

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from your stockbroker, solicitor, accountant, or other professional adviser.

If you have sold or otherwise transferred all of your shares, please pass this document together with the accompanying documents to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

16 October 2014

Dear Shareholder,

Shareholder Communications

In March 2014, Close Brothers Group plc (the “**Company**”) wrote to shareholders informing them of the Company’s intention to extend its electronic communications programme.

The Company’s articles of association allow the Company to make shareholder documents (including, without limitation, notices of meetings and copies of the Annual Report and Accounts) available via publication on the Company’s website, rather than by sending hard copies. The Company may notify shareholders of such documents being made available on the website by e-mail or post.

Making documents available electronically:

- allows faster access to information and enables shareholders to access documents on the day they are published on the Company’s website;
- enables the Company to reduce its production, printing and postage costs; and
- reduces the amount of resources consumed, such as paper, and lessens the impact of printing and mailing activities on the environment.

In accordance with the relevant provisions of the Companies Act 2006, a shareholder may however ask for a hard copy of any document at any time.

A. Purpose of this Letter

The purpose of this letter is to inform you that you now have three options in relation to how you receive shareholder documents from the Company, starting with any documents sent to the Company’s shareholders from 15 November 2014.

Two of the options involve viewing the documents on the Company’s website at www.closebrothers.com (or such other website as the Company may notify) (the “**Website**”).

Presently, in order to be able to view the documents on the Website, you need access to a PC or Mac with Netscape Navigator version 4.7 (or later version) or Microsoft Internet Explorer version 4.0 (or later version) web browser software. The only other piece of software necessary at this time to view the documents is Adobe Acrobat Reader which can be downloaded free from the Adobe website at: <http://get.adobe.com/uk/reader/>.

The options are explained in paragraph (B) below. You may select one of the options by either: (i) completing the Shareholder Communications Election Form enclosed with this letter and returning it to Capita Asset Services; or (ii) by registering your preference online at <https://www.capitashareportal.com>.¹

B. Options and action to be taken in response to this letter

Option 1: Receiving e-mail notification of publication of documents on website

If you do not require hard copies of shareholder documents and wish to view them on the Website, you can choose to receive notification by e-mail of the publication of shareholder documents on the Website, by completing the Shareholder Communications Election Form enclosed with this letter (electing for Option 1) and returning it to Capita Asset Services by 14 November 2014.

Alternatively, you can register for electronic communication specifying notification of publication by email at <https://www.capitashareportal.com> by 14 November 2014.

¹ Please note that if you hold your shares corporately or in a CREST account you are not able to use the online information service to inform us of your preferred method of communication and should instead complete and return the Shareholder Communications Election Form enclosed with this letter.

Please note that if you previously registered with the Registrar for notification by email and you do not wish to change your preference, you will continue to receive e-mail notification of publication of documents on the website and need take no further action.

Option 2: Receiving postal notification of publication of documents on website

If you do not require hard copies of shareholder documents and wish to view them on the Website, you can instead choose to receive notification by post of the publication of shareholder documents on the Website, by completing the Shareholder Communications Election Form enclosed with this letter (electing for Option 2) and returning it to Capita Asset Services by 14 November 2014.

Alternatively, you can register for electronic communication specifying notification by post at <https://www.capitashareportal.com> by 14 November 2014.

Please note that if you have previously registered with the Registrar for notification by post and you do not wish to change your preference, you will continue to receive postal notification of publication of documents on the website and need take no further action.

Note – You will be deemed to have elected for this Option 2 if you have not previously registered with the Registrar and you do not either:

- complete the Shareholder Communications Election Form enclosed with this letter and return it to Capita Asset Services by 14 November 2014; or
- register at <https://www.capitashareportal.com> by 14 November 2014 for either:
(i) electronic communication with your preferred method of notification (by post or e-mail);
or (ii) receiving shareholder information in hard copy form.

Option 3: Receiving shareholder documents in hard copy through the post

You can choose to continue to receive shareholder documents in hard copy through the post by completing the Shareholder Communications Election Form enclosed with this mailing letter (electing for Option 3), and returning it to Capita Asset Services by 14 November 2014.

Alternatively, you can register for receiving shareholder documents in hard copy through the post at <https://www.capitashareportal.com> by 14 November 2014

If you choose this Option 3, you will, *inter alia*, receive the Annual Report and Accounts for the financial year ending 31 July 2015 and for each subsequent financial year, in hard copy.

C. Further Information

The Company reserves the right to send hard copy documents to shareholders where electronic communication is not permitted (for example, due to overseas securities laws) or in other circumstances where the Company considers that electronic delivery may not be appropriate.

You can, at any time in the future, change your decision on how you wish to receive shareholder documents by writing to the Registrars at: FREEPOST RLYX-GZTU-KRRG, Capita Asset Services, Shareholder Administration Support, 34 Beckenham Road, Beckenham Kent BR3 9ZA.

May I remind you that the Interim Report 2014 was the last such report to be produced in hard copy form. The report will continue to be made available on the Company's website at www.closebrothers.com/investor-relations/company-information/results-reports-and-presentations

Yours sincerely,



Nicholas Jennings
Company Secretary

Shareholder Communications Election Form

FREEPOST RLYX-GZTU-KRRG
 Capita Asset Services
 Shareholder Administration Support
 34 Beckenham Road
 Beckenham
 Kent BR3 9ZA

My details are as follows (Please complete in block capitals):

Name:	
Investor Code*: (* available on your share certificate)	

PLEASE TICK ONE BOX BELOW FOR EITHER OPTION 1, OPTION 2 OR OPTION 3.

- Option 1 – Receiving e-mail notification of publication of documents on website**
 I wish Close Brothers Group plc to supply me with documents by making them available on Close Brothers Group plc’s website (or such other website as Close Brothers Group plc may notify).
 I wish to receive notification to my e-mail address indicated below whenever new shareholder documents are made available.
 My e-mail address is (Please complete in block capitals):

E-mail address:	
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- Option 2 – Receiving postal notification of publication of documents on website**
 I wish Close Brothers Group plc to supply me with documents by making them available on Close Brothers Group plc’s website (or such other website Close Brothers Group plc may notify).
 I wish to receive notification by post whenever new shareholder documents are made available.
- Option 3 – Receiving shareholder documents in hard copy through the post**
 I wish to opt out of electronic communications as I do not wish to receive communications from Close Brothers Group plc by electronic means.
 Accordingly, I wish to continue to receive shareholder documents in hard copy sent to my registered address.

 Signature

 Signature

 Signature

 Signature

 Date:

Note – In the case of joint holders, this form should be signed by all the joint holders

Explanatory Notes:

- If you have previously registered your preferred means of communication at <https://www.capitashareportal.com> and do not wish to change your preference, you do not need to take any further action.
- Please note that instead of completing and returning this form, you can register at <https://www.capitashareportal.com> by 14 November 2014 for: (i) electronic communication specifying notification by email (Option 1) or post (Option 2); or (ii) receiving shareholder documents in hard copy through the post (Option 3). If you do so register, then you do **not** need to complete and return this form.
- You may select Option 1, Option 2 or Option 3 by ticking the relevant box, completing the form and returning it to Capita Asset Services by 14 November 2014. Please note that you may only select one Option.
- You will be deemed to have elected for Option 2 if you have not previously registered with the online information service at <https://www.capitashareportal.com> and you do not either:
 - complete the form and return it to Capita Asset Services by 14 November 2014; or
 - register at <https://www.capitashareportal.com> by 14 November 2014 for either: (i) electronic communication with your preferred method of notification (by post or e-mail); or (ii) receiving shareholder information in hard copy form.
- You can change your instructions at any time or request a particular document in hard copy by writing to the Registrar at: FREEPOST RLYX-GZTU-KRRG, Capita Asset Services, Shareholder Administration Support, 34 Beckenham Road, Beckenham, Kent BR3 9ZA or by visiting <https://www.capitashareportal.com>.
- If you opt to receive e-mail notification, Close Brothers obligation to notify you will be satisfied when we transmit the notification that documents are available on the website to the e-mail address that you have provided. Close Brothers Group plc cannot be held responsible for any failure in transmission beyond its control.
- It is your responsibility to notify Capita Asset Services of any change to your name, address, e-mail address or other contact details.
- If you are not resident in the European Economic Area, it is your responsibility to ensure that you may validly receive shareholder documents electronically, either generally or in relation to any particular document, without Close Brothers Group plc or Capita Asset Services, being required to comply with any governmental or regulatory procedures or any similar formalities. If Close Brothers Group plc is required to restrict the sending of any shareholder documents or communications to you, for example due to the local laws of the jurisdiction in which you are resident or otherwise located, the Company may not be able to communicate with you electronically. In this case, it will send you shareholder documents or communications in hard copy.
- Close Brothers Group plc takes steps to ensure that no viruses are present in any communication it sends, but Close Brothers Group plc cannot accept responsibility for loss or damage arising from the opening or use of any e-mail or attachments from Close Brothers Group plc. You should subject all messages to virus checking procedures before opening or using them. If you send an electronic communication to Close Brothers Group plc or Capita Asset Services that contains a virus, this communication will not be accepted.
- Notwithstanding any choice you make to be supplied with documents by means of the Close Brothers Group plc's website, Close Brothers Group plc may send any document, notification or information to you in hard copy.
- In the case of joint holders, the form should be signed by all the joint holders.
- Whichever option you choose, your choice will apply to your existing shareholding and any shareholding which may hereafter stand in your name in the Close Brothers Group plc's register of members.
- Please ensure that the return address above is displayed through the window of the return envelope – do not affix a stamp.