

Close Brothers Group plc

AGM Results

At the Annual General Meeting (“**AGM**”) of Close Brothers Group plc (the “**Company**”) held on 20 November 2025 at 11.00am, all resolutions put to shareholders were duly passed on a poll with the required majorities. The full text of each resolution is contained in the Notice of Annual General Meeting (the “**Notice**”). Resolutions 1 to 16 were passed as ordinary resolutions. Resolutions 17 to 21 were passed as special resolutions.

The following votes were cast in respect of the AGM resolutions:

		Total Votes For	% For	Total Votes Against	% Against	Total Votes Cast	% of Issued Share Capital Voted	Votes Withheld
	Ordinary Resolutions							
1.	To receive the Company's 2025 Annual Report and Accounts together with the reports of the Directors and of the auditor.	111,198,538	99.98	21,694	0.02	111,220,232	73.89%	601,927
2.	To approve the Directors' Remuneration Report for the financial year ended 31 July 2025.	111,525,916	99.76	270,328	0.24	111,796,244	74.27%	25,915
3.	To elect Fiona McCarthy as a Director of the Company.	108,073,276	96.66	3,733,696	3.34	111,806,972	74.28%	15,187
4.	To re-elect Mike Biggs as a Director of the Company.	105,792,006	94.63	5,999,933	5.37	111,791,939	74.27%	30,220
5.	To re-elect Mike Morgan as a Director of the Company.	108,119,425	96.70	3,686,951	3.30	111,806,376	74.28%	15,783

6.	To re-elect Tracey Graham as a Director of the Company.	103,132,277	92.24	8,675,587	7.76	111,807,864	74.28%	14,295
7.	To re-elect Kari Hale as a Director of the Company.	103,236,201	92.34	8,568,655	7.66	111,804,856	74.28%	17,303
8.	To re-elect Patricia Halliday as a Director of the Company.	103,950,269	92.97	7,854,818	7.03	111,805,087	74.28%	17,072
9.	To re-elect Tesula Mohindra as a Director of the Company.	103,906,039	92.94	7,898,425	7.06	111,804,464	74.28%	17,695
10.	To re-elect Mark Pain as a Director of the Company.	103,243,452	92.34	8,561,904	7.66	111,805,356	74.28%	16,803
11.	To re-elect Sally Williams as a Director of the Company.	108,130,406	96.71	3,674,681	3.29	111,805,087	74.28%	17,072
12.	To reappoint PricewaterhouseCoopers LLP as auditor of the Company.	111,748,181	99.95	56,436	0.05	111,804,617	74.28%	17,542
13.	To authorise the Audit Committee (on behalf of the Board) to determine the remuneration of the auditor.	111,763,752	99.96	45,340	0.04	111,809,092	74.28%	13,067
14.	That the Company and all companies that are its subsidiaries, be authorised to make political donations not exceeding 100,000 GBP (see Notice).	111,612,663	99.82	200,614	0.18	111,813,277	74.28%	8,882
15.	To authorise the Board to allot shares in the Company and to grant rights to subscribe for or convert any security into shares (see Notice).	95,990,688	85.85	15,823,660	14.15	111,814,348	74.28%	7,811
16.	To authorise the Board to allot shares in connection with AT1 Securities (see Notice).	97,953,560	87.61	13,855,370	12.39	111,808,930	74.28%	13,229
	Special Resolutions							
17.	That, subject to the passing of Resolution 15, the Board be given power to allot equity	93,551,479	83.67	18,255,119	16.33	111,806,598	74.28%	15,561

	securities for cash as if section 561 of the Act did not apply (see Notice).							
18.	That, subject to Resolutions 15 and 17 passing, the Board be given the power to allot equity securities for cash as if section 561 of the Act did not apply (see Notice).	91,643,825	81.97	20,159,264	18.03	111,803,089	74.28%	19,070
19.	That, subject to the passing of Resolution 16, the Board be given authority to disapply pre-emption rights in connection with AT1 Securities (see Notice).	97,920,692	87.58	13,883,649	12.42	111,804,341	74.28%	17,818
20.	That the Company be authorised to make one or more market purchases of its ordinary shares of 25p each (see Notice).	111,761,923	99.96	43,478	0.04	111,805,401	74.28%	16,758
21.	That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.	106,983,120	95.68	4,829,829	4.32	111,812,949	74.28%	9,210

NOTES:

1. 'Total Votes For' include votes recorded as at the discretion of the Chairman of the meeting.
2. The 'Vote Withheld' option was provided to enable shareholders to refrain from voting on any particular resolution. A vote withheld is not a vote in law and has not been counted in the calculation of the proportion of the vote 'For' and 'Against' a resolution.
3. For the purposes of the AGM, the issued share capital of the Company was 150,523,959 ordinary shares (excluding 1,536,331 Treasury shares).
4. The full text of the resolutions is detailed in the Notice available on the Company website at www.closebrothers.com/investor-relations/shareholder-information/annual-general-meeting.

In accordance with UK Listing Rule 6.4.2, copies of the Special Resolutions passed at the Annual General Meeting have been submitted to the Financial Conduct Authority and will shortly be available for inspection from the National Storage Mechanism at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>

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About Close Brothers

Close Brothers is a leading UK merchant banking group providing lending, deposit taking and securities trading. We employ approximately 3,000 people, principally in the United Kingdom and Ireland. Close Brothers Group plc is listed on the London Stock Exchange and is a constituent of the FTSE 250.