

**Disclosure for the purposes of section 430(2B) of the Companies Act 2006:
Jonathan Howell**

This disclosure is made pursuant to section 430(2B) of the Companies Act 2006 with respect to Jonathan Howell, who ceased to be an executive director of Close Brothers Group plc (the “**Company**”) and Group Finance Director at the conclusion of the Company’s Annual General Meeting held on 15 November 2018.

Jonathan Howell will be eligible to be considered for a time pro-rated bonus award for that part of the financial year ending 31 July 2019 in which he served as Group Finance Director. In accordance with the Company’s Directors’ Remuneration Policy, the usual deferral requirement will apply to any bonus award made. In line with the Company’s usual practice, the bonus and deferral amounts will be finalised following the end of the 2019 performance period, and disclosed in the Directors’ Remuneration Report in the Company’s 2019 Annual Report and Accounts.

The Remuneration Committee carefully considered the treatment of Jonathan’s outstanding share incentive awards taking into account the nature of his departure, his subsequent employment status and the Company’s Omnibus Share Incentive Plan Rules. It was consequently agreed by the Committee that Jonathan’s 73,999 outstanding deferred bonus shares and his invested 2016 SMP award in respect of 29,596 shares should be permitted to vest on their original vesting schedules and that his outstanding LTIP and matched 2016 SMP awards should be forfeited upon cessation of employment. Further details of these awards can be found in the Directors’ Remuneration Report of the relevant Annual Report and Accounts.¹

No payment for loss of office was made to Jonathan.

¹2017 Annual Report and Accounts pages 83, 84, 91 & 2018 Annual Report and Accounts pages 88, 89