

Close Brothers Group plc

AGM Results and Statement

At the Annual General Meeting (“**AGM**”) of Close Brothers Group plc (the “**Company**”) held on 18th November 2021 at 11am, 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 20 were passed as ordinary resolutions. Resolutions 21 to 25 were passed as special resolutions. As more than 50 per cent of the total shares of the Company were represented at the AGM, in line with the Remuneration Code, Resolution 26 was required to be approved by a majority of at least 66 per cent of the shares represented at the AGM.

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 Voted	Votes Withheld
1.	To receive and adopt the Company's 2021 Annual Report and Accounts	124,651,558	100.00	2,426	0.00	124,653,984	82.89%	253,882
2.	To approve the Directors' Remuneration Report (excluding the Directors' Remuneration Policy) for the financial year ended 31 July 2021	121,785,594	97.80	2,736,118	2.20	124,521,712	82.80%	386,154
3.	To approve the Directors' Remuneration Policy	102,486,257	84.22	19,202,706	15.78	121,688,963	80.91%	3,218,903
4.	To authorise the payment of a final dividend on the ordinary shares of 42.0 pence per share	124,844,673	99.95	63,066	0.05	124,907,739	83.05%	127
5.	To reappoint Mike Biggs as a Director of the Company	122,889,865	98.32	2,101,518	1.68	124,991,383	83.11%	2,499
6.	To reappoint Adrian Sainsbury as a Director of the Company	124,988,768	100.00	2,615	0.00	124,991,383	83.11%	2,499
7.	To reappoint Mike Morgan as a Director of the Company	124,955,974	99.97	35,536	0.03	124,991,510	83.11%	2,372
8.	To reappoint Oliver Corbett as a Director of the Company	122,918,555	98.34	2,072,828	1.66	124,991,383	83.11%	2,499

9.	To reappoint Peter Duffy as a Director of the Company	122,888,391	98.32	2,101,987	1.68	124,990,378	83.11%	3,504
10.	To reappoint Patricia Halliday as a Director of the Company	124,988,277	100.00	3,375	0.00	124,991,652	83.11%	2,230
11.	To reappoint Lesley Jones as a Director of the Company	122,349,289	97.89	2,642,363	2.11	124,991,652	83.11%	2,230
12.	To reappoint Bridget Macaskill as a Director of the Company	121,662,226	97.34	3,329,779	2.66	124,992,005	83.11%	1,877
13.	To reappoint Tesula Mohindra as a Director of the Company	124,989,037	100.00	2,615	0.00	124,991,652	83.11%	2,230
14.	To reappoint Mark Pain as a Director of the Company	124,986,403	100.00	4,480	0.00	124,990,883	83.11%	2,999
15.	To reappoint Sally Williams as a Director of the Company	122,918,564	98.34	2,073,088	1.66	124,991,652	83.11%	2,230
16.	To reappoint PricewaterhouseCoopers LLP as auditor of the Company	124,076,271	99.34	830,604	0.66	124,906,875	83.05%	991
17.	To authorise the Audit Committee, acting for and on behalf of the Board, to determine the remuneration of the auditor	124,877,564	99.98	28,500	0.02	124,906,064	83.05%	1,802
18.	To authorise the Board to allot shares in the Company and to grant rights to subscribe for or convert any security into shares (within prescribed limits) (see Notice)	119,616,556	95.76	5,289,900	4.24	124,906,456	83.05%	1,413
19.	To authorise the Board to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in relation to any issue of AT1 securities (within prescribed limits) (see Notice)	121,715,314	97.45	3,190,213	2.55	124,905,527	83.05%	2,339
20.	That (a) the Close Brothers Group plc Sharesave Plan 2021 be approved; and (b) the Board be authorised to adopt further plans (see Notice)	124,836,606	99.95	60,848	0.05	124,897,454	83.05%	10,412
	Special Resolutions							

21.	That, if resolution 18 granting authority to allot shares is passed, the Board be given power to allot equity securities for cash up to an aggregate nominal amount equal to 5% of the Company's issued share capital (see Notice)	121,057,348	96.92	3,848,655	3.08	124,906,003	83.05%	1,863
22.	That, if resolution 18 granting authority to allot shares is passed, the Board be given power to allot equity securities for cash up to an aggregate nominal amount equal to a further 5% of the Company's issued share capital (see Notice)	109,965,120	88.04	14,940,883	11.96	124,906,003	83.05%	1,863
23.	That, if resolution 19 granting authority to allot AT1 securities is passed, the Board be given power to allot equity securities for cash (see Notice)	121,714,808	97.44	3,191,426	2.56	124,906,234	83.05%	1,632
24.	That the Company be authorised to make one or more market purchases of its ordinary shares of 25p each (see Notice)	123,759,515	99.10	1,121,993	0.90	124,881,508	83.04%	26,358
25.	That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice	122,521,105	98.09	2,385,971	1.91	124,907,076	83.05%	790
	Resolution with the voting threshold set out in the Notice							
26.	To authorise the Company and its subsidiaries (the "Group") to apply a ratio in relation to the fixed and variable components of remuneration for certain Directors and employees of the Group (see Notice)	124,177,526	99.99	15,599	0.01	124,193,125	82.58%	714,741

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 150,392,803 ordinary shares (excluding 1,667,487 treasury shares).
4. The full text of the resolutions is detailed in the Notice of Annual General Meeting available on the Company website at www.closebrothers.com/investor-relations/shareholder-information/annual-general-meeting.