GLG Partners, Inc.
Form PREM14A
June 29, 2010

Table of Contents

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE SECURITIES EXCHANGE ACT OF 1934

Filed by the Registrant þ

Filed by a Party other than the Registrant o

Check the appropriate box:
þ Preliminary Proxy Statement
o Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
o Definitive Proxy Statement
o Definitive Additional Materials
o Soliciting Material under Rule 14a-12

GLG PARTNERS, INC.
(Name of Registrant as Specified In Its Charter)

N/A
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

o No fee required.

þ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11

(1) Title of each class of securities to which transaction applies:

Common stock, par value $0.0001 per share, of GLG Partners, Inc. (Common Stock)

(2) Aggregate number of securities to which transaction applies:

160,206,799 shares of Common Stock

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

The maximum aggregate value of the transaction was determined by multiplying 160,206,799 shares of Common Stock by $4.50 per share, the per share merger consideration. In accordance with Exchange Act Rule 0-11(c), the filing fee was determined by multiplying 0.00007130 by the maximum aggregate value of the transaction.

(4) Proposed maximum aggregate value of transaction:
$720,930,596

(5) Total fee paid:

$51,402.35

o Fee paid previously with preliminary materials.

o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Table of Contents

PRELIMINARY PROXY STATEMENT, SUBJECT TO COMPLETION
DATED JUNE 29, 2010

GLG PARTNERS, INC.
399 Park Avenue, 38th Floor
New York, New York 10022

To Our Stockholders:

We cordially invite you to attend the special meeting of stockholders of GLG Partners, Inc. to be held at the offices of Chadbourne & Parke LLP, 30 Rockefeller Plaza, New York, New York 10112 on , 2010, at 10:00 a.m., Eastern Time. The Board of Directors has fixed the close of business on , 2010 as the record date for the purpose of determining the stockholders entitled to receive notice of and vote at the special meeting and any adjournment or postponement of the special meeting.

On May 17, 2010, we agreed to be acquired by Man Group plc, subject to, among other things, the approval of the respective stockholders of Man and GLG as described in the accompanying proxy statement. The proposed acquisition is contemplated to be made through two concurrent transactions: a cash merger under an Agreement and Plan of Merger dated as of May 17, 2010 among Man, Escalator Sub 1 Inc. (a wholly owned subsidiary of Man) and GLG; and a share exchange under a Share Exchange Agreement dated as of May 17, 2010 among Man and Noam Gottesman, Pierre Lagrange and Emmanuel Roman, together with their related trusts and affiliated entities and two limited partnerships that hold shares for the benefit of key personnel who are participants in GLG s equity participation plans.

At the special meeting, you will be asked to consider and vote upon a proposal to adopt the merger agreement. If the merger is completed, GLG s stockholders (other than parties to the share exchange agreement (with respect to the shares subject thereto), Man and its subsidiaries, GLG and certain of its subsidiaries, stockholders who properly exercise and perfect their appraisal rights under Delaware law, and holders of restricted shares and other awards to receive shares of our common stock under our stock incentive plans) will have the right to receive, for each share of our common stock they hold at the time of the merger, $4.50 in cash.

Upon completion of the proposed merger, we will cease to be a publicly traded company and Man will own 100% of our outstanding securities. As a result, you will no longer have any direct or indirect equity interest in GLG or any interest in our future earnings or growth, if any. Following completion of the merger, the registration of our common stock and our reporting obligations with respect to our common stock under the Securities Exchange Act of 1934 are expected to be terminated. In addition, upon completion of the merger, shares of our common stock will no longer be listed on the New York Stock Exchange.

After careful consideration, our Board of Directors has determined that the merger is advisable and that the terms of the merger are fair to, and in the best interests of, GLG and its stockholders and, therefore, has approved the merger agreement, the merger and the other transactions contemplated by the merger agreement, and recommends that you vote FOR adoption of the merger agreement. This recommendation of our Board of Directors is based upon the unanimous recommendation of a special committee of the Board of Directors consisting of three independent and disinterested directors, who were advised by an independent financial advisor on the fairness of the value of the cash merger consideration and by independent legal counsel.

In addition, you are being asked at the special meeting to approve the adjournment of the special meeting, if necessary, to permit further solicitation and vote of proxies if there are insufficient votes at the time of the special meeting to adopt the merger agreement. Our Board of Directors unanimously recommends that you vote FOR the adjournment of the special meeting, if necessary, to permit further solicitation and vote of proxies if there are insufficient votes at the time of the special meeting to adopt the merger agreement. The accompanying notice of

Table of Contents

special meeting and proxy statement provide information regarding the matters to be acted on at the special meeting, including any adjournment or postponement of the special meeting. Please read these materials carefully.

YOUR VOTE IS VERY IMPORTANT, regardless of the number of shares you own. We cannot complete the merger unless the holders of a majority of the outstanding shares of GLG common stock (excluding (i) Noam Gottesman, Pierre Lagrange and Emmanuel Roman, together with their related trusts and affiliated entities, (ii) two limited partnerships and their respective permitted transferees that hold shares for the benefit of key personnel who are participants in GLG s equity participation plans, (iii) Man and its affiliates, (iv) GLG and its affiliates (other than directors serving on the special committee of the GLG Board of Directors) and (v) employees of GLG) entitled to vote on the matter vote to adopt the merger agreement. Once you have read the accompanying materials, please take the time to vote on the matters submitted to stockholders at the special meeting, whether or not you plan to attend the special meeting. I urge you to submit a proxy to vote your shares promptly by using the telephone or Internet or by signing and returning the enclosed proxy card. Voting by proxy will not prevent you from voting your shares in person if you subsequently choose to attend the special meeting in person. Your vote in person will revoke any proxy previously submitted.

If your shares are held in street name by your broker, bank or other nominee, your broker, bank or other nominee will be unable to vote your shares on the merger proposal or the adjournment proposal without instructions from you. You should instruct your broker, bank or other nominee to vote your shares by following the procedures provided by your broker, bank or other nominee.

Our Board of Directors and management urge you to vote FOR each of the proposals.

Sincerely,

Noam Gottesman
Chairman of the Board and Co-Chief Executive Officer

Neither the Securities and Exchange Commission nor any state securities regulatory agency has approved or disapproved the merger, passed upon the merits or fairness of the merger or passed upon the adequacy or accuracy of the disclosure in this document. Any representation to the contrary is a criminal offense.

The proxy statement is dated , 2010 and is first being mailed to stockholders on or about , 2010.

Table of Contents

GLG PARTNERS, INC.
399 Park Avenue, 38th Floor
New York, New York 10022

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS
To Be Held , 2010

To Our Stockholders:

Notice is hereby given that a special meeting of stockholders of GLG Partners, Inc. (GLG) will be held on , 2010, at 10:00 a.m., Eastern Time, at the offices of Chadbourne & Parke LLP, 30 Rockefeller Plaza, New York, New York 10112 for the following purposes:

1. To consider and vote on a proposal to adopt the Agreement and Plan of Merger dated as of May 17, 2010 among GLG, Man Group plc, a public limited company existing under the laws of England and Wales (Man), and Escalator Sub 1 Inc., a Delaware corporation and a wholly owned subsidiary of Man (the Merger Proposal).

2. To approve the adjournment of the special meeting, if necessary, to permit further solicitation and vote of proxies if there are insufficient votes at the time of the special meeting to approve the Merger Proposal (the Adjournment Proposal).

3. To transact such other business as may properly come before the meeting or any adjournment or postponement of the special meeting.

Only stockholders who owned shares of our common stock and Series A voting preferred stock at the close of business on , 2010 will be entitled to notice of, and to vote at, the meeting or any adjournments or postponements of the meeting. A complete list of stockholders entitled to vote at the meeting will be available for examination by any stockholder, for any purpose relating to the meeting, during ordinary business hours at our principal offices located at 399 Park Avenue, 38th Floor, New York, New York 10022 at least ten days before the special meeting.

We urge you to read the accompanying proxy statement carefully as it sets forth details of each proposal to be voted on, including the proposed merger and other important information related to the merger.

Under Delaware law, if the merger is completed, holders of our common stock who do not vote in favor of the Merger Proposal and who otherwise properly perfect their demand for appraisal under Delaware law will have the right to seek appraisal of the fair value of their shares as determined by the Delaware Court of Chancery. In order to exercise your appraisal rights, you must (i) submit to GLG a written demand for an appraisal prior to the stockholder vote on the Merger Proposal, (ii) not vote in favor of the Merger Proposal, nor consent thereto in writing, (iii) continue to hold your shares until the consummation of the merger and (iv) comply with other Delaware law procedures explained in the accompanying proxy statement.

Your vote is important and we urge you to submit your proxy for voting at the special meeting on the Internet, by telephone or by completing, signing, dating and returning your proxy card as promptly as possible by mail, whether or not you expect to attend the special meeting. If you are unable to attend in person and you submit your proxy on the Internet, by telephone or by returning your properly executed proxy card in time for the special meeting, your shares will be voted at the special meeting in accordance with your instructions as reflected on your proxy. Properly executed proxies that do not contain voting instructions will be voted FOR the approval of the Merger Proposal and FOR

approval of the Adjournment Proposal. If your shares are held in street name by your broker, bank or other nominee, only that holder can vote your shares unless you obtain a valid legal proxy from your broker, bank or nominee. You should follow the directions provided by your broker, bank or nominee regarding how to instruct such broker, bank or nominee to vote your shares.

Table of Contents

The merger is described in the accompanying proxy statement, which we urge you to read carefully. Copies of the merger agreement, the share exchange agreement and the other transaction-related documents are attached as appendices to the proxy statement.

Your Board of Directors recommends that you vote in favor of the Merger Proposal and the Adjournment Proposal. Please refer to the proxy statement for detailed information on each of the proposals.

By Order of the Board of Directors,

Alejandro R. San Miguel
Secretary

New York, New York
, 2010

Table of Contents

TABLE OF CONTENTS

Table of Contents

Page

Table of Contents

Page

Table of Contents

Summary Term Sheet

References to GLG , the Company , we , our or us in this proxy statement refer to GLG Partners, Inc. and its subsidiaries unless otherwise indicated by context. The following summary, together with Questions and Answers About the Merger and the Special Meeting of Stockholders , highlights selected information contained in this proxy statement. You should carefully read this entire proxy statement and the other documents to which this proxy statement refers you for a more complete understanding of the matters being considered at the special meeting of stockholders. In addition, this proxy statement incorporates by reference important business and financial information about GLG. You may obtain the information incorporated by reference into this proxy statement without charge by following the instructions under Where You Can Find More Information . References to $ in this proxy statement refer to U.S. dollars.

The Acquisition

On May 17, 2010, we agreed to be acquired by Man Group plc subject to, among other things, the approval of the respective stockholders of Man and GLG as described in this proxy statement. The proposed acquisition is contemplated to be made through two concurrent transactions:

a cash merger under an agreement and plan of merger dated as of May 17, 2010 among Man, Escalator Sub 1 Inc. and GLG; and

a share exchange (which will occur immediately prior to the merger) under a share exchange agreement dated as of May 17, 2010 among Man and the following:

Noam Gottesman, Pierre Lagrange and Emmanuel Roman, whom we refer to collectively as the Individual Principals ;

trusts and affiliated entities related to the Individual Principals, which together with the Individual Principals, we refer to collectively as the Principals (other than TOMS International Ltd. (an affiliate of the Gottesman GLG Trust which holds our convertible notes));

Sage Summit LP and Lavender Heights Capital LP, which are limited partnerships that hold shares of GLG common stock for the benefit of key personnel who are participants in GLG s equity participation plans; and

the permitted transferees of Sage Summit LP and Lavender Heights Capital LP described in the next sentence, which together with the Principals (other than TOMS International Ltd.), we refer to as the Selling Stockholders . On June 21, 2010, Sage Summit LP and Lavender Heights Capital LP transferred all of their shares of GLG common stock to Blue Hill Trust and Green Hill Trust, respectively, and these permitted transferees became parties to the share exchange agreement and the voting and support agreement.

The Parties to the Merger (Page 87 and Appendix A)

The parties to the merger agreement are the following:

GLG Partners, Inc., a Delaware corporation, is a global asset management company offering its clients a wide range of performance-oriented investment products and managed account services. GLG s primary business is to provide investment management advisory services for various investment funds and companies. Net assets under management as of March 31, 2010 were approximately $23.7 billion. GLG has an investment management team and supporting staff of approximately 400 people. GLG s common stock is traded on the New York Stock Exchange under the symbol GLG .

Man Group plc is a public limited company incorporated under the laws of England and Wales. Man is a leading alternative investment management business delivering a comprehensive range of innovative, guaranteed and open-ended products and tailor-made solutions to private and institutional investors globally. Man s investment products are designed to offer performance across market cycles and are developed and structured internally and through partnerships with other financial institutions. Man has a

Table of Contents

global distribution network and an investment management track record dating back more than 20 years. Funds under management as of March 31, 2010 were $39.4 billion. Man employs approximately 1,500 permanent employees worldwide, with key centers in London and Pfaeffikon, Switzerland. Man s ordinary shares are listed on the Official List of the Financial Services Authority and traded on the London Stock Exchange (LSE: EMG) and Man is a member of the FTSE 100 Index.

Escalator Sub 1 Inc., which we refer to as Merger Sub , is a Delaware corporation and wholly owned subsidiary of Man. Merger Sub was formed solely for the purpose of entering into the merger agreement described below and consummating the transactions contemplated by the merger agreement.

The Merger and its Effects (Page 87)

You are being asked to vote to adopt the agreement and plan of merger dated as of May 17, 2010 among GLG, Man and Merger Sub, which we refer to as the Merger Proposal .

Pursuant to the merger agreement, Merger Sub will merge with and into GLG.

GLG will be the surviving corporation in the merger and will continue to do business as GLG Partners, Inc. following the merger.

Upon completion of the proposed merger, GLG will cease to be a publicly traded company and Man will own 100% of the outstanding shares of GLG common stock. As a result, you will no longer have any direct or indirect equity interest in GLG or any interest in our future earnings or growth, if any.

Following completion of the merger, the registration of our common stock and our reporting obligations with respect to our common stock under the Securities Exchange Act of 1934, as amended, are expected to be terminated. In addition, upon completion of the proposed merger, our shares of common stock will no longer be listed on the New York Stock Exchange.

Merger Consideration (Page 88)

As of the effective time of the merger, each issued and outstanding share of our common stock (other than (i) shares owned by GLG as treasury stock or owned by certain subsidiaries of GLG, (ii) shares owned by Man or Merger Sub (including the shares acquired from the Selling Stockholders in the share exchange), (iii) shares held by dissenting stockholders, (iv) restricted shares issued under GLG s stock and incentive plans, and (v) awards under GLG s stock and incentive plans representing a right to receive shares of common stock of GLG) will be converted into the right to receive $4.50 in cash, without interest, at which time all such shares of GLG common stock will no longer be outstanding and will automatically be canceled.

Treatment of GLG Equity Awards (Page 89)

Immediately prior to the effective time of the merger, each issued and outstanding share of restricted common stock of GLG issued under GLG s stock and incentive plans will be converted into the right to receive $4.50 in cash, without interest, the receipt of which will be (except in the case of restricted shares held by our non-employee directors) subject to the same vesting terms and conditions and other rights and restrictions that were applicable to such shares of restricted common stock prior to the effective time, except in cases where the acceleration of the vesting of such cash awards to the effective time of the merger, in an amount sufficient to pay the income tax and/or employee national insurance contributions, may be necessary for liability that arises as a result of the merger for U.K. employees;

Immediately prior to the effective time of the merger, all outstanding restricted stock awards held by our non-employee directors will be converted into the right to receive $4.50 per share and the vesting of such restricted stock awards will be accelerated to the effective time of the merger; and

At the effective time of the merger, each outstanding award under GLG s stock and incentive plans representing a right to receive shares of common stock of GLG (other than shares of restricted common stock) will be settled in ordinary shares of Man, in an amount equal to the number of shares underlying such stock rights multiplied by the exchange ratio set forth in the share exchange agreement, or if our

Table of Contents

representation in the merger agreement that each holder of such stock rights is a non-U.S. resident is not correct or if the assumption of the stock rights by the surviving corporation is prohibited by applicable securities laws, then such stock rights will instead be converted at the effective time of the merger into a right to receive $4.50 in cash, without interest, multiplied by the number of shares covered by such stock rights. In either case, the ordinary shares of Man or the cash amount will be subject to the same vesting and other terms and conditions that were applicable to such stock rights prior to the effective time of the merger.

Interests of Certain Persons in the Merger (Page 68)

In considering the recommendation of the special committee of our board of directors and our board of directors with respect to the merger agreement, you should be aware that some of our directors and executive officers have interests in the merger that are different from, or in addition to, the interests of our stockholders generally. These interests include, among others:

the Selling Stockholders are parties to the share exchange agreement pursuant to which they will transfer to Man, immediately prior to the effective time of the merger, all of their shares (subject to certain exceptions) of (a) our common stock, (b) our Series A voting preferred stock, (c) our subsidiary FA Sub 2 Limited s exchangeable Ordinary Class B Shares, which are exchangeable into shares of our common stock (at which time the associated Series A voting preferred stock is redeemed), and (d) any other shares of our capital stock or such FA Sub 2 exchangeable shares they acquire after the date of the share exchange agreement, in exchange for ordinary shares of Man at an exchange ratio of 1.0856 ordinary shares of Man per share of our common stock exchanged by the Selling Stockholders (which ratio may be reduced prior to closing under certain circumstances);

each of Noam Gottesman, Pierre Lagrange and Emmanuel Roman will enter into employment or service agreements with Man entities providing for, among other things, the payment of salaries in amounts equal to the salaries currently being paid to each such person pursuant to their respective employment agreements with GLG;

each of Noam Gottesman, Pierre Lagrange and Emmanuel Roman, through their respective trusts, hold our 5.00% dollar-denominated convertible subordinated notes due May 15, 2014, which pursuant to their terms upon conversion during a specified period following the merger will be entitled to a make-whole premium, in addition to the right to receive a cash amount equal to the merger consideration for each share of common stock into which the notes are convertible;

outstanding restricted stock awards held by our non-employee directors will be accelerated and paid a cash amount equal to the merger consideration for each restricted share as a result of the merger;

indemnification and directors and officers liability insurance coverage will continue to be provided by the surviving corporation in the merger to GLG s current and former officers and directors;

pursuant to the terms of the merger agreement, we are required to use reasonable best efforts to launch a tender offer to purchase all of our outstanding warrants to purchase shares of our common stock, including warrants held by certain of our directors;

certain of our executive officers and employees are entitled to severance payments in the event their employment is terminated under specified circumstances subsequent to the consummation of the merger; and

compensation will be paid to the directors serving on the special committee.

The special committee and our board of directors were aware of these interests and considered them, among other matters, in reaching their decision to approve the merger agreement and recommend that GLG s stockholders vote in favor of the Merger Proposal.

Table of Contents

Required Vote for Merger Proposal (Page 85)

The approval of the Merger Proposal will require the affirmative vote of:

(i) the holders of a majority of all of GLG s outstanding shares of common stock and Series A voting preferred stock as of the record date for the meeting voting as a single class, which vote we refer to as the Statutory Stockholder Approval ; and

(ii) the holders of a majority of GLG s outstanding shares of common stock as of the record date for the special meeting, other than shares of common stock held by:

the Selling Stockholders and their affiliates;

Man and its affiliates;

GLG and its affiliates (other than directors on the special committee); and

employees of GLG.

We refer to the vote described in clause (ii) as the Minority Stockholder Approval .

Pursuant to the terms of a voting and support agreement dated as of May 17, 2010 among Man, Merger Sub, the Selling Stockholders and TOMS International Ltd., the Selling Stockholders and TOMS International Ltd. have agreed to vote their shares of common stock and Series A voting preferred stock in favor of the Merger Proposal. Our other directors and executive officers have informed us that they intend to vote all of their shares of common stock and Series A voting preferred stock in favor of the Merger Proposal for the reasons described more fully in Special Factors Fairness of the Merger and Recommendations of the Special Committee and the GLG Board . Except as described in this proxy statement, to GLG s knowledge, after making reasonable inquiry, none of GLG s directors, officers or affiliates has made any public recommendation either in support of or opposed to the merger. Because the Selling Stockholders and our other directors and executive officers collectively hold approximately 51.6% of the combined shares of our common stock and Series A voting preferred stock as of the record date for the special meeting, we expect that the Statutory Stockholder Approval will be obtained.

Abstentions and broker non-votes in the case of both the Statutory Stockholder Approval and the Minority Stockholder Approval will have the same effect as votes against the Merger Proposal.

Recommendation of the Special Committee and the Board of Directors (Page 27)

The special committee is a committee of our board of directors that was formed on April 29, 2010. The special committee has authority, among other things, to:

establish, approve, modify, monitor and direct the process, procedures and activities relating to the review, evaluation and negotiation of one or more proposals made to GLG by Man for a potential transaction and any alternative transaction;

review, consider, evaluate, respond to, negotiate, reject, recommend or approve on behalf of GLG or the GLG board (except as otherwise required by law) a potential transaction with Man or an alternative transaction;

if it determines that continuing GLG s business without engaging in a potential transaction with Man or an alternative transaction is in the best interest of GLG, reject any such potential transaction with Man or an alternative transaction;

determine whether any such potential transaction with Man or an alternative transaction is advisable and is fair to, and in the best interests of, GLG and its stockholders (other than the Selling Stockholders); and

recommend to the GLG board of directors what action, if any, should be taken in connection with any such potential transaction with Man or an alternative transaction.

Table of Contents

The special committee has unanimously:

- determined that (i) it is in the best interests of GLG and its stockholders for GLG to enter into the merger agreement, and (ii) the transactions contemplated by the merger agreement, including the merger, the share exchange agreement and the voting and support agreement are advisable and fair to GLG and its unaffiliated stockholders;

- approved the waiver of the restrictions on transfer applicable to shares of capital stock of GLG held by the Selling Stockholders under the GLG Shareholders Agreement (described under Important Information Regarding the Principals GLG Shareholders Agreement); and

- recommended that the GLG board of directors (i) determine it is in the best interests of GLG and its stockholders for GLG to enter into the merger agreement, (ii) authorize and approve the execution, delivery and performance by GLG of the merger agreement (subject to the Minority Stockholder Approval), (iii) waive the restrictions on transfer applicable to shares of GLG capital stock held by the Selling Stockholders under the GLG Shareholders Agreement, as requested by the Selling Stockholders, (iv) approve the share exchange agreement and the consummation of the transactions contemplated thereby, (v) submit the adoption of the merger agreement to a vote at a special meeting of GLG stockholders called for that purpose, and (vi) recommend that stockholders of GLG vote to adopt the merger agreement at the special meeting.

Our board of directors, acting upon the unanimous recommendation of the special committee, unanimously:

- determined that the merger agreement and the transactions contemplated thereby are advisable and fair to and in the best interests of, GLG and its stockholders;

- authorized and approved the execution, delivery and performance by GLG of the merger agreement (subject to the Minority Stockholder Approval);

- approved the waiver of all the restrictions on transfer applicable to shares of GLG capital stock held by the Selling Stockholders under the GLG Shareholders Agreement, as requested by the Selling Stockholders;

- approved the share exchange agreement and the consummation of the transactions contemplated thereby;

- determined to submit the adoption of the merger agreement to a vote at a special meeting of stockholders called for that purpose; and

- recommended that stockholders of GLG vote to adopt the merger agreement at the special meeting of stockholders.

Opinion of Moelis & Company LLC (Page 33 and Appendix D)

Moelis & Company LLC, the special committee s financial advisors, delivered to the special committee an oral opinion, subsequently confirmed by delivery of a written opinion dated May 16, 2010 that, as of May 16, 2010 and based upon and subject to the limitations and qualifications set forth therein, the consideration of $4.50 per share in cash to be received by the GLG stockholders (other than the Selling Stockholders) in the merger was fair from a financial point of view to such holders other than the Selling Stockholders.

The full text of the written opinion of Moelis dated May 16, 2010 is attached as Appendix D to this proxy statement. The written opinion of Moelis sets forth, among other things, the assumptions made, procedures followed, matters considered and limitations on the reviews undertaken in connection with rendering the opinion. Moelis provided its opinion for the information and assistance of the special committee in connection with its consideration of the merger agreement. The Moelis opinion is not a recommendation as to how any holder of our common stock should vote with respect to the merger or any other matter. Under the terms of the engagement letter between Moelis and GLG, GLG agreed to pay Moelis (i) a nonrefundable work fee of $500,000 which will be offset, to the extent previously paid, against the transaction fee described below, (ii) an opinion fee of $1.5 million, which became payable upon delivery of the Moelis opinion described above, and which fee will be offset, to the extent previously paid, against the transaction fee and (iii) a transaction fee of $4.5 million plus 0.6% of the equity value (as defined in the engagement letter) in excess of the equity value implied at a price of $4.50 per share payable upon the closing of the transaction.

Table of Contents

Opinion of Goldman Sachs International (Page 41 and Appendix E)

Goldman Sachs International delivered its oral opinion, which was subsequently confirmed in writing, to the GLG board of directors that, as of May 17, 2010 and based upon and subject to the factors and assumptions set forth in its written opinion, the Aggregate Consideration (described under Special Factors Opinion of GLG s Financial Advisor) to be paid to the holders (other than Man and its affiliates) of shares of GLG common stock, FA Sub 2 exchangeable shares and convertible notes pursuant to the share exchange agreement and merger agreement was fair from a financial point of view to such holders.

The full text of the written opinion of Goldman Sachs, dated May 17, 2010, which sets forth assumptions made, procedures followed, matters considered and limitations on the review undertaken in connection with the opinion, is attached as Appendix E. Goldman Sachs provided its opinion for the information and assistance of the GLG board of directors in connection with its consideration of the transactions contemplated by the share exchange agreement and the merger agreement. The Goldman Sachs opinion is not a recommendation as to how any holder of shares of GLG common stock, FA Sub 2 exchangeable shares and/or convertible notes should vote with respect to the share exchange agreement and the merger agreement or any other matter. Pursuant to an engagement letter between GLG and Goldman Sachs, GLG has agreed to pay Goldman Sachs a transaction fee of approximately $4 million, with $1 million of the transaction fee having been payable upon the execution of the share exchange agreement and merger agreement and the remainder of the fee being payable upon consummation of the share exchange and the merger.

Restrictions on Solicitation of Other Offers (Page 93)

We have agreed not to, and to cause our subsidiaries not to, and to not authorize or permit our or our subsidiaries officers, directors, employees, advisors, agents and representatives to:

- solicit, facilitate or encourage the making of an alternative takeover proposal involving 15% or more of our common stock or other equity securities or assets; or
- engage in any negotiations or discussions with any third party regarding such an alternative takeover proposal.

However, if prior to the approval of the Merger Proposal by our stockholders, we or our subsidiaries or our representatives receive an unsolicited takeover proposal that does not involve a breach of the merger agreement or any standstill agreement, and our board of directors (or any authorized committee thereof) reasonably determines in good faith (after consultation with outside legal counsel and an outside financial advisor) that such takeover proposal constitutes or is reasonably likely to lead to a superior proposal (as described below under The Merger Agreement Restrictions on Solicitations of Other Offers) and its failure to take action would be inconsistent with its fiduciary duties to our stockholders, then we may engage in discussions and negotiations regarding such takeover proposal if we comply with certain requirements to provide information to Man.

Conditions to the Completion of the Merger (Page 99)

Before completion of the merger, a number of closing conditions must be satisfied or, to the extent permitted by law and the merger agreement, waived. These conditions are described more fully below under The Merger Agreement Conditions to the Completion of the Merger and they include, among others, obtaining GLG and

Man stockholder approvals (including the Minority Stockholder Approval), obtaining any required governmental authorizations and the absence of any law or governmental order prohibiting or enjoining the merger.

If these and other conditions are not satisfied or, to the extent permitted by law or the merger agreement, waived, the merger will not be completed, even if our stockholders approve the Merger Proposal.

Termination of the Merger Agreement (Page 100)

The merger agreement may be terminated at any time by the mutual written consent of us and Man, and under certain circumstances by us or by Man, as more fully described below under The Merger Agreement Termination of the Merger Agreement .

Table of Contents

If the merger agreement is terminated, then the share exchange agreement and the voting and support agreement will be automatically terminated.

If the Merger Proposal is not approved by our stockholders, or if the merger is not completed for any other reason, our stockholders will not receive any payment for their shares pursuant to the merger agreement. Instead, GLG will remain as a public company and our common stock will continue to be registered under the Exchange Act and listed and traded on the New York Stock Exchange. Under specified circumstances, we may be required to pay Man a termination fee and/or reimburse Man for certain fees and expenses, or Man may be required to pay us a termination fee or reimburse us for certain fees and expenses, as described in The Merger Agreement Termination Fees and Expense Reimbursement .

In addition, failure to complete the merger could have a negative impact on the market price of our common stock, as the price of those shares may decline to the extent that the current market price reflects a market assumption that the merger will be completed. We will be required to pay significant costs incurred in connection with the merger, whether or not the merger is completed. In addition, we may be obligated to pay Man its out-of-pocket expenses and/or a termination fee if the merger is not completed for certain reasons, as discussed below.

Fees Payable Upon a Termination of the Merger Agreement (Page 102)

We will be required to pay Man a termination fee equal to $48 million (inclusive of any applicable value added tax or its equivalent) if:

(A) an alternative takeover proposal involving 15% or more of our common stock or other equity securities or assets is made to GLG or any third party announces an intention to make any such proposal, and
(B) following such event the merger agreement is terminated as a result of certain specified events, and
(C) within twelve (12) months of the date the merger agreement is terminated, we enter into one or more definitive agreements with respect to, or consummate a transaction contemplated by, any alternative takeover proposal involving 40% or more of our common stock or other equity securities or assets;

the merger agreement has been terminated by Man because our board of directors has either (x) withdrawn, qualified or changed in a manner adverse to Man its recommendation that our stockholders adopt the merger agreement or (y) failed to reject a publicly disclosed alternative takeover proposal involving 15% or more of our common stock or other equity securities or assets and to reconfirm its recommendation that the stockholders adopt the merger agreement following a request from Man that it do so, or similar events occur, except in certain circumstances; or

we have terminated the merger agreement in order to enter into a transaction pursuant to which a third party would acquire more than 50% of our equity securities or all or substantially all of our assets on terms and conditions which the board of directors determines to be more favorable from a financial point of view to our stockholders than the merger and the merger agreement, and concurrently with such termination we enter into one or more definitive agreements providing for such transaction.

Man will be required to pay us a termination fee equal to $48 million (inclusive of any applicable value added tax or its equivalent) if Man s board of directors has either, except in certain circumstances:

not made a recommendation that Man s shareholders approve the transactions contemplated by the merger agreement, the share exchange agreement and the voting and support agreement in the shareholder circular

for the Man shareholders meeting called for such purpose; or

withdrawn, qualified or adversely modified such recommendation once contained in the shareholder circular.

Expense Reimbursement (Page 102)

If the merger agreement is terminated because the Statutory Stockholder Approval and the Minority Stockholder Approval were not obtained (except in certain circumstances), or because we failed to perform or breached certain obligations under the merger agreement, and no termination fee is payable by us to Man at the time of such termination, we will be required to reimburse Man for its out-of-pocket fees and expenses in connection with the proposed merger up to $15 million. We will remain obligated to pay the termination

Table of Contents

fee described above if it becomes payable, less the amount of expenses actually paid by us to Man pursuant to the previous sentence.

If the merger agreement is terminated due to Man s failure to obtain the affirmative vote of the holders of a majority of Man s outstanding ordinary shares present and voting at a meeting of its shareholders in favor of approving the transactions contemplated by the merger agreement (except in certain circumstances), Man will be required to reimburse us for our out-of-pocket fees and expenses in connection with the proposed merger up to $15 million.

Share Ownership of Directors and Executive Officers (Page 122)

As of , 2010, the record date for the special meeting, our directors and executive officers had the right to vote, in the aggregate, 87,044,209 shares of our common stock and 58,904,993 shares of our Series A voting preferred stock, which together represented approximately 47.1% of the combined voting power of our securities on the record date for the special meeting.

Pursuant to the terms of the voting and support agreement, the Selling Stockholders and TOMS International Ltd. have agreed to vote their shares of common stock and Series A voting preferred stock FOR the Merger Proposal and FOR the Adjournment Proposal.

Our other directors and executive officers have informed us that they intend to vote all of their shares of common stock FOR the approval of the Merger Proposal and FOR the Adjournment Proposal.

As of the record date for the special meeting, our directors and executive officers (other than the Selling Stockholders) had the right to vote, in the aggregate, 8,491,340 shares of our common stock, which represented approximately 2.7% of the combined voting power of our securities on the record date for the special meeting.

Share Exchange Agreement (Page 104 and Appendix B)

Under the share exchange agreement, the Selling Stockholders agreed with Man to exchange all of their shares of (a) our common stock, (b) our Series A voting preferred stock, (c) our subsidiary FA Sub 2 Limited s exchangeable Ordinary Class B Shares which are exchangeable into shares of our common stock (at which time the associated Series A voting preferred stock is redeemed), and (d) any other shares of our capital stock or such exchangeable stock they acquire after the date of the share exchange agreement, in exchange for ordinary shares of Man at an exchange ratio of 1.0856 ordinary shares of Man per share of our common stock exchanged by the Selling Stockholders (which ratio may be reduced prior to closing under certain circumstances).

The shares subject to the share exchange agreement will not include any shares of our common stock acquired by a Selling Stockholder upon conversion of our 5.00% dollar-denominated convertible subordinated notes due 2014, or any shares of our common stock acquired by a Selling Stockholder in the open market prior to the date of the share exchange agreement.

Before completion of the share exchange, which is expected to occur immediately prior to the completion of the merger, a number of closing conditions must be satisfied or waived. These conditions are described more fully below under Descriptions of Other Transaction Agreements Share Exchange Agreement Conditions to the Completion of the Share Exchange .

Voting and Support Agreement (Page 111 and Appendix C)

Under the voting and support agreement, the Selling Stockholders and TOMS International Ltd. have agreed with Man and Merger Sub to vote or cause to be voted all of the shares of our common stock and Series A voting preferred stock held by them as of the date of the voting and support agreement and acquired after such date, at any meeting of our stockholders (or any adjournment thereof) or upon any action by written consent in lieu of a meeting:

in favor of the Merger Proposal;

against any alternative takeover proposal involving 15% or more of our consolidated assets or to which 15% or more of our revenues or earnings on a consolidated basis are attributable, acquisition of beneficial

Table of Contents

ownership of 15% or more of our outstanding common stock, a tender offer or exchange offer that if consummated would result in any third party owning 15% or more of our outstanding common stock or merger, consolidation, share exchange, business combination, recapitalization, liquidation, dissolution or similar transaction involving us, in each case other than the merger agreement, the transactions contemplated by the merger agreement, the voting and support agreement and the share exchange transaction; and

against any agreement (including, without limitation, any amendment of any agreement), amendment of our organizational documents or other action that is intended or could reasonably be expected to prevent, impede, interfere with, delay, postpone or discourage the consummation of the merger.

Warrant Tender Offer (Page 71)

We have agreed to, and to cause our subsidiaries to, use reasonable best efforts to commence, prior to the closing date, offers to purchase all of the outstanding warrants to purchase shares of our common stock at a price of $0.129 per warrant. The offers will be conditioned upon completion of the merger.

Rights of Appraisal (Page 138)

Holders of our common stock who object to the merger may elect to pursue their appraisal rights to receive the judicially determined fair value of their shares, which could be more or less than, or the same as, the per share merger consideration for the common stock, but only if they comply with the procedures required under Delaware law. In order to qualify for these rights, you must (1) not vote in favor of the Merger Proposal, nor consent thereto in writing, (2) make a written demand to GLG for appraisal prior to the taking of the vote on the adoption of the merger agreement at the special meeting, (3) continue to hold your shares until the consummation of the merger and (4) otherwise comply with the Delaware law procedures for exercising appraisal rights. For a summary of these Delaware law procedures, see Appraisal Rights .

An executed proxy that is not marked AGAINST or ABSTAIN will be voted for approval of the Merger Proposal and will disqualify the stockholder submitting that proxy from demanding appraisal rights. A copy of Section 262 of the General Corporation Law of the State of Delaware is also attached as Appendix F to this proxy statement. Failure to follow the procedures set forth in Section 262 will result in the loss of appraisal rights.

Market Price of Our Common Stock (Page 126)

On May 14, 2010, the last trading day before we announced the execution of the merger agreement, the high and low sales prices of our common stock were $2.99 and $2.90, respectively. The merger consideration of $4.50 per share represents a premium of approximately 55% over the closing trading price of $2.91 per share on May 14, 2010, and approximately 41% over the average closing prices of our common stock for the 30-trading day period ending on May 14, 2010. On , 2010, the most recent practicable date before the printing of this proxy statement, the high and low reported sales prices of our common stock were $ and $, respectively. On May 14, 2010, the closing price of our publicly traded warrants was $0.129. You are urged to obtain a current market price quotation for our common stock.

Material United States Federal Income Tax Consequences (Page 77)

For U.S. federal income tax purposes, the receipt of the cash merger consideration in exchange for shares of GLG common stock in the merger by a U.S. holder will be a taxable transaction. The amount of the gain or

loss recognized will be measured by the difference, if any, between the cash received in the merger and the holder s tax basis in the shares of GLG common stock. Any gain realized by a non-U.S. holder as a result of the receipt of the cash merger consideration will generally not be subject to U.S. federal income tax, except in certain situations.

You should consult your own tax advisor regarding the U.S. federal income tax considerations relevant to the merger, as well as the effects of your state, local and foreign tax laws.

Table of Contents

QUESTIONS AND ANSWERS ABOUT THE MERGER AND THE SPECIAL MEETING OF STOCKHOLDERS

The following questions and answers are intended to address briefly some commonly asked questions regarding the merger and the special meeting. These questions and answers may not address all questions that may be important to you as a GLG stockholder. Please refer to the Summary Term Sheet and the more detailed information contained elsewhere in this proxy statement, the appendices to this proxy statement and the documents referred to or incorporated by reference in this proxy statement, which you should read carefully.

Q: When and where is the special meeting?

A: The special meeting will be held on , 2010, at 10:00 a.m., Eastern Time, at the offices of Chadbourne & Parke LLP, 30 Rockefeller Plaza, New York, New York 10112.

Q: What matters will be voted on at the special meeting?

A: At the special meeting and any postponements or adjournments thereof, you will be asked to consider and vote on the following matters:

To approve the Merger Proposal;

To approve the Adjournment Proposal; and

To transact such other business as may properly come before the meeting or any adjournment or postponement of the meeting.

Q: Who is entitled to attend and vote at the special meeting?

A: Stockholders of record holding GLG s voting securities as of the close of business on , 2010, the record date for the special meeting, are entitled to vote at the special meeting. As of the record date, there were 251,202,732 shares of GLG common stock outstanding and 58,904,993 shares of Series A voting preferred stock outstanding. Every holder of GLG common stock is entitled to one vote per share of our common stock held as of the record date and every holder of GLG s Series A voting preferred stock is entitled to one vote per share of our Series A voting preferred stock held as of the record date.

If you want to attend the special meeting and your shares are held in street name by your broker, bank or other nominee, you must bring to the special meeting a proxy from the record holder (your broker, bank or other nominee) of the shares authorizing you to vote at the special meeting.

Q: What constitutes a quorum for the special meeting?

A: The presence in person or by proxy of a majority of the combined shares of our common stock and Series A voting preferred stock outstanding on the record date is required for a quorum. Shares that are voted FOR , AGAINST , or ABSTAIN a matter are treated as being present at the special meeting for purposes of establishing a quorum. In the event that there are not sufficient shares present for a quorum, the special meeting may be adjourned in order to permit further solicitation of proxies. However, the presence in person or by proxy of the Selling Stockholders and our other directors and executive officers, who collectively hold approximately 51.6%

of the combined shares of our common stock and Series A voting preferred stock as of the record date for the special meeting, will assure that a quorum is present at the meeting.

Q: What vote is required to approve the Adjournment Proposal?

A: Approval of the Adjournment Proposal requires the affirmative vote of the holders of a majority of the combined shares of our common stock and Series A voting preferred stock, voting as a single class, present in person or by proxy and entitled to vote on the matter.

Table of Contents

Q: Who is soliciting my vote?

A: The enclosed proxy is being solicited on behalf of our board of directors for use in voting at the special meeting, including any postponements or adjournments thereof. We are paying for the proxy solicitation. In addition, we have retained Morrow & Co., LLC, Stamford, Connecticut, which we refer to as Morrow , to assist in the solicitation. We will pay Morrow $10,000 plus out-of-pocket expenses for its assistance. Our directors, officers and employees may also solicit proxies by personal interview, mail, e-mail, telephone, facsimile or by other means of communication. These persons will not be paid additional compensation for their efforts. We will also request brokers and other fiduciaries to forward proxy solicitation material to the beneficial owners of shares of our common stock that the brokers and fiduciaries hold of record. We will reimburse them for their reasonable out-of-pocket expenses.

Q: What do I need to do now?

A: After you carefully read this proxy statement, please consider how the merger affects you and then vote or provide voting instructions as described below. Even if you plan on attending the special meeting, we urge you to vote now by giving us your proxy. This will ensure that your vote is represented at the meeting. If you do attend the special meeting, you can change your vote at that time, if you then desire to do so. **Do NOT enclose or return your stock certificate(s) with your proxy**.

Q: How do I vote my shares?

A: You may vote using one of the following methods if you hold your shares in your own name as stockholder of record:

Internet. You may submit a proxy to vote on the Internet up until 11:59 p.m. Eastern Time on , 2010 by going to the website for Internet voting on your proxy card (www.proxyvote.com) and following the instructions on your screen. Have your proxy card available when you access the web page. If you vote by the Internet, you should not return your proxy card.

Telephone. You may submit a proxy to vote by telephone by calling the toll-free telephone number on your proxy card, 24 hours a day and up until 11:59 p.m. Eastern Time on , 2010, and following the prerecorded instructions. Have your proxy card available when you call. If you vote by telephone, you should not return your proxy card.

Mail. You may submit a proxy to vote by mail by marking the enclosed proxy card, dating and signing it, and returning it in the postage-paid envelope provided, or to GLG Partners, Inc., c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717 as long as your proxy card is received by , 2010. If you own shares in various registered forms, such as jointly with your spouse, as trustee of a trust or as custodian for a minor, you will receive, and will need to sign and return, a separate proxy card for those shares because they are held in a different form of record ownership. Shares held by a corporation or business entity must be voted by an authorized officer of the entity.

In Person. You may vote your shares in person by attending the special meeting and submitting your vote at the meeting.

If you hold your shares in street name through a broker, bank or other nominee, then you received this proxy statement from the nominee, along with the nominee s instruction card which includes voting instructions and

instructions on how to change your vote.

Q: How will my proxy be voted?

A: If you use our Internet or telephone voting procedures or duly complete, sign and return a proxy card to authorize the named proxies to vote your shares, your shares will be voted as specified. If your proxy card is signed but does not contain specific instructions, your shares will be voted as recommended by our board of directors FOR the Merger Proposal and FOR the Adjournment Proposal. In addition, if other matters come

Table of Contents

before the special meeting, the persons named as proxies will vote in accordance with their best judgment with respect to such matters.

Q: If my shares are held in street name, how will my broker, bank or other nominee vote?

A: If your broker, bank or other nominee is the holder of record of your shares (i.e., your shares are held in street name), you will receive voting instructions from the holder of record. You must follow these instructions in order for your shares to be voted. We urge you to instruct your broker, bank or other nominee how to vote your shares by following those instructions. The broker, bank or other nominee is required to vote those shares in accordance with your instructions. If you do not give instructions to the broker, bank or other nominee, the broker, bank or other nominee may not have discretion to vote your shares with respect to the proposals.

In addition, because any shares you may hold in street name will be deemed to be held by a different stockholder than any shares you hold of record, shares held in street name will not be combined for voting purposes with shares you hold of record. To be sure your shares are voted, you should instruct your broker, bank or other nominee to vote your shares.

Q: May I revoke my proxy?

A: For stockholders of record, whether you vote via the Internet, by telephone or by mail, you may revoke your proxy at any time before it is voted at the special meeting by:

delivering a written notice of revocation to the Secretary of GLG;

casting a later vote using the Internet or telephone voting procedures;

submitting a properly signed proxy card with a later date; or

voting in person at the special meeting.

If your shares are held in street name, you must contact your broker, bank or other nominee to revoke your proxy. Your proxy is not revoked simply because you attend the special meeting.

Q: Will my vote be confidential?

A: It is our policy to keep confidential all proxy instructions and proxy cards, ballots and voting tabulations that identify individual stockholders, except as may be necessary to meet any applicable legal requirements and, in the case of any contested proxy solicitation, as may be necessary to permit proper parties to verify the propriety of proxies presented by any person and the results of the voting. The independent inspector of election and any employees involved in processing proxy instructions and cards or ballots and tabulating the vote are required to comply with this policy of confidentiality.

Q: What do I do if I receive more than one proxy or set of voting instructions?

A: If you receive more than one proxy, it means that you hold shares that are registered in more than one account. To ensure that all of your shares are voted, you will need to submit each proxy you receive.

Q: When is the merger expected to be completed?

A: We are working toward completing the merger as quickly as possible, and we anticipate that it will be completed by the end of September 2010 or as soon as practicable thereafter. In order to complete the merger, we must obtain GLG and Man stockholder approvals (including the Minority Stockholder Approval) and the other closing conditions under the merger agreement must be satisfied or, to the extent permitted by law and the merger agreement, waived. See The Merger Agreement Conditions to the Completion of the Merger .

Q: Should I send my stock certificate now?

A: No. After the merger is completed, you will be sent a letter of transmittal with detailed written instructions for exchanging your shares of GLG common stock for the merger consideration. If your shares are held in street

Table of Contents

name by your broker, bank or other nominee you will receive instructions from your broker, bank or other nominee as to how to effect the surrender of your street name shares in exchange for the merger consideration. Please do not send your certificates now.

Q: How can I obtain additional information about GLG?

A: GLG maintains an Internet website at www.glgpartners.com. Our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to such reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act, along with our annual report to stockholders and other information related to GLG filed with the Securities and Exchange Commission (SEC), are available free of charge on this site as soon as reasonably practicable after we electronically file or furnish this information with the SEC. The information provided on our website is not part of this proxy statement, and therefore is not incorporated by reference herein, except to the extent expressly set forth below under Incorporation by Reference .

Q: Who can help answer my questions?

A: If you have additional questions about the merger or the other proposals to be voted on at the special meeting after reading this proxy statement or need assistance voting your shares, please call our proxy solicitor, Morrow, toll-free at . Banks and brokers should contact Morrow at .

Table of Contents

SPECIAL FACTORS

Background of the Merger

Prior to becoming a U.S. publicly traded company in November 2007, GLG explored various alternative transactions and engaged in substantive discussions with Man, among others, concerning a potential transaction involving the two companies. Although no transaction was pursued at the time, Man and GLG executives continued to have regular interactions at industry conferences and other industry-related events.

During 2008, the complexion of GLG s business changed substantially against a backdrop of redemptions by investors, severe capital market dislocations, and decreased investment performance. In response to this and significant declines in GLG s own assets under management (AUM), GLG undertook various initiatives and weighed strategic options to strengthen its platform. Among these was the April 2009 acquisition of Société Générale Asset Management UK (SGAM UK), which added approximately $7.0 billion of AUM, including approximately $3.0 billion of AUM that GLG had been managing under a sub-advisory arrangement with SGAM UK since the December 2008 announcement of the SGAM UK acquisition. While the acquisition of SGAM UK and other measures increased GLG s overall AUM and improved its cost structure, profitability remained below historical levels, reflecting greater representation of long-only AUM and fewer funds and managed accounts in a position to earn performance fees. At the same time, GLG s infrastructure and asset management capabilities continued to be able to support much greater AUM. These factors, together with concerns regarding the potentially protracted recovery of higher fee-yielding assets, uncertainty about the prospects of geographic expansion outside of GLG s historic U.K. and European markets and a challenging macroeconomic environment, led the Individual Principals to discussions among themselves during 2009 as to whether GLG should seek a strategic alliance or other combination with another sizeable asset manager with a complementary business.

Man s AUM also declined in 2008 and 2009 but throughout the period Man reported a strong capital surplus. For example, for the six months ended September 30, 2009, Man reported a regulatory capital surplus of approximately $1.6 billion and cash balances of approximately $2.1 billion and these capital resources positioned Man strongly to address opportunities in its industry and invest further in its business. Of particular interest to Man in this regard were growth opportunities, including through acquisition, consistent with Man s strategy to acquire high quality discretionary investment management capability providing the potential to broaden the range of diversified, liquid strategies for the benefit of its investors and to provide a more diversified source of income for Man shareholders.

In March 2009, Emmanuel Roman, Co-Chief Executive Officer of GLG, met with Peter Clarke, Chief Executive Officer of Man, at Man s offices in London to discuss a possible transaction between the two companies. The discussions between the parties did not progress further at that time.

On May 15, 2009, Pierre Lagrange, Senior Managing Director of GLG Partners LP and a member of GLG s board of directors (the GLG Board), met Lance Donenberg, Head of Strategic Investments for Man s Principal Strategies Group, at Man s Chicago offices. Messrs. Lagrange and Donenberg had preliminary discussions about the business strategies of their respective companies. Thereafter, Messrs. Lagrange and Donenberg continued to talk from time to time.

On October 1, 2009, representatives of Goldman Sachs made a presentation to Messrs. Lagrange and Roman to help them develop a better understanding of Man s business and whether there was potential for a business fit.

On October 7, 2009, Mr. Lagrange spoke with John Rowsell, Head of Man s Principal Strategies Group, to engage in further preliminary discussions about their respective companies.

On November 4, 2009, Messrs. Rowsell, Donenberg and Urs Alder, Head of Product Strategy for Man s Principal Strategies Group, met with Messrs. Lagrange, Roman and Mark Jones of GLG at GLG s offices in London, England and had further preliminary discussions about their respective companies.

In connection with Man s search for opportunities to diversify its business, one of the topics discussed at the annual strategic review meeting of the board of directors of Man (the Man Board) in December 2009 was Man s acquisition strategy, and GLG was identified as one of a number of potential acquisition targets.

Table of Contents

On January 21, 2010, Messrs. Clarke and Lagrange met and had preliminary discussions about their respective companies and potential opportunities for the businesses to work together.

On January 24, 2010, Messrs. Lagrange and Donenberg met at an industry conference and had further preliminary discussions regarding a possible strategic alliance or other transaction involving the two companies.

On February 4, 2010, Messrs. Lagrange, Roman and Noam Gottesman, Chairman and Co-Chief Executive Officer of GLG, met with Messrs. Clarke and Rowsell to discuss whether there was sufficient interest in pursuing a possible transaction to warrant a preliminary exchange of information between Man and GLG for due diligence purposes.

On February 9, 2010, Mr. Roman met with representatives of Goldman Sachs to inform them about the exploratory discussions held between GLG s and Man s principals regarding a possible strategic alliance or other transaction involving the two companies.

On February 12, 2010, Alejandro San Miguel, the General Counsel and Corporate Secretary of GLG, received a call from Stephen Ross, the General Counsel of Man. Mr. Ross informed Mr. San Miguel that Man was in the process of retaining bankers and counsel to evaluate a possible transaction between the two companies and that he would be arranging for delivery to Mr. San Miguel of a draft of a mutual non-disclosure agreement. Thereafter, Mr. San Miguel advised Messrs. Gottesman, Roman and Lagrange of his call with Mr. Ross and engaged Chadbourne & Parke LLP to assist in negotiating the mutual non-disclosure agreement.

On February 16, 2010, Man delivered an initial draft of the mutual non-disclosure agreement to Mr. San Miguel.

On February 22, 2010, at a meeting of the GLG Board, Messrs. Gottesman, Roman and Lagrange reported to the other board members the substance of their preliminary discussions with Man and their desire to initiate exploratory discussions regarding a possible transaction with Man. Mr. San Miguel reported on his conversation with Mr. Ross and the terms of the draft mutual non-disclosure agreement delivered to him by Man. The GLG Board authorized execution of a mutual non-disclosure agreement and a limited exchange of information but reserved judgment on the issue as to whether GLG should allow full due diligence on GLG or conduct full due diligence on Man until further analysis of issues relating to any possible transaction had been developed.

On February 25, 2010, Messrs. Clarke and Lagrange spoke by telephone about GLG s governance process in relation to a possible transaction.

Also on February 25, Messrs. San Miguel, Jones and Jeffrey Rojek, Chief Financial Officer of GLG, met with Messrs. Ross and Jasveer Singh, Head of Legal of Man, to discuss the mutual non-disclosure agreement and process matters relating to timing, accounting reconciliation, U.S. securities registration requirements and other matters, including regulatory approvals and other deal mechanics based on various hypothetical transaction structures.

Over the course of the following week, several drafts of the non-disclosure agreement were exchanged and its terms negotiated, including the addition of a standstill provision restricting Man s ability to make a proposal to acquire GLG without the consent of GLG. GLG and Man entered into a mutual non-disclosure and standstill agreement dated as of March 1, 2010.

Between March 2 and March 26, 2010, members of GLG s senior management provided informal updates from time to time to individual members of the GLG Board regarding the status of discussions with Man. During the same period, Messrs. Clarke and Lagrange had phone calls from time to time to discuss the status of the discussions between the two companies.

On March 5, 2010, Messrs. Gottesman, Roman and San Miguel spoke by telephone with Mr. Clarke to discuss establishing a process for structuring a possible transaction involving GLG and Man.

On March 8, 2010, Messrs. Clarke, Ross and Singh of Man and Messrs. Roman, Lagrange, San Miguel and Jones of GLG met in London, England to discuss the structure of a possible transaction involving the two companies. The GLG representatives expressed their desire to structure any possible transaction as a merger pursuant to which all holders of GLG stock would receive cash and shares of Man at a negotiated exchange ratio. Man representatives indicated their view that GLG s proposed approach would not be viable because the Man Board

would not approve a transaction that would require Man to register its shares in the U.S. and become subject to reporting requirements under U.S. federal securities laws, due to the significant costs and administrative effort required to comply with both the U.K. and U.S. regulatory regimes, given that Man is already subject to U.K. regulatory oversight and review. Man indicated it would be willing to issue shares in a transaction that was exempt from registration in the U.S. and to pay part of the aggregate consideration in cash. The Man representatives stated that in the case of a share exchange the premium to GLG stockholders would be modest whereas Man would be willing to pay a higher premium in a cash transaction. The Man representatives also indicated that in any transaction Man would require that the Individual Principals receive Man ordinary shares in exchange for their shares of GLG common stock and FA Sub 2 exchangeable shares in order to align the interests of the Individual Principals with Man s shareholders and also would require that each Individual Principal agree to transfer restrictions on their Man ordinary shares, non-competition covenants and other provisions that would reflect a long-term commitment by the Individual Principals to the combined business.

On March 9, 2010, the Man Board held a meeting at which there was a discussion of a potential transaction with GLG and a committee of the Man Board was established to further consider such a transaction. Perella Weinberg Partners, Man s financial advisor, also gave a presentation to the Man Board regarding various financial analyses it had performed. See Financial Analyses of the Financial Advisor to Man below.

On March 10, 2010, representatives of Chadbourne and Weil, Gotshal & Manges LLP, Man s U.S. counsel, had a telephone call during which they discussed possible structures of a transaction between Man and GLG.

On March 11, 2010, Messrs. San Miguel, Rojek and Jones of GLG, Messrs. Ross, Singh, Oliver Stern, U.K. Legal Counsel of Man, and Robert Aitken, Head of Global Compliance of Man, and Ms. Orly Lax, Head of U.S. Legal & Product Legal of Man, and representatives of Chadbourne, Weil, Clifford Chance LLP, Man s U.K. counsel, and Allen & Overy LLP, GLG s U.K. regulatory counsel, met by teleconference to discuss whether a transaction could be structured in compliance with applicable law whereby the Principals would receive Man ordinary shares in exchange for their shares of GLG common stock and FA Sub 2 exchangeable shares in a transaction exempt from registration under U.S. securities laws, and the public stockholders of GLG other than Selling Stockholders (which are referred to as the unaffiliated stockholders), would receive cash in a merger. During the teleconference, the participants also discussed procedures that Chadbourne representatives indicated they believed would be advisable to protect the unaffiliated stockholders, if the parties pursued a transaction based upon such a structure, including establishing a special committee to negotiate any possible transaction and requiring that there be a nonwaivable condition in any merger agreement that holders of a majority of the outstanding shares of GLG common stock (other than the Selling Stockholders, Man, GLG and their respective affiliates (with certain exceptions) and employees of GLG) approve the merger.

On March 15, 2010, representatives of Goldman Sachs and Perella Weinberg had an introductory teleconference with respect to a potential transaction between Man and GLG. Also on March 15, representatives of Goldman Sachs delivered a preliminary due diligence list on behalf of GLG to representatives of Perella Weinberg.

On March 17, 2010, representatives of Perella Weinberg delivered a preliminary due diligence list on behalf of Man to representatives of Goldman Sachs.

On March 18, 2010, Mr. San Miguel informed Mr. Ross by telephone that the GLG Board would not permit management to commence discussions with Man concerning a potential transaction until some indication of Man s proposed valuation of GLG was made but would permit due diligence sufficient for Man to develop such an indication.

On March 19, 2010, representatives of Chadbourne and Weil had a telephone call during which they discussed possible structures of a transaction between Man and GLG and certain due diligence matters.

On March 22, 2010, Messrs. Clarke, Ross and Singh met with representatives of GLG to discuss the terms of the proposed transaction.

On March 23, 2010, Messrs. Roman, Lagrange, Clarke and Martin Franklin, a director of GLG, had an introductory meeting in London.

Table of Contents

On March 24, 2010, representatives of Perella Weinberg and Goldman Sachs met to discuss process matters and potential transaction structures involving a share exchange and a merger. Goldman Sachs representatives communicated GLG s expectations that there be a significant premium paid to GLG s unaffiliated stockholders in any transaction.

Between March 16 and March 26, 2010, representatives and various advisors of GLG and Man conducted limited due diligence, and the legal advisors of Man and GLG held conference calls to discuss potential transaction structures. During this period, directors of GLG continued informal discussions among themselves regarding the advisability of pursuing a transaction with Man and on what terms such a transaction would be acceptable. The Individual Principals also communicated to other directors of GLG their expectation that if a bifurcated structure involving a share exchange and a cash merger were pursued, the unaffiliated stockholders receiving cash would receive a significant premium over GLG s current share price, whereas the Individual Principals and any others who might receive Man ordinary shares would only receive a modest premium.

On March 26, 2010, representatives of Perella Weinberg notified representatives of Goldman Sachs that Bloomberg News had published an article about Man s search for an acquisition target, noting that GLG was named as a potential target. Other news publications subsequently published similar articles. The GLG Board met by conference call to discuss the press articles and Man s disclosure obligations arising as a consequence of such press articles in the United Kingdom. Later that day and prior to the opening of trading in New York, GLG formally discontinued further discussions with Man. In making a decision to discontinue discussions, the GLG Board took into account the fact that discussions were in very preliminary stages and that Bank of America Merrill Lynch, Man s U.K. listed company corporate broker, had informed GLG that the U.K. Listing Authority (UKLA) had taken the position that, in light of the media speculation, Man must publicly affirm if it continued to be in discussions with GLG. The GLG Board concluded that it had not reached sufficient consensus to consider pursuing a transaction and that discussions with Man were so preliminary that they did not warrant public disclosure to that effect. Between March 26 and March 28, 2010 Messrs. Clarke and Lagrange exchanged telephone messages before finally speaking by telephone about the discontinuation of discussions.

On March 29, 2010, the above-mentioned Man Board committee held a meeting in which they noted the discontinuation of both discussions with GLG and the preparatory work done in connection with a potential transaction.

In the month following the publication on March 26, 2010 of the various press articles speculating about a possible transaction between GLG and Man, GLG was contacted by several investment banking firms offering their services in connection with a potential transaction. No alternative potential bidders for GLG emerged during this time frame or subsequently.

On April 14, 2010, representatives of Goldman Sachs initiated a meeting with representatives of Perella Weinberg. At the meeting, the two firms reviewed the recently discontinued discussions between GLG and Man.

On April 26, 2010, the Man Board held a meeting at which Mr. Clarke was authorized to re-engage GLG with regards to a potential transaction and, in connection with a management presentation, Perella Weinberg discussed various financial analyses it performed with the Man Board (see Financial Analyses of the Financial Advisor to Man). The Man Board determined that the structure should not require Man to register its shares in the U.S. and become subject to reporting requirements under U.S. federal securities laws, due to the significant costs and administrative effort required to comply with both the U.K. and U.S. regulatory regimes, as Man is already subject to U.K. regulatory oversight and review. The Man Board agreed that Bank of America Merrill Lynch should inform the UKLA at the appropriate time of Man s re-engagement with GLG.

On April 26, Mr. Clarke called Mr. Lagrange to advise him that Man was still interested in a possible transaction with GLG and that he had received approval from the Man Board to seek to re-engage GLG in discussions regarding a possible transaction. Mr. Clarke indicated that Man would be prepared to present a written non-binding expression of interest that would have a bifurcated structure involving a share exchange with the Selling Stockholders for their shares of GLG common stock and FA Sub 2 exchangeable shares and a cash merger with the unaffiliated stockholders. He indicated that the Man Board had definitively determined it would not pursue any transaction that would require Man to register its shares in the U.S. Mr. Lagrange communicated this

information to members of the GLG Board and members of GLG management who had been involved in the prior discussions with Man. The GLG Board members suggested to management that outside counsel to Man and GLG discuss the key terms of the proposed expression of interest letter before it was submitted and authorized management to request a written expression of interest if the legal advisors confirmed that the content was consistent with what had been generally described to Mr. Lagrange.

On April 27, 2010, representatives of Chadbourne and Weil held a teleconference during which Weil described the key terms of the expression of interest, the proposed structure and the rationale for the structure. The outside counsel then reported back to their respective clients and GLG management notified Man that a written expression of interest could be sent by Man.

On April 28, 2010, Man submitted a letter to GLG s Chairman and Board indicating a non-binding expression of interest to negotiate a transaction or related transactions pursuant to which Man or one of its subsidiaries would propose to acquire 100% of GLG. The proposed structure involved two separate but related transactions each of which was conditioned on the other. For the first transaction, Man would negotiate an agreement with the Selling Stockholders pursuant to which the Selling Stockholders would be issued Man ordinary shares in exchange for their GLG securities. Man also proposed discussing with the Individual Principals at a later stage their continued involvement in the post-closing business and the associated incentive and retention/lock-up arrangements.

For the second transaction, Man proposed a merger agreement pursuant to which the unaffiliated stockholders of GLG would receive cash consideration for their shares of GLG common stock in a merger. Man s letter indicated its expectation that if the parties pursued such a transaction, GLG would establish a special committee of independent directors to review and approve or reject the proposed transaction on behalf of GLG s unaffiliated stockholders, and that such special committee would retain its own legal and financial advisors. Man indicated that it expected the transaction to be fully contingent on the unanimous approval of a special committee.

Man s non-binding letter proposed to offer (a) an exchange of Man ordinary shares for the Principals shares of GLG common stock in connection with the share exchange at an exchange ratio representing a value of $3.40 per share of GLG common stock; and (b) cash to GLG s unaffiliated stockholders in a cash merger on the basis of a $3.75 per share of GLG common stock. Man noted that its proposed price per share offer to GLG unaffiliated stockholders represented a premium of 40% over GLG s closing stock price on March 25, 2010, which was one day prior to the beginning of media speculation about a transaction involving Man and GLG. Man proposed to pay the entire cash consideration in the cash merger from its available cash resources, and therefore, to include no financing contingency in the merger agreement.

Man also proposed a target date for entering into definitive agreements and announcing the transactions of no later than May 26, 2010 to coincide with the announcement of Man s 2010 annual results.

In the afternoon of April 28, the GLG Board held a meeting by teleconference to review and discuss Man s expression of interest. At the meeting, Mr. San Miguel provided an outline of Man s letter to members of the GLG Board, highlighting the key terms of Man s proposal. Mr. San Miguel noted that the expression of interest was non-binding and stated that Man proposed discussing with the Individual Principals at a later stage their continued involvement in the post-closing business and the associated incentive and retention/lock-up arrangements. Mr. San Miguel advised that the Individual Principals would not seek to negotiate their personal employment arrangements (which would be expected to have beneficial as well as restrictive terms for the Individual Principals) until the principal terms and conditions of any transaction had been established. The directors discussed the advisability of establishing a special committee, but each director indicated a desire to review and consider the expression of interest independently before further consideration by the GLG Board. The directors decided to meet on April 29, 2010 to have a more formal discussion of the expression of interest and to determine whether to establish a special committee of the GLG Board to

consider whether or on what terms to pursue discussions with Man.

On April 29, 2010, Mr. Clarke called Mr. Lagrange to confirm that Mr. Lagrange had received the non-binding letter from Man.

On April 29, 2010, the GLG Board, with members of GLG s senior management and representatives of Chadbourne present, met to discuss the letter submitted by Man. Mr. San Miguel presented a summary of the terms of the letter and provided background information relating to the letter. Mr. Rojek made a presentation regarding Man and its business based on materials prepared by Goldman Sachs. Representatives of Chadbourne made a

presentation regarding the fiduciary duties of the directors under Delaware law. Mr. San Miguel disclosed potential client conflicts for legal advisers in connection with the possible transaction with Man. Mr. San Miguel indicated that Allen & Overy, which regularly provides GLG and its subsidiaries with U.K. law advice on matters unrelated to the potential transaction, was proposed to represent the Principals in connection with the possible transaction and to advise GLG on technical U.K. legal and regulatory matters relating to the potential transaction. He also reported that Chadbourne, which regularly represents GLG and its affiliated entities on various matters, was proposed to represent GLG in connection with the potential transaction. Mr. San Miguel also noted that Leslie J. Schreyer and Jeffrey A. Robins, each a partner of Chadbourne, were the trustees of the Gottesman GLG Trust and the Roman GLG Trust, respectively, and that Chadbourne represents other Principals from time to time. The GLG Board waived any conflicts of interest of Allen & Overy and Chadbourne as legal advisors to GLG in connection with the possible transaction arising out of their representation of, or roles within, some or all of the Principals.

Mr. San Miguel also reported that, although not formally engaged by GLG, Goldman Sachs had provided GLG s management with assistance in evaluating Man and a possible transaction with Man and through that work was familiar with GLG and its business. He noted that while a special committee would be empowered to engage its own financial advisor, GLG would be interested in engaging its own financial advisor to assist GLG in connection with a potential transaction with Man, particularly with respect to diligence matters and delivery of a fairness opinion, and proposed engaging Goldman Sachs, subject to Goldman Sachs not otherwise having a conflict of interest, and subject to negotiation of acceptable terms of engagement.

At the April 29, 2010 meeting and, pursuant to ratification and approval at the May 16, 2010 meeting, the GLG Board established the special committee consisting of Ian Ashken, William Lauder and James Hauslein, each of whom is an independent director of GLG under New York Stock Exchange rules and each of whom affirmed that he was free of any material direct or indirect interest in, or relationship with, Man or its affiliates, the Principals or any other person or group which could be deemed to be controlling stockholders of GLG (and their affiliates), and did not expect to have any material interest in or involvement with (other than as a GLG Board member and holder of GLG securities) the possible transaction with Man. The GLG Board granted the special committee the authority to take the actions described in Fairness of the Merger and Recommendations of the Special Committee and the GLG Board The Special Committee , including broad powers to review, negotiate and recommend or reject the possible transaction or any alternative transaction. The GLG Board also granted the special committee the authority to select and retain its own financial advisor and legal counsel and such other consultants and agents to perform such other services as it may deem necessary, to obtain such opinions as the special committee may request and to determine whether to waive any conflicts relevant to the possible transaction or any other transaction. In addition, the GLG Board delegated to the special committee the right to waive the transfer restrictions under the terms of the Shareholders Agreement dated June 22, 2007 among the Selling Stockholders, other GLG stockholders party thereto and GLG (the Shareholders Agreement), which waivers would be required in order to implement the transaction proposed by Man. See Important Information Regarding the Principals GLG Shareholders Agreement . The GLG Board also authorized compensation and reimbursement for out-of-pocket expenses for members of the special committee. See Interests of Certain Persons in the Merger Compensation Paid to Members of the Special Committee .

In the early afternoon on April 30, 2010, Messrs. Ashken and Gottesman held a conference call with Mr. Clarke in which they informed him that the special committee had been formed and would meet later that day.

Later that same day, the special committee held a telephone conference with representatives of Winston & Strawn LLP present. Mr. Ashken was elected chair of the special committee. Mr. Ashken reported to the special committee that he had a conference call with Mr. Clarke earlier that day during which he informed Mr. Clarke that the special committee had been formed and would meet later that day. The special committee then engaged Winston as legal counsel to the special committee and, after interviewing several candidates, Moelis & Company LLC as financial advisors to the special committee. Moelis had not previously performed services for GLG, the Principals or Man.

Winston had on limited occasions in the past provided legal advice to an affiliate of Man, which the special committee determined did not impact Winston s independence.

Also on April 30, representatives of Chadbourne and Weil had a telephone call in which Chadbourne advised Weil that Winston had been selected as counsel and Moelis had been selected as financial advisor to the special

committee. Chadbourne and Weil also discussed matters relating to deal structure that should be addressed by the special committee, including deal protection.

On May 1, 2010, the special committee held a meeting by teleconference with Mr. San Miguel, Winston and Moelis. Mr. San Miguel reviewed the history between GLG and Man, and representatives of Winston reviewed with the members of the special committee their duties and responsibilities as members of the special committee and relevant process matters.

Mr. San Miguel then left the meeting, and the special committee and its advisors discussed strategies for evaluating and responding to Man s letter. The special committee also discussed the advisability of requiring that the vote of a majority of the unaffiliated shares outstanding be required to approve the transaction and considered other ways to ensure the fairness of the transaction to the unaffiliated stockholders. The special committee and representatives of Moelis discussed the potential for a share premium for the unaffiliated stockholders and a share price cap for the Selling Stockholders.

In the afternoon of May 1, representatives of GLG, Man, Goldman Sachs and Moelis had a conference call with representatives of Perella Weinberg to discuss expected synergies from the transaction and reiterate that there should be a significant premium paid to the GLG stockholders in the context of a transaction. Representatives of Moelis informed representatives of Perella Weinberg that the special committee has been considering, among other things, that GLG s stock had historically traded in the mid-$4.00s per share range for a substantial period of time and had reached a 52-week high (including intra-day trading) of $4.61 per share and that the market price for shares of many financial institutions were trending upwards.

In the morning of May 2, 2010, representatives of each of GLG, Man, Goldman Sachs and Perella Weinberg held a meeting, which was joined by representatives of Moelis by conference call, during which they discussed preliminary synergy estimates.

Also on May 2, the special committee had a meeting by teleconference with Winston and Moelis. Moelis representatives reported that GLG s preliminary estimates of expense synergies discussed between representatives of GLG and Goldman Sachs indicated annual savings of at least $40 million. The special committee discussed that the Principals apparently had engaged in price discussions with Man that may have been based on a market-to-market structure and therefore Moelis and the special committee determined that they would negotiate directly with Man for the highest price and best transaction reasonably available for the unaffiliated stockholders.

On May 2, representatives of Chadbourne and Weil had a telephone call in which Chadbourne advised Weil that the special committee s chair would be initiating direct dialogue with Man and that the special committee would be negotiating the structure and terms of any potential transaction.

In the afternoon of May 2, Mr. Ashken called Mr. Clarke to inform him that the special committee had elected Mr. Ashken as its chair and that the special committee had retained Moelis as its financial advisor and Winston as its legal advisor. Separately, Messrs. Rowsell and Kevin Hayes, Chief Financial Officer of Man, Mr. Jones of GLG and representatives of Perella Weinberg held a conference call to discuss potential revenue synergies.

Throughout the first two weeks of May, the Individual Principals, representatives of each of GLG and Man and their various legal and financial advisors met in person and by telephone conference to discuss various due diligence and process matters.

On May 3, 2010, the GLG Board held a meeting for the purpose of reviewing GLG s first quarter 2010 financial results. At the meeting, the directors also discussed the proposed transaction with Man and received a report from the

special committee.

The Man Board also held a meeting on May 3, in which the directors discussed deal valuation, due diligence and regulatory matters, and Perella Weinberg gave a presentation regarding various financial analyses it had performed. See Financial Analyses of the Financial Advisor to Man .

Also on May 3, Mr. Ashken called Mr. Clarke to advise that GLG was not for sale and that the terms proposed by Man in its letter dated April 28, 2010 were inadequate for the unaffiliated stockholders. Mr. Ashken also

informed Mr. Clarke that the special committee and its advisors would need between one to two weeks to fully evaluate whether GLG was prepared to enter into any strategic transaction as well as to complete its due diligence review. Mr. Ashken told Mr. Clarke that a transaction involving an exchange offer to all holders, not just the Selling Stockholders, was preferable from the special committee s point of view and that if such a transaction was not feasible the special committee would be looking for a larger premium over market prices as well as in comparison to the price to be paid to the Selling Stockholders. Mr. Ashken indicated that in any potential transaction, the special committee would be seeking something in the range of $5.00 per share in cash. Mr. Clarke responded by reiterating Man s position that it was unwilling to offer its shares to all of GLG s stockholders because doing so would require it to register its shares in the U.S., become subject to reporting requirements under U.S. federal securities laws, and consequently incur the significant costs and administrative effort required to comply with both the U.K. and U.S. regulatory regimes. Mr. Clarke indicated that a price of $5.00 per share would not be justified based on Man s valuation analyses. Mr. Clarke also indicated that the transaction would require a Man shareholder vote under the U.K. listing rules.

On May 4, 2010, Bank of America Merrill Lynch advised the UKLA that Man was considering a potential transaction with GLG.

On May 4, the Individual Principals and Mr. Clarke had a call to discuss communication strategies.

Also on May 4, representatives of Weil and Winston had a series of calls to discuss process matters and structuring considerations for any potential transaction, including deal protection.

On May 5, 2010, Mr. Roman advised the U.K. Financial Services Authority that GLG was considering a potential transaction with Man.

On May 5, representatives of GLG and Chadbourne and Messrs. Schreyer and Robins, acting in their capacities as trustees of the Gottesman GLG Trust and Roman GLG Trust, respectively, met with representatives of Allen & Overy to confirm Allen & Overy s retention as counsel to the Principals.

On May 6, 2010, Mr. Aitken advised the U.K. Financial Services Authority that Man was considering a potential transaction with GLG.

In the morning of May 6, representatives of Weil circulated initial drafts of the merger agreement, the share exchange agreement and the voting and support agreement to legal counsel for the special committee, GLG and the Principals.

During the afternoon of May 6, the special committee held a meeting with Winston and Moelis at Moelis s offices in New York. Representatives of Winston described the duties and responsibilities of the special committee throughout the process of considering and negotiating any transaction. Mr. Ashken reported to the special committee on his May 3, 2010 conversations with Mr. Clarke and informed the special committee that Man had begun its detailed due diligence review. Representatives of Moelis provided a preliminary update on their due diligence and valuation work, noting that the absence of a cash-flow analysis for both Man and GLG was not unusual for companies in the alternative asset management industry.

The special committee and its advisors discussed various potential structures for a potential transaction and the implications of each of these structures, including possible strategies for achieving the best transaction reasonably available to GLG s unaffiliated stockholders, whether from Man or another party. The special committee discussed whether to request a go-shop provision in the merger agreement and determined that they did not believe a go-shop right would be l