Close Brothers Group plc

Results of 2012 Annual General Meeting held on Thursday 22 November 2012.

All resolutions (excluding resolution 9 which was withdrawn at the meeting) were passed by the requisite majority on a show of hands; resolutions 1 to 17 as ordinary resolutions and resolutions 18 to 20 as special resolutions.

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

	Ordinary Resolutions	Total Votes For	%	Total Votes Against	%	Total Votes Cast	% of Issued share capital	Votes Withheld
1.	To receive the 2012 Annual Report and Accounts	113,470,605	98.93	1,223,321	1.07	114,693,926	77.96	70,184
2.	To approve the Directors' Remuneration Report	110,110,000	00.00	1,220,021	1.01	111,000,020	11.00	10,101
	for the financial year ended 31 July 2012	100,330,911	91.79	8,973,068	8.21	109,303,979	74.30	5,460,131
3.	To authorise the payment of a final dividend on the ordinary shares of 27.5p per share for the year ended 31 July 2012	114,763,860	99.99	251	0.01	114,764,111	78.01	0
4.	To re-elect Strone Macpherson as a director	114,089,890	99.99	672,126	0.01	114,762,016	78.01	2,095
<u>4.</u> 5.	To re-elect Preben Prebensen as a director	114,209,203	99.41	552,513	0.39	114,761,716	78.01	2,095
6.	To re-elect Stephen Hodges as a director	114,172,866	99.32	588,000	0.48	114,760,866	78.01	3,245
7.	To re-elect Jonathan Howell as a director	114,172,800	99.49 99.52	552,829	0.31	114,760,330	78.01	3,781
8.	To re-elect Bruce Carnegie-Brown as a director	113,216,092	99.32	605,516	0.40	113,821,608	77.37	942,503
9.	To re-elect Jamie Cayzer-Colvin as a director	113,210,032	33.47	000,010	0.55	113,021,000	11.51	342,000
5.	(Resolution withdrawn at meeting - see note 4)	113,922,917	99.27	835,641	0.73	114,758,558	78.01	5,553
10.	To re-elect Ray Greenshields as a director	114,148,301	99.47	607,741	0.73	114,756,042	78.00	8,069
11.	To re-elect Geoffrey Howe as a director	114,146,531	99.47	612,592	0.53	114,759,123	78.01	4,988
12.	To re-elect Douglas Paterson as a director	114,146,885	99.47	611,468	0.53	114,758,353	78.01	5,758
13.	To re-elect Shonaid Jemmett-Page as a director	114,151,764	99.47	606,995	0.53	114,758,759	78.01	5,352
14.	To re-elect Elizabeth Lee as a director	114,165,479	99.48	591,200	0.52	114,756,679	78.00	7,432
15.	To reappoint Deloitte LLP as auditors	113,496,953	99.82	205,314	0.18	113,702,267	77.29	1,061,843
16.	To authorise the directors to determine the remuneration of the auditors	114,617,872	99.87	145,206	0.13	114,763,078	78.01	1,033
17.	To authorise the Board to allot shares and to grant rights to subscribe for or convert any security into shares (within prescribed limits)	114,493,257	99.77	264,192	0.23	114,757,449	78.00	6,662

	Special Resolutions							
18.	That, if resolution 17 is passed, pre-emption rights are disapplied in relation to allotments of equity securities (within prescribed limits)	114,713,060	99.96	42,668	0.04	114,755,728	78.00	8,383
19.	That the Company be generally and unconditionally authorised to make market purchases of its own shares (within prescribed limits)	113,592,867	99.91	107,878	0.09	113,700,745	77.29	1,063,365
20.	That a general meeting except an AGM may be called on not less than 14 clear days' notice	112,693,249	98.20	2,069,548	1.80	114,762,797	78.01	1,314

## NOTES:

- 1. 'Total Votes For' include votes recorded as at the discretion of the appointed proxy.
- 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. At the date of the AGM the issued share capital of the Company was 147,116,334 ordinary shares (excluding 3,483,308 treasury shares).
- 4. Resolution 9 was withdrawn following notification from the director on 15 November 2012 of his intention to resign with effect from the date of the Annual General Meeting and not to seek re-election.
- 5. The full text of the resolutions is detailed in the Notice of Meeting to be found on the Company website at: http://www.closebrothers.com/investor-relations/shareholder-information/annual-general-meeting