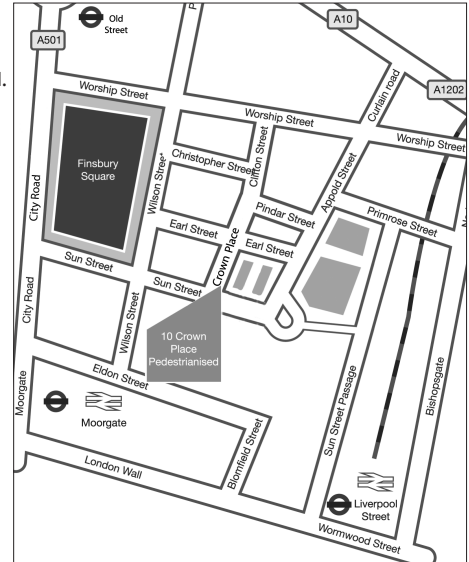


**ATTENDANCE CARD**
**CLOSE BROTHERS GROUP plc – ANNUAL GENERAL MEETING**

To be held at 10 Crown Place, London EC2A 4FT on Thursday 15 November 2018 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 which can be found on your share certificate.

You may also submit your proxy by post using the Form of Proxy below and the enclosed reply-paid envelope. 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.

Barcode:

Signature of person attending

**FORM OF PROXY**  
**CLOSE BROTHERS GROUP plc – ANNUAL GENERAL MEETING 2018**

Barcode:

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 15 November 2018 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)    |
|---|-------------------------------------|-------------------------------------|-------------------------------------|--------------------------|
| 1. To receive and adopt the 2018 Annual Report and Accounts and the Auditor's Report                                    | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 2. To approve the Directors' Remuneration Report for the financial year ended 31 July 2018                              | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 3. To authorise the payment of a final dividend on the ordinary shares of 42p per share for the year ended 31 July 2018 | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 4. To reappoint Mike Biggs as a director  | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 5. To reappoint Preben Prebensen as a director  | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 6. To reappoint Elizabeth Lee as a director   | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 7. To reappoint Oliver Corbett as a director  | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 8. To reappoint Geoffrey Howe as a director   | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 9. To reappoint Lesley Jones as a director  | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 10. To reappoint Bridget Macaskill as a director  | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 11. To appoint Mike Morgan as a director  | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 12. To reappoint PricewaterhouseCoopers LLP as auditor  | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 13. To authorise the directors to determine the remuneration of the auditor   | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> |

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

- |   |                                     |                                     |                                     |                          |
|---|-------------------------------------|-------------------------------------|-------------------------------------|--------------------------|
| 14. To approve amendments to the Close Brothers Omnibus Share Incentive Plan  | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 15. To authorise the Board to allot shares and to grant rights to subscribe for or convert any security into shares (within prescribed limits)  | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 16. To authorise the Board to allot shares and to grant rights to subscribe for or convert any security into shares in relation to the issue of AT1 Securities (within prescribed limits) | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 17. That, if resolution 15 is passed, pre-emption rights are disapplied in relation to allotments of equity securities up to 5% of issued share capital                                   | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 18. That, if resolution 15 is passed, pre-emption rights are disapplied in relation to allotments of equity securities up to a further 5% of issued share capital                         | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 19. That, if resolution 16 is passed, pre-emption rights are disapplied in relation to allotments of equity securities arising from the issue of any AT1 Securities                       | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 20. That the Company be generally and unconditionally authorised to make market purchases of its own shares (within prescribed limits)  | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 21. That a general meeting except an annual general meeting may be called on not less than 14 clear days' notice  | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> |

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

Signature

Date

2018

(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 Link 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 Link Asset Services, PXS1, 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. A reply-paid envelope is provided for this purpose. Alternatively, you may return the proxy form to the registrar in an envelope addressed to FREEPOST PXS, 34 Beckenham Road, BR3 9ZA.
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.



**Return this section of the Form of Proxy to the registrar in the reply-paid envelope (at PXS1, 34 Beckenham Road, Beckenham BR3 4ZF)**