

Man AHL Diversified PCC Ltd

Royal Chambers
St Julian's Avenue
St Peter Port
Guernsey GY1 4HG
Channel Islands

11 January 2019

Private and confidential – This letter is for your use only. This letter is for information purposes only and no action is required.

Dear Sir / Madam

Changes relating to Man AHL Diversified PCC Ltd (the “Company”).

We are writing to you as a shareholder to inform you about some important changes we are making to the Company's offering memorandum and certain material contracts. All capitalised terms used in this letter shall have the meaning attributed in the Company's current offering memorandum, unless otherwise defined in this letter or the context otherwise requires.

As of 29 March 2019, it is anticipated that the United Kingdom (“UK”) will leave the European Union (“EU”) (“Brexit”).

AHL Partners LLP (“AHL”) is a limited liability partnership established under the laws of England and a subsidiary of Man Group plc (“Man Group”). It is also authorised and regulated in the UK by the Financial Conduct Authority (“FCA”) and is licensed as an Alternative Investment Fund Manager (“AIFM”) in respect of non-UK Alternative Investment Funds (“AIFs”). Following the UK's decision to invoke Article 50 of the Treaty on European Union in March 2017, AHL has been closely monitoring the UK Government's preparations for Brexit and the impact this will have on it and its investors.

Notwithstanding the outcome of the deliberation by the UK Parliament on the terms of the UK's withdrawal from the EU, the ongoing lack of certainty at a political level in relation to the final framework which might emerge post Brexit, and the manner in which developments at a political or regulatory level may impact the proposals, has led AHL to review the structure of the Company and to discuss that review with us. Following this review and to mitigate any risk of the services that AHL provides to the Company and, indirectly to you being adversely impacted as a consequence of Brexit and to ensure a consistency of approach to service provision, AHL and we propose to utilise Man's existing management company in the Cayman Islands, Man Asset Management (Cayman) Limited (a Cayman Islands exempted company and alternative investment fund manager) (“CMC”), as detailed below. **AHL will, however, remain as the investment manager of the Company.**

Appointment of Man Asset Management (Cayman) Limited as AIFM

As an FCA-licensed AIFM, AHL is currently an EU AIFM under the Alternative Investment Fund Managers' Directive (“AIFMD”). In the event of a Brexit which does not otherwise ensure continued, status quo access for UK AIFMs to the EU, AHL will cease to be an EU AIFM.

Currently, the UK and other European Economic Area (“EEA”) members benefit from a number of passports for the provision of cross-border financial services throughout the EEA. The key potential change in AHL's status is that it would no longer benefit from an EU marketing passport in respect of the Company. Once the UK leaves the EU, the ability for AHL to make use of these financial services passports is uncertain and may potentially be affected.

It is proposed that **CMC** a non-EEA AIFM, is appointed as AIFM to the Company.

The aim of appointing CMC as AIFM is to minimise any potential disruption caused by Brexit on investors in AHL-managed funds and to enable AHL (via CMC) to continue, upon completion of CMC's registration requirements in those EU jurisdictions where the Company is being marketed (if any), to operate under respective 'third country' regimes in place between the Cayman Islands and EU jurisdictions, regardless of Brexit.

AHL's funds, including the Company, will continue to invest in the same applicable underlying investment programme with no change in investment objective. AHL will remain as the investment manager of the Company. CMC is an indirect, wholly-owned subsidiary of Man Group and therefore Man Group operates the CMC business in accordance with its current business plan, investment strategy and compliance monitoring programme and using Man Group's current IT systems and policies. The decision to reorganise in this way has been based on the expectation that there will be no adverse operational impact on the AHL funds.

Similarly, there will be no material impact on the current AHL portfolio management team and the current standards to which the investment management services are provided will be maintained.

There will be no increase in the management and performance fees payable by the Company as a consequence of this change as Man Fund Management (Guernsey) Limited ("**MFMG**") will remain as principal manager to the fund. The Company shall provide certain indemnities to CMC which will be analogous to the indemnities that it already provides to AHL. CMC will, of course, be responsible to the relevant funds for the services it delegates to AHL.

Offering memorandum

The offering memorandum of the Company will be updated to reflect the above changes, as well as other 'business-as-usual' updates.

It is anticipated that the implementation of these amendments will be in effect (subject to relevant approvals) on or following 1 March 2019 (the "Proposed Implementation Date"). However, there is no guarantee that these changes will come into effect as stated in this letter.

Copies of the updated offering memorandum and the relevant supplement, which include further details of the changes described in this notification, will be available on request from MFMG and will be sent to you in due course.

What action do you need to take?

You are not required to take any action. However, should you wish to take this opportunity to redeem your shares in the Company prior to the Proposed Implementation Date, you must submit a properly completed redemption request in accordance with the terms of the offering memorandum and/or relevant supplement. Redemption fees, if any, will be waived.

Should you require further information, please contact your Man relationship manager.

Yours faithfully

A handwritten signature in black ink, consisting of a large, stylized initial 'J' followed by a horizontal line that ends in a small flourish.

Director

On behalf of **Man AHL Diversified PCC Ltd**

Class A USD Shares Tranche B, ISIN: GG00B29ZZ042
Class A USD Shares Tranche A, ISIN: GG00B29ZYR48
Class B EUR Shares Tranche A, ISIN: GG00B3CTZB13
Class B EUR Shares Tranche B, ISIN: GG00B3CZNT35
Class C CHF Shares Tranche A, ISIN: GG00B3CTZD37
Class C CHF Shares Tranche B, ISIN: GG00B3CZNV56