

Registered number: 08172396

Man Group Limited
Annual Report and Financial Statements
for the year ended 31 December 2022

Man Group Limited

Company Information

Directors	D A Barber T I M Cruickshank A H J M Forterre J L Fountain (appointed 7 September 2023) A K Pannu-Purewal
Company secretary	T I M Cruickshank (resigned 14 January 2022) R E Sharp (appointed 14 January 2022) E A Woods (resigned 14 January 2022, appointed 2 May 2023)
Registered number	08172396
Registered office	Riverbank House 2 Swan Lane London EC4R 3AD United Kingdom
Independent auditor	Deloitte LLP 2 New Street Square London EC4A 3BZ United Kingdom

Man Group Limited

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Strategic Report

For the year ended 31 December 2022

The directors of Man Group Limited (the “Company”) present their Strategic Report and the audited financial statements of the Company for the year ended 31 December 2022.

Principal activities and review of the business

During the year there were no significant changes to the principal activities of the Company which consisted of that of an investment holding company.

The results for the year ended 31 December 2022 are set out in the Profit and Loss Account on page 9.

Key performance indicators

The Company’s loss before tax, and the net assets as at the Balance Sheet date, demonstrate the Company’s performance and position.

The loss before tax for the year ended 31 December 2022 is due to interest expense on the Company’s payable to Man Investments Finance Limited.

Going concern

After making reasonable enquiries the directors have concluded that there is a reasonable expectation that the Company has and will have adequate resources to continue in operational existence for a period of at least twelve months from the date of approval of the financial statements. Accordingly, the financial statements have been prepared on a going concern basis.

Principal risks and uncertainties

The Company operates within a robust risk management framework and the Company’s risk profile has not changed materially in the year.

Business risks continue to represent the biggest risk to the Company. The investment underperformance of the assets under management of Man Group plc and its subsidiaries (the “Group”) is the single biggest risk that may have a material impact on the performance of the Company.

The directors have not identified any market, operational, liquidity and/or climate change risks that are likely to materially impact the performance of the Company in the next year.

The directors will continue to monitor any changes in the operating environment of the Company.

Section 172(1) statement

Under the Companies (Miscellaneous Reporting) Regulations 2018, the Company is required to disclose how its directors have had regard to their duties under section 172(1) (a) to (f) of the Companies Act 2006 (“s.172”) during the year.

The directors confirm that during the year ended 31 December 2022, they have acted in a way that they consider, in good faith, to be most likely to promote the success of the Company for the benefit of its members as a whole, and in doing so have had regard (amongst other matters) to the matters set out under s.172 including the Company’s applicable stakeholders.

The directors are mindful of the Company’s purpose and function; its role is that of an investment holding company, specifically for the Group’s UK-EEA subgroup. The Company seeks to further the Group’s overall long-term strategy, and works to implement the strategy within the UK-EEA subgroup. Noting the Company’s role within the UK-EEA subgroup, while also adhering to the policies and procedures comprising the Group’s governance framework, the directors consider that its stakeholders are largely consistent with those identified at the Group level which are discussed in detail within the Stakeholder Engagement section of the Group’s 2022 Annual Report. The following key stakeholders are identified for the Company:

- clients;
- regulators;
- shareholders;
- employees;

Strategic Report (continued)

For the year ended 31 December 2022

- communities;
- the environment;
- other Group subsidiaries; and
- business partners and suppliers.

The Group's s.172 statement is integrated across the Governance report of the Group's 2022 Annual Report. The s.172 statement is also available on the Man Group website at www.man.com/regulatory-disclosures.

The Company's Board of directors have the necessary skills and experience required to make decisions on behalf of the Company and identify any potential impacts of their decisions on its stakeholders. The Company's directors make use of the consideration and engagement undertaken at Group level in their decision-making and management of the Company. Accordingly, the directors wish to highlight certain principal decisions taken during the year to illustrate discharge of their s.172 duties.

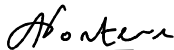
The Company's role within the Group is that of an investment holding company, specifically for the Group's UK-EEA subgroup. As such, the Company's key stakeholders are Man Group plc, its sole shareholder, Man Group Treasury Limited ("MGTL"), other UK-EEA Group companies and, for the purposes of regulatory capital consolidation requirements, its regulator, the Financial Conduct Authority (the "FCA"). Cognisant of its role within the UK-EEA subgroup, the directors reviewed and approved the Internal Capital Adequacy Assessment Process ("ICAAP") for the UK-EEA subgroup as of 31 December 2021 as required by the FCA. The ICAAP identifies, assesses and quantifies all the risks faced by the UK-EEA subgroup and the associated capital requirements to such risks. The ICAAP also includes downside capital and liquidity scenarios, taking these scenarios to extremes, and a wind down framework and cost. In review and approval of the ICAAP, the directors consider the views of the FCA and appropriately challenge the ICAAP methodologies and calculations designed by the Group in an effort to ensure the delivery of high standards of business conduct. The ICAAP was replaced by the Internal Capital and Risk Assessment ("ICARA") with the first submission as of the 31 December 2022 submitted by the deadline of 31 March 2023. The directors maintained oversight over the transition from ICAAP to ICARA.

During the year, the directors reviewed the implementation of the FCA's MIFIDPRU requirements, introduced on 1 January 2022, as they applied to the UK-EEA subgroup. The directors considered the impact of the MIFIDPRU requirements from a governance, capital management, risk and remuneration perspective upon the UK-EEA subgroup. The Board is satisfied that any principal decisions made were in the best interests of the Company to promote its long-term success in line with its corporate purpose.

Modern Slavery Statement

During the year, the directors approved the Modern Slavery and Transparency Statement (the "Statement") on behalf of the Company pursuant to its commitment to preventing modern slavery within the business and its supply chains. The Statement reflects the policies and controls in place at Group level, which are implemented by the Company. The Statement is reviewed annually by the Board of Man Group plc, following which it is also adopted by the Company.

This report was approved by the Board and signed on its behalf.



[Antoine Forterre \(Sep 18, 2023 14:00 GMT+1\)](#)

A H J M Forterre

Director

Date: 18 September 2023

Directors' Report

For the year ended 31 December 2022

The directors present their report, together with the audited financial statements of the Company, for the year ended 31 December 2022.

Dividends

Details of dividends paid during the year are set out in Note 9. The directors do not recommend the payment of a final dividend in respect of the year ended 31 December 2022 (2021: \$NIL).

Directors

The individuals listed within the Company Information section served as directors of the Company for the duration of the year and up to the date of approval of this report, unless otherwise stated.

Qualifying third party indemnity provisions

During the year, the existing and former directors benefitted from a qualifying third-party indemnity provision, and this remains in force at the date of this report. The indemnity is provided by the Company and covers, to the extent permitted by law, any third-party liabilities which directors may incur as a result of their service on the Board. It also extends to directors of other entities within the Group.

Future developments

The directors do not expect any development in the Company's business in the next year to be significantly different from its present activities.

Events after the end of the reporting period

Events affecting the Company which have occurred since 31 December 2022 are disclosed in Note 14 to the financial statements of the Company.

Employees

The Company has no employees as all staff servicing the Company are employed by another Group subsidiary.

Energy and Carbon Reporting

Under the Streamlined Energy and Carbon Reporting rules as contained in the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 (as amended) (the "LMCGR"), the Company is required to report on carbon emissions and energy use.

The Company is exempt from the reporting requirements as it consumed less than 40,000kWh of energy during the reporting period (para 20D(7)(a), Part 7A, Schedule 7 LMCGR). Accordingly this disclosure has not been presented.

Financial instruments

The Company has exposure to market, foreign exchange, liquidity, credit, and interest rate risk. Given the absence of external borrowings for the Company, liquidity risk and interest rate risk are not considered material.

The Company's principal financial assets are trade debtors and amounts due from Group undertakings, and as such, the credit risk is mainly attributable to these balances. The credit risk is monitored on an ongoing basis, and there is currently no exposure to significant credit risk.

Auditor

Deloitte LLP was reappointed as auditor of the Company and the Group for the year ended 31 December 2022. Under section 487(2) of the Companies Act 2006, Deloitte LLP will be deemed to have been reappointed as auditor 28 days after these financial statements were sent to members or 28 days after the latest date prescribed for filing the accounts with the registrar, whichever is earlier.

Directors' Report (continued)

For the year ended 31 December 2022

Disclosure of information to auditor

Each of the persons who are directors at the time when this Directors' Report is approved has confirmed that:

- so far as that director is aware, there is no relevant audit information of which the Company's auditor is unaware, and;
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

This report was approved by the Board and signed on its behalf.



Antoine Forterre (Sep 18, 2023 14:00 GMT+1)

A H J M Forterre

Director

Date: 18 September 2023

Directors' Responsibilities Statement

For the year ended 31 December 2022

The directors are responsible for preparing the Strategic Report, Directors' Report, and financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including Financial Reporting Standard 101 "Reduced Disclosure Framework".

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. The directors have general responsibility for taking reasonable steps to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

The directors are responsible for the maintenance and integrity of the Company's corporate and financial information included on the Group's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Independent Auditor's Report to the Members of Man Group Limited

Report on the audit of financial statements

Opinion

In our opinion the financial statements of Man Group Limited (the 'Company'):

- give a true and fair view of the state of the Company's affairs as at 31 December 2022 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 101 "Reduced Disclosure Framework"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the Profit and Loss Account;
- the Balance Sheet;
- the Statement of Changes in Equity; and
- the related notes 1 to 16.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 "Reduced Disclosure Framework" (United Kingdom Generally Accepted Accounting Practice).

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report.

We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the Financial Reporting Council's (the 'FRC's') Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the Annual Report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Independent Auditor's Report to the Members of Man Group Limited (continued)

Responsibilities of directors

As explained more fully in the Directors' Responsibilities Statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Extent to which the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.

We considered the nature of the Company's industry and its control environment, and reviewed the Company's documentation of their policies and procedures relating to fraud and compliance with laws and regulations. We also enquired of management and the directors about their own identification and assessment of the risks of irregularities, including those that are specific to the Company's business sector.

We obtained an understanding of the legal and regulatory frameworks that the Company operates in, and identified the key laws and regulations that:

- had a direct effect on the determination of material amounts and disclosures in the financial statements. These included UK Companies Act 2006 and tax legislation; and
- do not have a direct effect on the financial statements but compliance with which may be fundamental to the Company's ability to operate or to avoid a material penalty.

We discussed among the audit engagement team regarding the opportunities and incentives that may exist within the organisation for fraud and how and where fraud might occur in the financial statements.

As a result of performing the above, we identified the greatest potential for fraud in the following area, and our specific procedures performed to address it are described below:

- Valuation of Impairment in subsidiaries, involves the selection and application of an appropriate valuation methodology and the use of assumptions which require significant management judgement and therefore there is potential for management bias. As such, valuation of Impairment in subsidiaries was considered to be a significant audit risk. To respond to this risk, we evaluated significant inputs to the valuations and agreed these to supporting documentation and challenged management around the material unobservable inputs and assumptions within the valuations.

In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override. In addressing the risk of fraud through management override of controls, we tested the appropriateness of journal entries and other adjustments; assessed whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluated the business rationale of any significant transactions that are unusual or outside the normal course of business.

Independent Auditor's Report to the Members of Man Group Limited (continued)

In addition to the above, our procedures to respond to the risks identified included the following:

- reviewing financial statement disclosures by testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- enquiring of management and internal legal counsel concerning actual and potential litigation and claims, and instances of non-compliance with laws and regulations; and
- reading minutes of meetings of those charged with governance.

Report on other legal and regulatory requirements

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and the Directors' Report have been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified any material misstatements in the Strategic Report or the Directors' Report.

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required to report in respect of the following matters if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

We have nothing to report in respect of these matters.

Use of our report

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.



Peter van Daesdonk (Senior Statutory Auditor)
For and on behalf of Deloitte LLP
London, United Kingdom
Date: 18 September 2023

Man Group Limited

Profit and Loss Account

For the year ended 31 December 2022

	Note	2022 \$000	2021 \$000
Administrative expenses		(223)	(181)
Other operating income	4	-	1
Operating loss		(223)	(180)
Income from shares in group undertakings		-	451,000
Interest payable and similar expenses	5	(21,352)	(6,973)
(Loss)/profit before tax		(21,575)	443,847
Tax on (loss)/profit	8	4,099	1,359
(Loss)/profit for the financial year attributable to owners of the Company		(17,476)	445,206

All amounts relate to continuing operations.

There were no recognised gains and losses for the current and prior year other than those included in the Profit and Loss Account and hence a Statement of Comprehensive Income has not been prepared.

The notes on pages 12 to 20 form part of these financial statements.

Man Group Limited


Balance Sheet

As at 31 December 2022

Registered number: 08172396

	Note	2022 \$000	2021 \$000
Fixed assets			
Investments	10	<u>2,438,707</u>	<u>2,438,707</u>
		2,438,707	2,438,707
Current assets			
Debtors	11	<u>4,099</u>	<u>1,359</u>
		4,099	1,359
Current liabilities			
Creditors: amounts falling due within one year	12	<u>(928,435)</u>	<u>(431,219)</u>
		(928,435)	(431,219)
Net current liabilities		(924,336)	(429,860)
Net assets		<u>1,514,371</u>	<u>2,008,847</u>
Capital and reserves			
Called-up share capital	13	52,862	52,862
Share premium account		31,763	31,763
Capital reserve		10,432	10,432
Merger reserve		498,708	498,708
Profit and loss account		<u>920,606</u>	<u>1,415,082</u>
		1,514,371	2,008,847

The financial statements were approved and authorised for issue by the Board and were signed on its behalf by:


[Antoine Forterre \(Sep 18, 2023 14:00 GMT+1\)](#)

A H J M Forterre

Director

Date: 18 September 2023

The notes on pages 12 to 20 form part of these financial statements.

Man Group Limited

Statement of Changes in Equity

For the year ended 31 December 2022

	Called-up share capital	Share premium account	Capital reserve	Merger reserve	Profit and loss account	Total equity
	(Note 13)					
	\$000	\$000	\$000	\$000	\$000	\$000
At 1 January 2021	52,862	31,763	10,432	498,708	1,454,876	2,048,641
Profit for the financial year	-	-	-	-	445,206	445,206
Dividends paid (Note 9)	-	-	-	-	(485,000)	(485,000)
At 31 December 2021	52,862	31,763	10,432	498,708	1,415,082	2,008,847
At 1 January 2022	52,862	31,763	10,432	498,708	1,415,082	2,008,847
Loss for the financial year	-	-	-	-	(17,476)	(17,476)
Dividends paid (Note 9)	-	-	-	-	(477,000)	(477,000)
At 31 December 2022	52,862	31,763	10,432	498,708	920,606	1,514,371

The notes on pages 12 to 20 form part of these financial statements.

Man Group Limited

Notes to the Financial Statements **For the year ended 31 December 2022**

1. General information

The Company is a private company limited by shares incorporated in the United Kingdom under the Companies Act 2006 and registered in England and Wales. The Company was first incorporated on 8 August 2012. The Company's registered office address is stated within the Company Information section.

The nature of the Company's operations and its principal activities are set out in the Strategic Report on page 1.

2. Significant accounting policies

The principal accounting policies are summarised below. They have all been applied consistently throughout the year and the preceding year.

2.1 Basis of preparation

The Company meets the definition of a qualifying entity under FRS 100 'Application of Financial Reporting Requirements' issued by the FRC. Accordingly, these financial statements were prepared in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework'.

As permitted by FRS 101, the Company has taken advantage of the disclosure exemptions available under that standard in relation to financial instruments, capital management, presentation of a cash-flow statement, standards not yet effective and related party transactions. Where required, equivalent disclosures are given in the group accounts of Man Group plc.

The Company is exempt by virtue of s401 of the Companies Act 2006 from the requirement to prepare group financial statements as it is a wholly owned subsidiary of Man Group plc. These financial statements present information about the Company as an individual undertaking and not about its group. The Company's ultimate parent undertaking, Man Group plc includes the Company in its consolidated financial statements. The consolidated financial statements of Man Group plc are prepared in accordance with International Financial Reporting Standards as adopted by the United Kingdom and are publicly available and may be obtained from the address given in Note 16.

The financial statements have been prepared on the historical cost basis as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for the goods and services.

2.2 Impact of new international reporting standards, amendments, and interpretations

There were no new or amendments to existing accounting standards issued by the International Accounting Standards Board ("IASB") that have had a significant impact on these financial statements.

No standards or interpretations issued and not yet effective are expected to have a material impact on the Company's financial statements.

2.3 Going concern

The directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for a period of at least twelve months from the date of approval of the financial statements. Thus they continue to adopt the going concern basis of accounting in preparing the financial statements.

Man Group Limited

Notes to the Financial Statements **For the year ended 31 December 2022**

2. Significant accounting policies (continued)

2.4 Foreign currency

The financial statements are presented in United States Dollars (USD), which is the currency of the primary economic environment in which the Company operates (its functional currency).

Transactions in currencies other than the functional currency are recorded at the rate of exchange at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are reported at the rates of exchange prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences are recognised in profit or loss in the period in which they arise.

2.5 Dividend income

Dividend income from investments in subsidiaries is recognised when the Company's right to receive payment has been established, it is probable that economic benefits will flow to the Company and the amount of revenue can be measured reliably.

In specie distributions of assets other than cash, such as receivables and investments in indirect subsidiaries, are recognised in profit and loss at the fair value of the assets transferred to the Company, unless they represent a recovery of part of the cost of the investment in the subsidiary making the distribution. In this case, the carrying value of the investment in that subsidiary is reallocated to the investment received such that no gain or loss arises on transfer.

2.6 Interest expense

Interest expense is recognised using the effective interest rate method. In calculating interest expense, the effective interest rate is applied to the amortised cost of the liability.

2.7 Costs

Costs such as administrative expenses incurred in the operations of the business are recognised as incurred.

2.8 Taxation

The tax expense for the period comprises current tax. Tax is recognised in the Profit and Loss Account, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

Current tax, including UK corporation tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Current tax is based on taxable profit for the year.

2.9 Investments

Fixed asset investments, including investments in subsidiaries and associates, are shown at cost less provision for impairment.

Man Group Limited

Notes to the Financial Statements **For the year ended 31 December 2022**

2. Significant accounting policies (continued)

2.10 Financial instruments

Financial assets and financial liabilities are recognised in the Company's balance sheet when the Company becomes a party to the contractual provisions of the instrument.

Financial assets and liabilities

All financial assets and liabilities are recognised and derecognised on a trade date, being the date on which the Company commits to purchase or sell the asset or liability. Financial assets are derecognised only when the contractual rights to the cash flows from the asset have expired or have been transferred and the Company has transferred substantially all the risks and rewards of ownership to another entity. The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or they expire. Any gain or loss arising on derecognition of a financial asset or liability is recognised directly in profit or loss.

Financial assets and liabilities are initially measured at fair value, plus transaction costs.

The Company's financial assets and liabilities are measured subsequently at amortised cost.

Financial assets and liabilities at amortised cost

Trade and other receivables and trade and other payables are subsequently measured at amortised cost using the effective interest method. Interest income and expense is recognised by applying the effective interest rate. The effective interest rate is the rate that exactly discounts estimated future cash flows through the expected life of the instrument or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Valuation techniques and assumptions applied for the purposes of measuring fair value

The fair values of financial assets and liabilities are determined as follows.

- The fair values of financial assets and liabilities with standard terms and conditions and traded on active liquid markets are determined with reference to quoted market prices.
- The fair values of other financial assets and liabilities (excluding derivative instruments) are determined in accordance with generally accepted pricing models based on discounted cash flow analysis using prices from observable current market transactions and dealer quotes for similar instruments.
- The fair values of derivative instruments are calculated using observable prices.

Impairment of financial assets

The Company recognises a loss allowance for expected credit losses ("ECL") on its financial assets measured at amortised cost by applying the simplified approach under IFRS 9. The assessment of the probability of default and loss is based on historical data adjusted by observable data on events that may have a detrimental impact on the estimated future cash flows of the financial asset.

Financial assets are written off when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery. Any subsequent recoveries are recognised in profit or loss.

Man Group Limited

Notes to the Financial Statements

For the year ended 31 December 2022

3. Judgements in applying accounting policies and key sources of estimation uncertainty

In the application of the Company's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions, which are reviewed on an ongoing basis, are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The directors have determined that there are no significant areas of judgement that have a material impact on the Company's financial statements.

The following are the critical accounting estimates and assumptions that the directors have made, which have the most significant effect on the amounts recognised in the financial statements.

Impairment of investments in subsidiaries

Determining whether the Company's investments in subsidiaries have been impaired, or whether previous impairment should be reversed, requires estimations of the investments' values in use. The value in use calculations require the Company to estimate the future cash flows expected to arise from the investments and suitable discount rates to calculate present values.

The directors have also considered the possible impact of climate change on the estimates and assumptions used in the preparation of the Company's financial statements and have concluded there are no key assumptions concerning the future or other key sources of estimation uncertainty at the reporting date that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

4. Other operating income

	2022	2021
	\$000	\$000
Net foreign exchange gains	-	1
	<u>-</u>	<u>1</u>

5. Interest payable and similar expenses

	2022	2021
	\$000	\$000
Interest payable to group companies	21,352	6,973
	<u>21,352</u>	<u>6,973</u>

6. Auditor's remuneration

The Company paid the following amounts to its auditor in respect of the audit of the financial statements of the Company:

	2022	2021
	\$000	\$000
Fees for the audit of the Company	223	181
	<u>223</u>	<u>181</u>

Man Group Limited

Notes to the Financial Statements For the year ended 31 December 2022

7. Employees and directors

The Company has no employees which is consistent with the prior year.

The directors of the Company did not receive any remuneration (2021: \$NIL). The directors of the Company were all remunerated by another Group entity for their services to the Group as a whole. It is not practicable to allocate their remuneration between their services as directors of the Company and the remuneration received from employment. The directors receive no incremental emoluments for their services to the Company.

8. Taxation

	2022	2021
	\$000	\$000
Corporation tax		
Current tax on (loss)/profits for the year	(4,099)	(1,359)
Total current tax	<u>(4,099)</u>	<u>(1,359)</u>
Total tax credit	<u>(4,099)</u>	<u>(1,359)</u>

Factors affecting tax charge for the year

The tax assessed for the year is the same as (2021: lower than) the standard rate of corporation tax in the UK of 19% (2021: 19%). The differences are explained below:

	2022	2021
	\$000	\$000
(Loss)/profit before tax	(21,575)	443,847
Profit multiplied by standard rate of corporation tax in the UK of 19% (2021: 19%)	(4,099)	84,331
Effects of:		
Dividends from UK companies	-	(85,690)
Total tax credit	<u>(4,099)</u>	<u>(1,359)</u>

Factors that may affect future tax charges

As enacted on 10 June 2021, the headline corporation tax rate increased from 19% to 25% on 1 April 2023.

Man Group Limited

Notes to the Financial Statements **For the year ended 31 December 2022**

9. Dividends on equity shares

Amounts recognised as distributions to equity holders in the period:

	2022	2021
	\$000	\$000
Interim dividend for the year ended 31 December 2022 of 30.94 cents (2021: 31.46 cents) per ordinary share	477,000	485,000
	<u>477,000</u>	<u>485,000</u>

The directors do not recommend the payment of a final dividend in respect of the year ended 31 December 2022 (2021: \$NIL).

10. Fixed Asset Investments

	Investments in subsidiary companies \$000
Cost	
At 1 January 2022	2,438,707
At 31 December 2022	<u>2,438,707</u>
Net book value	
At 1 January 2022	<u>2,438,707</u>
At 31 December 2022	<u>2,438,707</u>

The investments in subsidiaries are all stated at cost less provision for impairment.

The discount rates used in calculating Man Strategic Holdings Limited's value in use in the current and prior years are those applied in the value in use calculations of the Group's cash generating units, as disclosed in the Group's 2022 Annual Report.

Details of the Company's subsidiaries are provided below. The country of operation is the same as the country of incorporation, the year end is 31 December, and percentage holding represents both the percentage held and voting rights, unless otherwise stated.

Man Group Limited

Notes to the Financial Statements For the year ended 31 December 2022

10. Fixed Asset Investments (continued)

Subsidiaries

Company name	Registered address	Direct or indirect	Country of incorporation	Class of shares	Percentage holding %
AHL Partners LLP ¹	Riverbank House, 2 Swan Lane, London, EC4R 3AD	Indirect	UK	Partnership interest	100
FA Sub 2 Limited	Luna Tower, Waterfront Drive, Road Town, Tortola, Virgin Islands, British	Indirect	BVI	Ordinary	100
FA Sub 3 Limited	Luna Tower, Waterfront Drive, Road Town, Tortola, Virgin Islands, British	Indirect	BVI	Ordinary	100
Financial Risk Management Limited	Riverbank House, 2 Swan Lane, London, EC4R 3AD	Indirect	UK	Ordinary	100
GLG Holdings Limited	Wickhams Cay, PO Box 662, Road Town, Tortola	Indirect	BVI	Ordinary	100
GLG Partners Limited	Riverbank House, 2 Swan Lane, London, EC4R 3AD	Indirect	UK	Ordinary	100
GLG Partners LP	Riverbank House, 2 Swan Lane, London, EC4R 3AD	Indirect	UK	Partnership interest	100
Man Asset Management (Ireland) Limited	70 Sir John Rogerson's Quay, Dublin 2	Indirect	Ireland	Ordinary	100
Man (Europe) AG	Austrasse 56, 9490, Vaduz, Liechtenstein	Indirect	Liechtenstein	Ordinary	100
Man Fund Management Netherlands BV	Beurs – World Trade Center, Beursplein 37, 3011 AA, Rotterdam	Indirect	Netherlands	Ordinary	100
Man Fund Management UK Limited	Riverbank House, 2 Swan Lane, London, EC4R 3AD	Indirect	UK	Ordinary	100
Man GLG Partners LLP ¹	Riverbank House, 2 Swan Lane, London, EC4R 3AD	Indirect	UK	Partnership interest	100
Man Global Private Markets (UK) Limited	Riverbank House, 2 Swan Lane, London, EC4R 3AD	Indirect	UK	Ordinary	100
Man Group Investments Limited	Riverbank House, 2 Swan Lane, London, EC4R 3AD	Indirect	UK	Ordinary	100
Man Group Operations Limited	Riverbank House, 2 Swan Lane, London, EC4R 3AD	Indirect	UK	Ordinary	100
Man Group UK Limited	Riverbank House, 2 Swan Lane, London, EC4R 3AD	Indirect	UK	Ordinary	100
Man Investments Finance Limited	Riverbank House, 2 Swan Lane, London, EC4R 3AD	Indirect	UK	Ordinary	100
Man Investments Holdings (Jersey) Limited (formerly E.D.&F. Man Investments Limited)	15 Esplanade, St Helier, JE1 1RB	Indirect	Jersey	Ordinary	100
Man Investments Holdings Limited	Riverbank House, 2 Swan Lane, London, EC4R 3AD	Indirect	UK	Ordinary	100
Man Investments Limited	Riverbank House, 2 Swan Lane, London, EC4R 3AD	Indirect	UK	Ordinary	100
Man Mash Limited	Riverbank House, 2 Swan Lane, London, EC4R 3AD	Indirect	UK	Ordinary	100
Man Solutions Limited	Riverbank House, 2 Swan Lane, London, EC4R 3AD	Indirect	UK	Ordinary	100

¹ The financial year end is 31 March

Man Group Limited

Notes to the Financial Statements For the year ended 31 December 2022

10. Fixed Asset Investments (continued)

Company name	Registered address	Direct or indirect	Country of incorporation	Class of shares	Percentage holding %
Man Strategic Holdings Limited	Riverbank House, 2 Swan Lane, London, EC4R 3AD	Direct	UK	Ordinary	100
Man Valuation Services Limited	Riverbank House, 2 Swan Lane, London, EC4R 3AD	Indirect	UK	Ordinary	100
Mount Granite Limited	Wickhams Cay, PO Box 662, Road Town, Tortola	Indirect	BVI	Ordinary	100
FRM Investment Management Limited (in liquidation)	PO Box 186, Royal Chambers, St. Julian's Avenue, St Peter Port, GY1 4HP, Guernsey	Indirect	Guernsey	Ordinary	100
FRM Holdings Limited (dissolved 29 March 2023)	Gaspé House, 66-72 Esplanade, St Helier, JE2 3QT	Indirect	Jersey	Ordinary	100
GLG Partners UK Group Ltd (dissolved 1 March 2023)	Kings Orchard, 1 Queen Street, Bristol, BS2 0HQ	Indirect	UK	Ordinary	100
GLG Partners UK Holdings Ltd (dissolved 1 March 2023)	Kings Orchard, 1 Queen Street, Bristol, BS2 0HQ	Indirect	UK	Ordinary	100
Man Fund Management (Guernsey) Limited (dissolved 4 August 2023)	PO Box 186, Royal Chambers, St. Julian's Avenue, St Peter Port, GY1 4HP, Guernsey	Indirect	Guernsey	Ordinary	100
RBH Holdings (Jersey) Limited (dissolved 14 February 2023)	IFC 5, St Helier, JE1 1ST, Jersey	Indirect	Jersey	Ordinary	100

11. Debtors: amounts falling due within one year

	2022	2021
	\$000	\$000
Corporation tax debtor	4,099	1,359
	<u>4,099</u>	<u>1,359</u>

No balances are overdue and, under the expected credit loss model of IFRS 9, no impairment loss has been recognised at 31 December 2022 (2021: \$NIL).

12. Creditors: amounts falling due within one year

	2022	2021
	\$000	\$000
Amounts owed to group undertakings	928,435	431,219
	<u>928,435</u>	<u>431,219</u>

Man Group Limited

Notes to the Financial Statements For the year ended 31 December 2022

13. Share capital

	2022	2021
	\$000	\$000
Allotted, called-up and fully-paid		
1,541,794,770 (2021: 1,541,794,770) ordinary shares of \$0.034286 each	<u>52,862</u>	<u>52,862</u>

The Company has one class of ordinary shares which carries no right to fixed income.

14. Post balance sheet events

On 10 January 2023, the Company received a cash dividend of \$686,000,000 from its subsidiary undertaking, Man Strategic Holdings Limited.

On 17 April 2023, the Company paid a cash dividend of \$317,000,000 to its parent undertaking, Man Group Treasury Limited.

15. Related party transactions

The Company has taken advantage of the exemption under the provisions of FRS 101 from disclosing transactions with other wholly owned Group entities since the Company is a wholly owned subsidiary of Man Group plc, the consolidated financial statements of which are publicly available.

During the year and the preceding year there have been no transactions with related parties other than wholly owned Group entities.

16. Controlling party

In the opinion of the directors, the Company's ultimate parent company and ultimate controlling party is Man Group plc, a company registered in Jersey. The immediate parent undertaking and controlling party is Man Group Treasury Limited, a company registered in Jersey.

The smallest and largest group of undertakings that prepares consolidated accounts of which the Company is a member is Man Group plc. The financial statements of the Company are available from the Company's registered office address.

The group financial statements of Man Group plc are available from 22 Grenville Street, St Helier, Jersey, JE4 8PX.