

Company Number 2690139

MAN GROUP FINANCE LIMITED

STATEMENT OF COMPLIANCE UNDER SECTION 644(5) OF THE COMPANIES ACT 2006
(2006 ACT) MADE FOR THE PURPOSES OF SECTION 642 OF THE 2006 ACT ON 16
MARCH 2011

We, the directors named below (being all the directors of the Company as at the date of this statement), can confirm that the solvency statement, made under section 643 of the 2006 Act and dated 15 March 2011, was

- Made not more than 15 days before the date on which the shareholder resolution to reduce the capital of the Company (as below) was passed, and
- provided to members in accordance with section 642(2) of the 2006 Act

Shareholder resolution

That

The capital of the Company be reduced from \$33,000,000 to \$9 by
a cancelling the sum of \$24,000,000 standing to the credit of the share
premium account, thereby reducing this reserve to nil, and
b by cancelling the sum of \$0.999999 per share paid up on each of the 9m
shares of \$1.00 in issue, thereby reducing the nominal amount of each of the
said shares from \$1 to \$0.000001,

Signed by



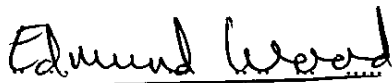
Peter Clarke

Date 16/3/2011



Kevin Hayes

Date 16/3/2011



Edmund Wood

Date 16/3/2011

FRIDAY



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25/03/2011

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COMPANIES HOUSE