

Close Brothers Group plc

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Close Brothers Group plc will be held at 10 Crown Place, London, EC2A 4FT on Thursday 1st November, 2007 at 12.15 pm for the purpose of transacting the following business as ordinary business (as regards resolutions 1-7) and as special business (as regards resolutions 8-10):

Ordinary business

1. To receive and adopt the directors' report and financial statements for the year ended 31st July, 2007.

2. To approve the directors' remuneration report for the year ended 31st July, 2007.

3. To declare a final dividend for the year ended 31st July, 2007.

4. To declare a special dividend for the year ended 31st July, 2007.

5. To re-elect as directors of the company; a) Mr. R.D. Kent, b) Mr. D.G.J. Paterson and c) Mr. D.C. Pusinelli.

6. To re-appoint the auditors of the company.

7. To authorise the directors to determine the auditors' remuneration.

Special business

8. To consider and, if thought fit, pass the following resolution as a special resolution:
"THAT: the company be and is hereby generally and unconditionally authorised to make market purchases (as defined by section 163 of the Companies Act 1985 ("the Act")) of up to an aggregate of 22,099,000 ordinary shares of 25p each ("the shares") at not more than the higher of (i) 5% above the average of the middle market quotation for the shares taken from the London Stock Exchange Daily Official List for the five business days before the purchase is made; and (ii) an amount equal to the higher of the price of the last independent trade of a share as derived from the London Stock Exchange, and not less than 25p per share (in each case exclusive of expenses). The authority conferred by this resolution shall expire at the earlier of the end of the next Annual General Meeting of the company and the date 18 months from the date this resolution is passed (except that the expiry of the authority shall not preclude any purchase of shares made pursuant to any contract concluded before the expiry date and which would or may be executed wholly or partly after the expiry date)."

9. To consider and, if thought fit, pass the following resolution as an ordinary resolution:
"THAT: the authority conferred on the directors by Article 7.1 of the company's Articles of Association be renewed for a period expiring five years from the date on which this resolution is passed and for that period the section 80 amount shall be £12,277,000."

10. To consider and, if thought fit, pass the following resolution as a special resolution:
"THAT: the power conferred on the directors by Article 7.2 of the company's Articles of Association be renewed for a period expiring at the end of the next Annual General Meeting of the company from the date on which this resolution is passed and for that period the section 89 shall be £1,841,000."

By order of the board

R.D. Sellers
Company Secretary
1st October, 2007

Registered office:
10 Crown Place
London EC2A 4FT

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Notes:

- (i) A member of the company entitled to attend and vote at the meeting may appoint a proxy or proxies to exercise all or any of his rights to attend, speak and vote at the meeting instead of him. A proxy need not be a member of the company but must attend the meeting to represent you. In order to be valid an appointment of proxy must be returned by one of the following methods; in hard copy to the company's registrars, electronically through the company's registrars website www.capitaregistrars.com or in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below. In each case the form of proxy must be received by the company not less than 48 hours before the time of the meeting. Delivery of a form of proxy will not preclude a member from attending the meeting and voting in person. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
- (ii) A form of proxy is enclosed. To be effective, this form of proxy, duly signed (together with any power of attorney or other written authority under which the form of proxy is executed or notarially certified copy or a copy certified in accordance with the Powers of Attorney Act 1971 of such power or written authority), must be delivered to the office of the company's registrars.
- (iii) To appoint a proxy or to give or amend an instruction to a previously appointed proxy via the CREST system, the CREST message must be received by the issuer's agent (ID RA10) by 12.15 pm on Tuesday 30th October, 2007. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message. CREST personal members or other CREST sponsored members, and those CREST members who have appointed voting service provider(s) should contact their CREST sponsor or voting service provider(s) for assistance with appointing proxies via CREST. For further information on CREST procedures, limitations and system timings, please refer to the CREST Manual. We may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- (iv) Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, only those members entered in the register of members of the company at 6.00 pm on Tuesday 30th October, 2007, or, if this meeting is adjourned, 48 hours before the time of any adjourned meeting, will be entitled to attend and vote at the Annual General Meeting. Votes may only be cast in respect of the number of shares registered in their name at that time.
- (v) Subject to approval at the Annual General Meeting, warrants in respect of the final and special dividend will be payable on Tuesday 6th November, 2007 to shareholders registered at the close of business on Friday 5th October, 2007.
- (vi) Copies of the register of interests of directors (and their families) in the share capital of the company, directors' service agreements with the company and its subsidiaries, non-executive directors' letters of appointment and the company's Memorandum and Articles of Association will be available for inspection during normal business hours at the registered office of the company from the date of this notice until the date of the Annual General Meeting and at the place of the meeting for a period of 15 minutes before the meeting until conclusion of the meeting.
- (vii) Except as provided above, members who wish to communicate with the company in relation to the Annual General Meeting should do so by contacting the company secretary on +44 (0)20 7655 3100.

You can not use any electronic address provided in either:

- this notice of Annual General Meeting; or
- any related documents (including the proxy form)

to communicate with the company for any purposes other than those expressly stated.