

CLOSE BROTHERS GROUP plc

FORM OF PROXY

For use at the Annual General Meeting of the company to be held at 10 Crown Place, London, EC2A 4FT on Thursday 1st November, 2007 at 12.15 p.m.

I/We (Full name in block capitals)

of

being (a) member(s) of Close Brothers Group plc, hereby appoint the chairman of the meeting or (see note vi)

of

as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the company to be held at 10 Crown Place, London, EC2A 4FT on Thursday 1st November, 2007 at 12.15 pm and at any adjournment thereof in relation to the business specified in the Notice of Annual General Meeting.

Signature(s) Date

	Ordinary resolutions	For	Against	Vote withheld
1.	To receive and adopt the directors' report and financial statements.			
2.	To approve the directors' remuneration report.			
3.	To declare a final dividend.			
4.	To declare a special dividend.			
5.	(a) To re-elect Mr. R.D. Kent as a director of the company.			
	(b) To re-elect Mr. D.G.J. Paterson as a director of the company.			
	(c) To re-elect Mr. D.C. Pusinelli as a director of the company.			
6.	To re-appoint the auditors.			
7.	To authorise the directors of the company to determine the auditors' remuneration.			
	Special resolution	For	Against	Vote withheld
8.	To authorise the company to make market purchases as specified in the Notice of Annual General Meeting.			
	Ordinary resolution	For	Against	Vote withheld
9.	To renew the authority conferred by Article 7.1 of the Articles of Association and that the section 80 amount be £12,277,000.			
	Special resolution	For	Against	Vote withheld
10.	To renew the power conferred by Article 7.2 of the Articles of Association and that the section 89 amount be £1,841,000.			

NOTES:

- (i) Please indicate above how you wish the proxy to vote on each resolution. Unless otherwise instructed a proxy will vote or abstain from voting as he thinks fit. This discretion will carry over to any amendment of the resolution.
- (ii) Delivery of a form of proxy will not preclude a member from attending the meeting and voting in person.
- (iii) You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please copy this form and complete a form of proxy for each appointment stating the number of shares they represent. Please note if the total number of shares for all proxies exceed the total holding all proxy appointments will be invalid.
- (iv) This form of proxy has been sent to you by post. It may be returned by any of the following methods: in hard copy form by post, courier or by hand to the Company's Registrars, Capita Registrars, Proxy Department, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU; or electronically through the company's registrars website www.capitaregistrars.com; or, in the case of CREST members, by using the CREST electronic proxy appointment service; CREST members should refer to note (iii) to the Notice of Annual General Meeting enclosed with this form of proxy in relation to the submission of a proxy appointment via CREST. You can only appoint a proxy using the procedures set out in these notes.
- (v) To be effective, this form of proxy, duly signed (together with, except in the case of an appointment utilising the CREST electronic appointment service, any power of attorney or other written authority under which this form is executed or a notarially certified copy or a copy certified in accordance with the Powers of Attorney Act 1971 of such power or written authority) must be delivered to the office of the company's registrars not less than 48 hours before the time for the holding of the meeting or adjourned meeting. In the case of joint holders (i) only one need sign, and (ii) the vote of the senior holder who tenders a vote, whether in person or by proxy or (in the case of a corporation) by authorised representative, will alone be counted. For this purpose, seniority will be determined by the order in which the names appear in the register of members in respect of the joint holding.
- (vi) If the appointer is a corporation, this form must be executed under its common seal or executed by a duly authorised officer, attorney or other authorised person on behalf of the corporation.
- (vii) If it is desired to appoint some person other than the chairman of the meeting as proxy, please delete the reference to the chairman and insert the name and address of the proxy and initial the alteration.
- (viii) The 'Vote withheld' option is provided to enable you to instruct your proxy not to vote on any particular resolution however it should be noted that a vote withheld in this way is not a 'vote' in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
- (ix) Any alteration to the form of proxy must be initialled.
- (x) You may not use any electronic address provided in this proxy form to communicate with the company for any purposes other than those expressly stated.

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BUSINESS REPLY SERVICE
Licence No. MB122



Capita Registrars (Proxies)
PO Box 25
Beckenham
Kent 4BR

First Fold

Second Fold