

## ATTENDANCE CARD

### CLOSE BROTHERS GROUP plc – ANNUAL GENERAL MEETING

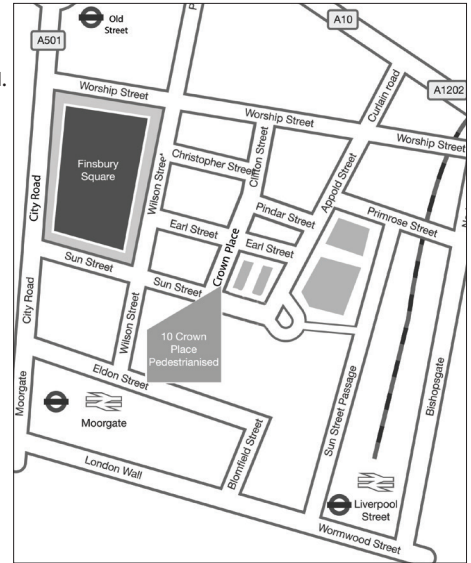
To be held at 10 Crown Place, London EC2A 4FT on Thursday 16 November 2017 at 11.00 A.M.

You may submit your proxy electronically using Signal Shares at [www.signalshares.com](http://www.signalshares.com).

If not already registered for Signal Shares, you will need your Investor Code below.

You may also submit your proxy by post using the Form of Proxy below.

Please see over for notes on completion of the form.



If you wish to attend this meeting in your capacity as a holder of ordinary shares, please sign this card and on arrival hand it to the Company's registrars. This will facilitate entry to the meeting.

Signature of person attending

Barcode:

Investor Code:

## FORM OF PROXY

### CLOSE BROTHERS GROUP plc – ANNUAL GENERAL MEETING 2017

Barcode:

Investor Code:

Event Code:

I/We being a member of the company hereby appoint the Chairman of the meeting or (see note 1)

Name of proxy  Number of shares (see notes 1 and 2)  Mark 'X' if appointing more than one proxy (see note 2)

as my/our proxy to vote on my/our behalf at the Annual General Meeting of the Company to be held on Thursday 16 November 2017 at 11.00 A.M. and at any adjournment thereof. I have indicated with a 'X' how I/we wish my/our votes to be cast on the following resolutions (see note 3):

### RESOLUTIONS

The full text of the resolutions is set out in the Notice of the Annual General Meeting which is included in the circular despatched to shareholders.

Please mark 'X' to indicate how you wish to vote

See over for notes on completion of this form

	For	Against	Vote	Withheld (see note 4)		For	Against	Vote	Withheld (see note 4)
1. To receive and adopt the 2017 Annual Report and Accounts and the Auditor's Report	X	X	X		13. To appoint PricewaterhouseCoopers LLP as auditor	X	X	X	
2. To approve the Directors' Remuneration Report for the financial year ended 31 July 2017	X	X	X		14. To authorise the directors to determine the remuneration of the auditor	X	X	X	
3. To approve the Directors' Remuneration Policy contained in the Directors' Remuneration Report	X	X	X		15. If resolution 3 is passed, to approve the updated Close Brothers Omnibus Share Incentive Plan	X	X	X	
4. To authorise the payment of a final dividend on the ordinary shares of 40p per share for the year ended 31 July 2017	X	X	X		16. To authorise the Board to allot shares and to grant rights to subscribe for or convert any security into shares (within prescribed limits)	X	X	X	
5. To reappoint Mike Biggs as a director	X	X	X		17. That, if resolution 16 is passed, pre-emption rights are disapplied in relation to allotments of equity securities up to 5% of issued share capital	X	X	X	
6. To reappoint Preben Prebensen as a director	X	X	X		18. That, if resolution 16 is passed, pre-emption rights are disapplied in relation to allotments of equity securities up to a further 5% of issued share capital	X	X	X	
7. To reappoint Jonathan Howell as a director	X	X	X		19. That the Company be generally and unconditionally authorised to make market purchases of its own shares (within prescribed limits)	X	X	X	
8. To reappoint Elizabeth Lee as a director	X	X	X		20. That a general meeting except an AGM may be called on not less than 14 clear days' notice	X	X	X	
9. To reappoint Oliver Corbett as a director	X	X	X		21. That, subject to Court approval, £307,762,365.31 standing to the credit of the share premium account be cancelled and credited to distributable profits	X	X	X	
10. To reappoint Geoffrey Howe as a director	X	X	X						
11. To reappoint Lesley Jones as a director	X	X	X						
12. To reappoint Bridget Macaskill as a director	X	X	X						

To assist with arrangements, if you intend attending the meeting in person please place a 'X' in this box.

You may submit your proxy electronically at [www.signalshares.com](http://www.signalshares.com)

Signature  Date  2017

(see notes 5, 6, 7 and 10)

## EXPLANATORY NOTES:

1. To appoint as your proxy someone other than the Chairman of the Meeting, insert the full name in the space provided in the first box. A proxy need not be a member of the Company. If the proxy is being appointed in relation to part of your holding only, enter in the box next to the proxy's name the number of shares for which they are authorised to act. Leaving this box blank will authorise your proxy to exercise your full voting entitlement.
2. To appoint more than one proxy, either copy this form or obtain additional proxy forms from Capita Asset Services (0871 664 0300; calls cost 12p per minute plus any network extras from within the UK; lines are open from 9 A.M. to 5.30 P.M. Monday to Friday). Indicate in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act and tick the adjacent box to indicate that the proxy is one of multiple appointments being made. Multiple proxy appointments should be returned together in the same envelope. No proxy may be authorised to exercise votes which any other proxy has been authorised to exercise.
3. In the absence of instructions, your proxy may vote or refrain from voting as he thinks fit on the specified resolutions and on any other business (including amendments to resolutions) which may properly come before the meeting.
4. The "Vote Withheld" option is provided to enable you to refrain from voting on any particular resolution. A "Vote Withheld" 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.
5. This form must be signed and dated by the shareholder or his attorney duly authorised in writing. In the case of joint holdings, any one holder may sign this form. The vote of the senior joint holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding. If the shareholder is a company, it may execute by the signature(s) of a duly authorised officer or attorney.
6. To be valid, this form must be completed and lodged by post with the Company's registrar not less than 48 hours before the time set for the meeting to Capita Asset Services, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, together with the power of attorney or other authority (if any) under which it is signed or a copy of such authority certified notarially. If you prefer, you may return the proxy form to the registrar in an envelope addressed to FREEPOST CAPITA PXS.
7. This Form of Proxy is for use in respect of the specified shareholder account only and should not be amended or submitted in respect of a different account.
8. You may submit your proxy voting instructions electronically at [www.signalshares.com](http://www.signalshares.com).
9. Shares held in CREST may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual (available via [www.euroclear.com/CREST](http://www.euroclear.com/CREST)). CREST Personal Members or other CREST sponsored members and those CREST members who have appointed a service provider(s) should refer to their CREST sponsor or voting service provider(s) who will be able to take the appropriate action on their behalf. Further details on the procedure for CREST members who wish to appoint a proxy can be found in the AGM Circular sent to shareholders.
10. The appointment of a proxy will not preclude a shareholder from attending the meeting and voting in person.

Business Reply  
Licence Number  
RSBH-UXKS-LRBC



Capita Asset Services  
PXS1  
34 Beckenham Road  
Beckenham  
BR3 4ZF