

Roles and Responsibilities

January 2018



Non-executive directors

Summary role

To contribute to decision making on the direction of the business and the delivery of shareholder value, to monitor and hold management to account against the delivery of business objectives, to review the effectiveness of risk management and internal controls, and to monitor and uphold the Company's adherence to its business principles and values and the discharge of its obligations to stakeholders.

The main areas of focus and responsibility will include:

Strategy - Contribute to and constructively challenge the development of business strategy.

Risk - Contribute to the identification of the Company's principal business risks and the determination of its risk appetite. Monitor and challenge the effectiveness of the internal control and risk management framework.

Performance - Scrutinise and challenge management performance in delivering business strategy and meeting business objectives.

People - Review adherence to Man's business values and the implementation and impact of people policies including talent development, diversity and inclusion, and staff recognition and engagement.

Financial reporting - Review and challenge, prior to publication, the Company's financial statements and announcements and the accounting policies and management judgements on which they are based.

Financial regulation - Keep under review the Company's compliance with the Regulatory principles and requirements impacting asset management and distribution.

Board and senior management - keep Board composition and succession planning under review in the light of changing business needs and recommend Board changes and appointments as appropriate. Oversee top management development, appointments and succession planning.

Executive remuneration - Determine executive director remuneration policy and practice taking account of business need, market positioning, regulatory requirements, pay policies elsewhere in the business and shareholder alignment and expectations.