Close Brothers Group plc

Results of 2015 Annual General Meeting held on Thursday 19 November 2015.

All resolutions were passed by the requisite majority on a show of hands; resolutions 1 to 15 as ordinary resolutions and resolutions 16 to 18 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 and adopt the 2015 Annual Report and Accounts	114,913,788	99.90	116,915	0.10	115,030,703	76.94	103,839
2.	To approve the Report of the Board on Directors' Remuneration for the financial year ended 31 July 2015	99,424,103	93.16	7,296,430	6.84	106,720,533	71.38	8,414,009
3.	To authorise the payment of a final dividend on the ordinary shares of 35.5p per share for the year ended 31 July 2015	115,095,942	100.00	0	0.00	115,095,942	76.98	38,600
4.	To re-appoint Strone Macpherson as a director	114,701,342	99.66	391,510	0.34	115,092,852	76.98	41,690
5.	To re-appoint Preben Prebensen as a director	114,780,219	99.73	312,333	0.27	115,092,552	76.98	41,990
6.	To re-appoint Stephen Hodges as a director	114,774,041	99.72	317,511	0.28	115,091,552	76.98	42,990
7.	To re-appoint Jonathan Howell as a director	114,780,419	99.73	311,133	0.27	115,091,552	76.98	42,990
8.	To re-appoint Elizabeth Lee as a director	114,777,019	99.73	314,833	0.27	115,091,852	76.98	42,690
9.	To re-appoint Oliver Corbett as a director	114,761,915	99.71	329,263	0.29	115,091,178	76.98	43,364
10.	To re-appoint Geoffrey Howe as a director	114,753,817	99.71	336,411	0.29	115,090,228	76.98	44,314
11.	To re-appoint Lesley Jones as a director	114,752,691	99.71	337,711	0.29	115,090,402	76.98	44,140
12.	To re-appoint Bridget Macaskill as a director	114,588,970	99.56	503,382	0.44	115,092,352	76.98	42,190
13.	To re-appoint Deloitte LLP as auditors	113,894,093	98.96	1,197,932	1.04	115,092,025	76.98	42,488
14.	To authorise the directors to determine the remuneration of the auditors	114,962,128	99.89	128,224	0.11	115,090,352	76.98	44,190
15.	To authorise the Board to allot shares and to grant rights to subscribe for or convert any security into shares (within prescribed limits)	114,509,345	99.60	456,823	0.40	114,966,168	76.90	168,374

	Special Resolutions							
16.	That, if resolution 15 is passed, pre-emption rights							
	are disapplied in relation to allotments of equity							
	securities (within prescribed limits)	104,330,765	98.58	1,507,347	1.42	105,838,112	70.79	9,296,430
17.	That the Company be generally and unconditionally authorised to make market purchases of its own shares (within prescribed							
	limits)	115,065,408	99.98	18,781	0.02	115,084,189	76.98	50,353
18	That a general meeting except an AGM may be							
	called on not less than 14 clear days' notice	110,529,169	96.03	4,565,853	3.97	115,095,022	76.98	39,520

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 149,507,629 ordinary shares (excluding 1,127,208 treasury shares).

4. The full text of the resolutions is detailed in the Notice of Meeting to be found on the Company website at www.closebrothers.com/investor-relations/shareholder-information/annual-general-meeting