, a majority in number of the Man Shareholders who voted (either in person or by proxy), representing 99.94% in value of Man Ordinary Shares held by Man Shareholders who voted (either in person or by proxy), voted in favour of the resolution to approve the Scheme. The resolution proposed at the Court Meeting was decided on a poll vote.

Details of the votes cast are as follows:

	VOTES FOR	VOTES AGAINST	TOTAL VOTES CAST
Man Ordinary Shares voted	1,095,436,886	702,857	1,096,139,743

Accordingly, the resolution proposed at the Court Meeting was duly passed on a poll vote.

Results of General Meeting

At the General Meeting, all resolutions were put to the meeting on a poll and the results of the poll are detailed below. The full text of the resolutions is contained in the Notice of General Meeting set out in the Circular which is available on Man's website at www.man.com.

RESOLUTION	VOTES FOR	VOTES AGAINST	VOTES WITHHELD
Implement the Scheme of Arrangement	1,084,445,634	1,314,293	64,122
Amend the Articles of Association	1,084,448,634	1,311,293	64,122
New Man Reduction of Capital	1,084,448,526	1,301,646	73,877

Accordingly, all resolutions proposed at the General Meeting were duly passed by the requisite majority.

Conditions and Expected Timetable

Completion of the Proposals remains subject to the satisfaction or (if capable of waiver) waiver of the remaining conditions set out in Part 2 of the Circular, including the Court sanction of the Scheme and approval of the New Man Reduction of Capital by the New Man Subscriber Shareholders. The Court hearing to sanction the Scheme is expected to take place on 24 May 2019. It is expected that the last day for dealings in Man Ordinary Shares will be 24 May 2019, that the Scheme will become effective on 28 May 2019 and that cancellation of the listing of the Man Ordinary Shares on the Official List and admission of the New Man Ordinary Shares to the premium listing segment of the Official List and to trading on the London Stock Exchange's main market for listed securities (**Admission**) will take place no later than 8 a.m. on 28 May 2019.

Applications have been made to the relevant authorities in respect of regulatory clearances that have been identified as conditions to the Scheme. The requisite approval by the FCA was originally obtained on 12 December 2018 and was subsequently extended by the FCA on 7 March 2019. Such approval (unless withdrawn) will remain in effect until 1 June 2019 and therefore if the Scheme has not become Effective by this date, a further extension to such approval will need to be obtained. The requisite approvals of the regulators in Ireland (the Central Bank of Ireland), Switzerland (the Financial Markets Supervisory Authority (FINMA)), Guernsey (the Guernsey Financial Services Commission) the Cayman Islands (CIMA), Liechtenstein (FMA) and Hong Kong (SFC) have also been obtained.

The dates stated above are indicative only and will depend, among other things, on the date upon which the Court sanctions the Scheme and the date on which the Conditions are satisfied or, if capable of waiver, waived. The timetable is also dependent on when the Court Order sanctioning the Scheme is delivered to, and registered by, the Registrar of Companies. Man will give notice of any change(s) to the expected timetable by issuing an announcement through a Regulatory Information Service.

CREST/Ticker

By way of clarification, Man confirms that for Man Shareholders who currently hold Man Ordinary Shares in uncertificated form, it is expected that on or soon after 8 a.m. on 28 May 2019, CREST accounts will be credited with New Man Ordinary Shares under ISIN JE00BJ1DLW90. New Man will have the same ticker symbol as Man and will therefore remain as **EMG**.

The issued ordinary share capital of Man as at the close of business on 8 May 2019 (being the latest practicable date prior to the date of this announcement) was 1,610,142,313 ordinary shares of 3³/₇ US cents each and 50,000 deferred shares of £1.00 each.

National Storage Mechanism

In accordance with paragraph 9.6.2 of the Listing Rules, a copy of the resolutions passed at the Court Meeting and the General Meeting will shortly be submitted to the National Storage Mechanism and available for inspection at: www.morningstar.co.uk/uk/nsm.

For further information:

Fiona Smart
Head of Investor Relations
+44 20 7144 2030
fiona.smart@man.com

Georgiana Brunner
Director of Communications
+44 20 7144 1000
media@man.com

Michael Turner
Finsbury
+44 20 7251 3801
mangroupUK@finsbury.com

Important Notices

J.P. Morgan Cazenove Securities plc (which conducts its UK investment banking business at J.P. Morgan Cazenove (**J.P. Morgan Cazenove**)), which is authorised in the United Kingdom by the PRA and regulated in the United Kingdom by the PRA and the FCA, is acting exclusively for Man and New Man and no one else in connection with the Proposals and will not regard any other person as its client in relation to the Proposals and will not be responsible to anyone other than Man and New Man for providing the protections afforded to clients of J.P. Morgan Cazenove, nor for providing advice in relation to the Proposals or any matters referred to herein.

NEW MAN ORDINARY SHARES HAVE NEITHER BEEN MARKETED TO, NOR ARE AVAILABLE FOR PURCHASE OR EXCHANGE, IN WHOLE OR IN PART, BY, THE PUBLIC IN THE UNITED KINGDOM OR ELSEWHERE IN CONNECTION WITH THE INTRODUCTION OF THE NEW MAN ORDINARY SHARES TO THE OFFICIAL LIST. THIS ANNOUNCEMENT DOES NOT CONSTITUTE AN INVITATION OR OFFER TO SELL OR THE SOLICITATION OF AN INVITATION OR OFFER TO BUY ANY SECURITY. NONE OF THE SECURITIES REFERRED TO IN THIS ANNOUNCEMENT SHALL BE SOLD, ISSUED, SUBSCRIBED FOR, PURCHASED, EXCHANGED OR TRANSFERRED IN ANY JURISDICTION IN CONTRAVENTION OF APPLICABLE LAW.

Notice to United States residents

Man Shareholders should note that the Scheme is subject to UK procedural and disclosure requirements (which are different from those of the United States) and is to be implemented through a scheme of arrangement in accordance with English company law. As such, the New Man Ordinary Shares have not been and will not be registered under the US Securities Act of 1933, as amended (the **Securities Act**) and will be issued in reliance upon the exemption from the registration requirements of the Securities Act provided by section 3(a)(10) thereof and also will not be subject to the proxy solicitation rules under the US Securities Exchange Act of 1934, as amended.

Man Shareholders should be aware that the Scheme and the ownership of New Man Ordinary Shares may have tax consequences in the United States. Man Shareholders are advised to consult their own tax advisors to determine the particular tax consequences to them of the Scheme.

The New Man Ordinary Shares to be issued in connection with the Scheme have not been approved or disapproved by the US Securities and Exchange Commission or any securities regulatory authorities of any state of the United States, nor have such authorities passed upon or determined the fairness or merits of such securities or upon the adequacy or accuracy of the information contained in this document. Any representation to the contrary is a criminal offence in the United States.

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