Registered number: 03349370

GLG PARTNERS UK GROUP LTD

ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2016



COMPANY INFORMATION

Directors

M D Jones (appointed 1 January 2017) J E H Sorrell (resigned 1 January 2017)

GER Wood

J Singh (resigned 17 June 2016) J S Morton (appointed 17 June 2016)

Company secretary E A Woods

Registered number 03349370

Registered office One Curzon Street

London W1J 5HB

CONTENTS

·	Page
Directors' Report	1 - 2
Directors' Responsibilities Statement	3
Independent Auditor's Report	4 - 5
Profit and Loss Account	6
Balance Sheet	7
Statement of Changes in Equity	8
Notes to the Financial Statements	9 - 17

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2016

The directors present their report, together with audited financial statements of GLG Partners UK Group Ltd (the "Company"), for the year ended 31 December 2016.

Principal activities

During the year there were no significant changes to the principal activities of the Company, which consisted of acting as a holding company.

Results and dividends

The profit for the year, after taxation, amounted to £6,000 (2015: loss £90,000).

During the year the Company did not declare or pay any dividends (2015: \$NIL). The directors do not recommend the payment of a final dividend in respect of the year ended 31 December 2016 (2015: £NIL).

Future developments

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

Going concern

The directors have concluded that there is a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, the financial statements have been prepared on a going concern basis.

Directors

The following individuals served as directors of the Company for the duration of the year and up to the date of approval of this report except where indicated otherwise.

M D Jones (appointed 1 January 2017)
J E H Sorrell (resigned 1 January 2017)
G E R Wood
J Singh (resigned 17 June 2016)
J S Morton (appointed 17 June 2016)

Qualifying third party indemnity provisions

During the year the 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 another company within the Man Group of companies (the "Group") 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.

Financial instruments

The directors consider the financial risks of the Company to be consistent with those identified at Group level and managed by the directors of Man Group plc. For this reason, the Company's directors believe that a discussion of the Company's financial risks would not be appropriate for an understanding of the development, performance or position of the Company's business. The principal financial risks of Man Group plc, which include those of the Company, are discussed in notes 13 and 26 of the Group's 2016 Annual Report on pages 114-115 and 130-131 respectively (which do not form part of this report).

DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2016

Auditor

Deloitte LLP was formally appointed as auditor of the Company and the Group for the year ended 31 December 2016. 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.

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 the director is aware, there is no relevant audit information of which the Company's auditor is unaware, and
- the 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 report was approved by the Board and signed on its behalf.

E A Woods Secretary

Date: 2 June 2017

DIRECTORS' RESPONSIBILITIES STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2016

The directors are responsible for preparing the Directors' Report and the 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 FRS 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 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 accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards, including FRS101, 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. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF GLG PARTNERS UK GROUP LTD

We have audited the financial statements of GLG Partners UK Group Ltd (the "Company") for the year ended 31 December 2016 which comprise the Profit and Loss Account, the Balance Sheet, the Statement of Changes in Equity and the related notes 1 to 13. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 101 "Reduced Disclosure Framework".

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.

Respective responsibilities of directors and auditor

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. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the Company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2016 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF GLG PARTNERS UK GROUP LTD

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

- the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Directors' Report has 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 Directors' Report.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you 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; or
- the directors were not entitled to take advantage of the small companies exemption from the requirement to prepare a Strategic Report.

Menand

Theo Brennand (Senior Statutory Auditor)

for and on behalf of **Deloitte LLP**

Statutory Auditor

London

02 June 2017

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2016

	Note	2016 £000	2015 £000
Administrative expenses		(3)	1
Other operating income		1	-
Operating (loss)/profit		(2)	1
Amounts written off investments		-	(99)
Interest receivable and similar income	6	9	10
Profit/(loss) before tax		7	(88)
Tax on profit/(loss)	7	(1)	(2)
Profit/(loss) for the year		6	(90)

All amounts relate to continuing operations.

There were no recognised gains and losses for 2016 or 2015 to be reported in other comprehensive income other than those included in the Profit and Loss Account.

The notes on pages 9 to 17 form part of these financial statements.

GLG PARTNERS UK GROUP LTD REGISTERED NUMBER: 03349370

BALANCE SHEET AS AT 31 DECEMBER 2016

	Note		2016 £000		2015 £000
Investment in subsidiary	8		153		153
		•	153		153
Current assets					
Debtors: amounts falling due within one year	9	635		629	
	•	635		629	
Current liabilities					
Creditors: amounts falling due within one year	10	(4)		(4)	
Net current assets	•		631		625
Total assets less current liabilities		-	784		778
		-			
Net assets		<u>-</u>	784		778
Capital and reserves		_			_
Profit and loss account			784		778
		-	784		778
		=		;	

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

G E R Wood Director

Date: 2 June 2017

The notes on pages 9 to 17 form part of these financial statements.

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2016

	Called up share capital (note 11) £000	Profit and loss account £000	Total equity £000
At 1 January 2015	-	868	868
Loss for the year	-	(90)	(90)
At 1 January 2016	-	778	778
Profit for the year	-	6	6
At 31 December 2016	-	784	784

The notes on pages 9 to 17 form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2016

1. General information

The Company was incorporated in the United Kingdom as a private company limited by shares on 10 April 1997. The Company's registered office address is One Curzon Street, London, W1J 5HB.

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

2. Basis of preparation of financial statements

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

2.1 Basis of accounting

The Company meets the definition of a qualifying entity under FRS 100 (Financial Reporting Standard 100) issued by the Financial Reporting Council. Accordingly, the Company has prepared the financial statements in line with FRS 101 (Financial Reporting Standard 101) as issued by the Financial Reporting Council ("FRC") and in doing so, applied the requirements of IFRS 1.6-33 and related appendices.

The Company has incorporated the Amendments to FRS 101 issued by the FRC other than those relating to legal changes. The Company has applied the amendments to company law made by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 as prescribed by the EU Accounting Directive that are effective for accounting periods beginning on or after 1 January 2016.

The financial statements have been prepared on the historical cost basis, except for the revaluation of certain financial instruments that are measured at fair values at the end of each reporting period, 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. The principal accounting policies adopted are set out below.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement purposes in these financial statements is determined on such a basis.

These financial statements are separate financial statements. The Company is exempt from the preparation of consolidated financial statements, because it is included in the group accounts of Man Group plc. Details of the parent are shown in Note 13 to the financial statements.

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 cashflow statement, standards not yet effective and related party transactions. Where required, equivalent disclosures are given in the group accounts of Man Group plc. The group accounts of Man Group plc are available to the public and can be obtained as set out in Note 13.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2016

2. Basis of preparation of financial statements (continued)

2.2 Adoption of new and revised standards

There have been no new or revised Standards and Interpretations adopted or early adopted in the current year.

2.3 Going concern

The directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

2.4 Investments

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

2.5 Taxation

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. The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the profit and loss account because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible.

Current tax for the year

Current tax is recognised in profit or loss, except when it relates to items that are recognised in other comprehensive income or directly in equity, in which case, the current tax is also recognised in other comprehensive income or directly in equity respectively.

2.6 Interest income

Interest income is recognised when it is probable that the economic benefits will flow to the Company and the amount of revenue can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding, including amounts held with group undertakings, and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

2.7 Administrative expenses

Administrative expenses comprise amounts incurred in the operations of the business and are recognised as incurred.

During the prior year a credit note was received for network service costs of £3,000 resulting in an overall credit in Administrative expenses for the year.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2016

2. Basis of preparation of financial statements (continued)

2.8 Foreign currency translation

The financial statements are presented in Pounds sterling (GBP), 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.

2.9 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 financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Financial Assets

All financial assets are recognised and derecognised on a trade date where the purchase or sale of a financial asset is under a contract whose terms require delivery of the financial asset within the timeframe established by the market concerned, and are initially measured at fair value, plus transaction costs, except for those financial assets classified as at fair value through profit or loss, which are initially measured at fair value.

The Company's financial assets are all classified as and 'loans and receivables'. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

Loans and receivables

Trade receivables, loans, and other receivables that have fixed or determinable payments that are not quoted in an active market are classified as 'loans and receivables'. Loans and receivables are measured at amortised cost using the effective interest method, less any impairment. Interest income is recognised by applying the effective interest rate, except for short-term receivables when the recognition of interest would be immaterial.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2016

2. Basis of preparation of financial statements (continued)

2.9 Financial instruments (continued)

Impairment of financial assets

Financial assets are assessed for indicators of impairment at each balance sheet date. Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been affected.

For all other financial assets objective evidence of impairment could include:

- · significant financial difficulty of the issuer or counterparty; or
- · default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation.

For certain categories of financial assets, such as trade receivables, assets that are assessed not to be impaired individually are, in addition, assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Company's past experience of collecting payments as well as observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets carried at amortised cost, the amount of the impairment is the differences between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate. The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, where the carrying amount is reduced through the use of an allowance account. When the collection of a trade receivable is considered impaired, it is provided for against the allowance account. Subsequent recoveries of amounts previously provided for are credited against the allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss. Amounts considered uncollectible are written-off directly against the trade receivables balance, and recognised in profit or loss.

Derecognition of financial assets

The Company derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss.

Financial liabilities

All of the Company's financial liabilities are classified as 'other financial liabilities'.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2016

2. Basis of preparation of financial statements (continued)

2.9 Financial instruments (continued)

Other financial liabilities

Other financial liabilities, including borrowings, are initially measured at fair value, net of transaction costs.

Other financial liabilities are subsequently measured at amortised cost using the effective interest method, with interest expense recognised on an effective yield basis.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Derecognition of financial liabilities

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or they expire.

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

In the application of the Company's accounting policies, which are described in Note 2 above, 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 are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. 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.

Impairment of investment in subsidiary

Determining whether the Company's investment in subsidiary has been impaired requires estimations of the investment's value in use. The value in use calculation requires the entity to estimate the future cash flows expected to arise from the investment and suitable discount rates in order to calculate present value. The carrying amount of the investment in subsidiary at the balance sheet date was £153,000 (2015: £153,000).

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2016

4. Auditor's remuneration

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

	2016 £000	2015 £000
Fees for the audit of the Company	3	2
	3	2

5. Employees

The Company has no employees other than the directors, who did not receive any remuneration (2015: £NIL).

6. Interest receivable and similar income

	2016 £000	2015 £000
Interest receivable from group companies	9	10
	9	10

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2016

7.	Taxation		
		2016 £000	
	Corporation tax		
	Current tax on profits for the year	1	2
		1	2

Factors affecting tax charge for the year

The tax assessed for the year is lower than (2015 - the same as) the standard rate of corporation tax in the UK of 20% (2015 - 20.25%). The differences are explained below:

	2016 £000	2015 £000
Profit on ordinary activities before tax	7	(88)
Tax on profit at standard UK tax rate of 20% (2015: 20.25%) Effects of:	1	(18)
Non-tax deductible impairment	-	20
Total tax charge for the year	1	2

Factors that may affect future tax charges

The Company earns its profits primarily in the UK. A reduction in the UK corporation tax rate from 21% to 20% (effective 1 April 2015) was substantively enacted on 3 July 2013, which resulted in a weighted average rate of 20% for the year ended 31 December 2016 (2015: 21.25%).

Future reductions of the corporatin tax rate to 19% (effective from 1 April 2017) and 17% (effective from 1 April 2020) were also substantively enacted on 26 October 2015 and 15 September 2016 respectively. This will reduce the Company's tax charge accordingly.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2016

8. Investment in subsidiary

	Investment in subsidiary £000
Cost or valuation	
At 1 January 2016	5,000
At 31 December 2016	5,000
Impairment	
At 1 January 2016	4,847
At 31 December 2016	4,847
Net book value	
At 31 December 2016	153
At 31 December 2015	153

The investment in subsidiary is stated at cost less provision for impairment.

Subsidiary undertaking

The following was a subsidiary undertaking of the Company:

Name	Class of shares H	lolding	Direct or indirect	Registered office address
				One Curzon Street, London,
GLG Partners UK Holdings Ltd	Ordinary	100%	Direct	W1J 5HB, United Kingdom

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2016

9.	Debtors		
		2016 £000	2015 £000
	Amounts owed by group undertakings	635	629
		635	629
			<u> </u>
10.	Creditors: Amount falling due within one year		
		2016 £000	2015 £000
	Amounts owed to group undertakings	3	2
	Corporation tax	1	2
		4	4

11. Share capital

The Company has 1 (2015: 1) ordinary share of £0.10.

12. 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 and directors.

13. 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 England and Wales, The immediate parent undertaking is FA Sub 3 Limited, a company registered in the British Virgin Islands.

The smallest and largest group of undertakings of which the Company is a member is Man Group plc.

The financial statements of Man Group plc are available from Man Group plc, Riverbank House, 2 Swan Lane, London EC4R 3AD, United Kingdom.