

Close Brothers Group plc

Results of 2020 Annual General Meeting held on Thursday 19 November 2020.

All resolutions were passed by the requisite majority by a poll vote; resolutions 1 to 16 as ordinary resolutions and resolutions 17 to 22 as special resolutions.

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

	Ordinary Resolutions	Total Votes For	% For	Total Votes Against	% Against	Total Votes Cast	% of Issued share capital	Votes Withheld
1.	To receive and adopt the 2020 Annual Report and Accounts and the Auditor's Report	119,194,218	99.77%	276,615	0.23%	119,470,833	79.28%	236,588
2.	To approve the Directors' Remuneration Report for the financial year ended 31 July 2020	114,999,734	96.44%	4,245,244	3.56%	119,244,978	79.13%	462,443
3.	To approve the Directors' Remuneration Policy contained in the Directors' Remuneration Report	115,808,235	97.12%	3,437,748	2.88%	119,245,983	79.13%	461,438
4.	To authorise the payment of a final dividend on the ordinary shares of 40p per share for the year ended 31 July 2020	119,705,782	100.00%	1,640	0.00%	119,707,422	79.44%	0
5.	To reappoint Mike Biggs as a director	119,627,088	99.85%	179,482	0.15%	119,806,570	79.50%	4,971
6.	To reappoint Adrian Sainsbury as a director	119,790,578	99.98%	19,354	0.02%	119,809,932	79.51%	1,609
7.	To reappoint Mike Morgan as a director	119,691,311	99.90%	115,259	0.10%	119,806,570	79.50%	4,971
8.	To reappoint Oliver Corbett as a director	119,280,088	99.56%	525,982	0.44%	119,806,070	79.50%	5,471
9.	To reappoint Peter Duffy as a director	119,790,445	99.99%	16,125	0.01%	119,806,570	79.50%	4,971
10.	To reappoint Lesley Jones as a director	119,290,755	99.57%	515,046	0.43%	119,805,801	79.50%	5,740
11.	To reappoint Bridget Macaskill as a director	119,294,571	99.57%	515,361	0.43%	119,809,932	79.51%	1,609
12.	To reappoint Sally Williams as a director	119,801,152	100.00%	3,855	0.00%	119,805,007	79.50%	6,534
13.	To reappoint PricewaterhouseCoopers LLP as auditor	119,695,526	99.99%	10,256	0.01%	119,705,782	79.44%	1,640
14.	To authorise the directors to determine the remuneration of the auditor	119,701,446	100.00%	4,423	0.00%	119,705,869	79.44%	1,553
15.	To authorise the Board to allot shares and to grant rights to subscribe for or convert any security into shares (within prescribed limits)	114,185,618	95.39%	5,519,559	4.61%	119,705,177	79.44%	2,245
16.	To authorise the Board to allot shares and to grant rights to subscribe for or convert any	118,480,362	98.98%	1,222,064	1.02%	119,702,426	79.43%	4,995

	security into shares in relation to the issue of AT1 Securities (within prescribed limits)							
	Special Resolutions							
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	119,225,611	99.60%	478,389	0.40%	119,704,000	79.44%	3,422
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	117,981,603	98.56%	1,722,396	1.44%	119,703,999	79.44%	3,422
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	115,046,194	96.11%	4,655,055	3.89%	119,701,249	79.43%	6,172
20.	That the Company be generally and unconditionally authorised to make market purchases of its own shares (within prescribed limits)	118,937,187	99.38%	743,072	0.62%	119,680,259	79.42%	27,162
21.	To adopt the new Articles of Association	119,755,736	100.00%	3,050	0.00%	119,758,786	79.47%	8,118
22.	That a general meeting except an annual general meeting may be called on not less than 14 clear days' notice	117,623,095	98.21%	2,142,141	1.79%	119,765,236	79.48%	1,668

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. For the purposes of the AGM the issued share capital of the Company was 150,692,416 ordinary shares (excluding 1,376,874 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