

## NOTICE OF GENERAL MEETING

### MAN GROUP PLC

(Incorporated and registered in England and Wales under the Companies Act 2006  
with registered number 08172396)

## NOTICE OF GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a **GENERAL MEETING** of Man Group plc (the “**Company**”) will be held at Riverbank House, 2 Swan Lane, London EC4R 3AD at 10 a.m. on 5 September 2014 for the purpose of considering and, if thought fit, passing the following resolution which will be proposed as an ordinary resolution.

### ORDINARY RESOLUTION

THAT the proposed acquisition by the Company of Numeric Holdings LLC (the “**Acquisition**”), substantially on the terms (including, without limitation, the put and call options relating thereto) and subject to the conditions set out in the Acquisition Agreements (as defined in the circular to shareholders dated 7 August 2014 accompanying this notice (the “**Circular**”)) (a copy of which is produced to the meeting and signed for identification purposes by the chairman of the meeting) and the associated and ancillary documents contemplated by the Acquisition Agreements and/or described in the Circular be and is hereby approved and the directors of the Company (the “**Directors**”) (or any duly constituted committee thereof) be authorised: (1) to take all such steps as may be necessary or desirable in connection with, and to implement, the Acquisition; and (2) to agree such modifications, variations, revisions, waivers or amendments to the terms and conditions of the Acquisition and/or the Acquisition Agreements (provided such modifications, variations, revisions, waivers or amendments are not material), and to any documents or arrangements relating thereto, in either such case as they may in their absolute discretion think fit.

Dated: 7 August 2014

Registered office:  
Riverbank House  
2 Swan Lane  
London EC4R 3AD

By order of the Board



Rachel Rowson  
Company Secretary

#### Notes:

##### 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-mail alert, a Form of Proxy is enclosed. To appoint more than one proxy, please obtain the appropriate number of additional Form of Proxy from the Company’s Registrars, 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](http://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.co.uk](http://www.shareview.co.uk) 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 as a proxy 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, he or she 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 and section 360B of the Companies Act 2006, the Company specifies that only those shareholders on the shareholder register as at close of business on 3 September 2014 or, if the meeting is adjourned at close of business on the day two days prior to the adjourned meeting shall be entitled to attend or vote at the meeting 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 the relevant date shall be disregarded in determining the rights of any person to attend or vote at the meeting or any adjourned 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 Registrars, Equiniti, so as to be received no later than 10 a.m. on 3 September 2014. If you prefer, you may return the Form in an envelope to Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA. The completion and return of a Form of Proxy will not preclude shareholders entitled to attend and vote at the meeting 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 which can be viewed at [www.euroclear.com](http://www.euroclear.com). 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, no later than 10 a.m. on 3 September 2014.

#### **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' right to ask questions**

Shareholders have the right to ask questions at the meeting relating to the business of the meeting and the Company has an obligation to answer such questions unless they fall within any of the statutory exceptions.

#### **9. Documents available for inspection**

Copies of the following documents 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 meeting. All such documents will also be available at Riverbank House, 2 Swan Lane, London EC4R 3AD from 9:45 a.m. on 5 September 2014 until the conclusion of the meeting:

- (a) the articles of association of Man;
- (b) the audited consolidated accounts of Man for the financial periods ended 31 December 2012 and 31 December 2013 and the unaudited interim consolidated accounts of Man for the six months ended 30 June 2014;
- (c) the consolidated accounts of Numeric for the financial periods ended 31 December 2011, 31 December 2012 and 31 December 2013;
- (d) the accountants' reports from Deloitte LLP set out in the Circular at Section A of Part V (Accountants' Report on the Consolidated Historical Financial Information on the Numeric

Group) and Section B of Part VI (Accountants' Report on Unaudited *Pro Forma* Financial Information of the Enlarged Group) of the Circular;

- (e) the unaudited *pro forma* statement of the combined net assets of the Enlarged Group set out in the Circular at Part VI (Unaudited *Pro Forma* Financial Information of the Enlarged Group) of the Circular;
- (f) the service contracts and letters of appointment of the Directors;
- (g) the written consents referred to in paragraph 11 of Part VII (Additional Information) of the Circular;
- (h) the Merger Agreement;
- (i) the LLC Agreement;
- (j) the Parent Company Guarantee; and
- (k) the Circular.

Unless otherwise stated, capitalised terms and expressions used in this paragraph have the meaning given to them in the Circular.

#### **10. Total voting rights**

As at 6 August 2014 (the latest practicable date prior to the date of this Notice) the issued ordinary share capital of the Company with voting rights comprised 1,756,241,351 ordinary shares of 3<sup>3</sup>/<sub>7</sub> US cents each carrying one vote. The total voting rights in the Company as at 6 August 2014 were, therefore, 1,756,241,351.

#### **11. 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.man.com](http://www.man.com).

#### **12. Use of electronic addresses**

You may not use any electronic address provided in either this Notice or the Circular or any other related documents (including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.