

FINAL TERMS

6 August 2010

Man Group plc

**Issue of U.S.\$232,089,000 5.00 per cent. Subordinated Notes due 2017
under the U.S.\$3,000,000,000
Euro Medium Term Note Programme**

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Offering Circular dated 28 July 2010 which constitutes a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the **Prospectus Directive**). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Offering Circular. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Offering Circular. The Offering Circular is available for viewing during normal business hours at the offices of the Issuer at Sugar Quay, Lower Thames Street, London EC3R 6DU and copies may be obtained from the offices of the Issuer at Sugar Quay, Lower Thames Street, London EC3R 6DU.

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| 1. | Issuer: | Man Group plc |
| 2. | (a) Series Number: | 3 |
| | (b) Tranche Number: | 1 |
| 3. | Specified Currency or Currencies: | U.S. dollars ("U.S.\$") |
| 4. | Aggregate Nominal Amount: | |
| | (a) Series: | U.S.\$232,089,000 |
| | (b) Tranche: | U.S.\$232,089,000 |
| 5. | Issue Price: | 100.00 per cent. of the Aggregate Nominal Amount |
| 6. | (a) Specified Denominations: | U.S.\$100,000 and integral multiples of U.S.\$1,000 in excess thereof. No Notes in definitive form will be issued with a denomination above U.S.\$199,000 |
| | (b) Calculation Amount: | U.S.\$1,000 |
| 7. | (a) Issue Date: | 9 August 2010 |
| | (b) Interest Commencement Date: | Issue Date |
| 8. | Maturity Date: | 9 August 2017 |
| 9. | Interest Basis: | 5.00 per cent. Fixed Rate
(further particulars specified below) |

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| 10. | Redemption/Payment Basis: | Redemption at par |
| 11. | Change of Interest Basis or Redemption/Payment Basis: | Not Applicable |
| 12. | Put/Call Options: | Not Applicable |
| 13. | Status: | Dated Subordinated |
| 14. | Method of distribution: | Not Applicable. The Notes are being issued in exchange for certain existing securities |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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| 15. | Fixed Rate Note Provisions | Applicable |
| | (a) Rate(s) of Interest: | 5.00 per cent. per annum payable annually in arrear |
| | (b) Interest Payment Date(s): | 9 August in each year from and including 9 August 2011 up to and including the Maturity Date |
| | (c) Fixed Coupon Amount(s): | U.S.\$50.00 per Calculation Amount |
| | (d) Broken Amount(s): | Not Applicable |
| | (e) Day Count Fraction: | 30/360 |
| | (f) Determination Date(s): | Not Applicable |
| | (g) Other terms relating to the method of calculating interest for Fixed Rate Notes: | None |
| 16. | Floating Rate Note Provisions | Not Applicable |
| 17. | Zero Coupon Note Provisions | Not Applicable |
| 18. | Index Linked Interest Note Provisions | Not Applicable |
| 19. | Dual Currency Interest Note Provisions | Not Applicable |

PROVISIONS RELATING TO REDEMPTION

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| 20. | Issuer Call: | Not Applicable |
| 21. | Investor Put: | Not Applicable |

22. Final Redemption Amount: U.S.\$1,000 per Calculation Amount
23. Early Redemption Amount payable on redemption for taxation reasons or on event of default and/or the method of calculating the same (if required or if different from that set out in Condition 6.6): As set out in the Conditions

GENERAL PROVISIONS APPLICABLE TO THE NOTES

24. Form of Notes:
- (a) Form: Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes only upon an Exchange Event
- (b) New Global Note: No
25. Additional Financial Centre(s) or other special provisions relating to Payment Days: Not Applicable
26. Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): No
27. Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment: Not Applicable
28. Details relating to Instalment Notes:
- (a) Instalment Amount(s): Not Applicable
- (b) Instalment Date(s): Not Applicable
29. Redenomination applicable: Redenomination not applicable
30. Other final terms: Not Applicable

DISTRIBUTION

31. (a) If syndicated, names of Managers: Not Applicable
- (b) Date of Subscription Agreement: Not Applicable
- (c) Stabilising Manager(s) (if any): Not Applicable

32. If non-syndicated, name of relevant Dealer: Not Applicable
33. U.S. Selling Restrictions: Reg. S Compliance Category 2; TEFRA D
34. Additional selling restrictions: Not Applicable

PURPOSE OF FINAL TERMS

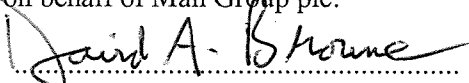
These Final Terms comprise the final terms required for issue and admission to trading on the London Stock Exchange's Regulated Market and admission to the Official List of the UK Listing Authority of the Notes described herein pursuant to the U.S.\$3,000,000,000 Euro Medium Term Note Programme of Man Group plc.

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of Man Group plc:

By:


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Duly authorised

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

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| (i) | Listing and Admission to trading: | Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the London Stock Exchange's Regulated Market and admitted to listing on the Official List of the UK Listing Authority with effect from 9 August 2010. |
| (ii) | Estimate of total expenses related to admission to trading: | £3,600 |

2. RATINGS

Ratings:	The Notes to be issued are expected to be rated:
	Moody's: Baa2 under review for possible downgrade
	Fitch: BBB Rating Watch Negative

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for the interests of Merrill Lynch International or UBS Limited as dealer managers in connection with the exchange of certain existing securities for the Notes, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer.

4. YIELD

Indication of yield:	5.00 per cent. per annum
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The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

5. OPERATIONAL INFORMATION

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| (i) | ISIN Code: | XS0531882149 |
| (ii) | Common Code: | 053188214 |

- (iii) Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking, société anonyme and the relevant identification number(s): Not Applicable
- (iv) Delivery: Delivery against delivery of the relevant securities for which the Notes are being exchanged
- (v) Names and addresses of additional Paying Agent(s) (if any): Not Applicable
- (vi) Intended to be held in a manner which would allow Eurosystem eligibility: No

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