

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 13 November, 2008 at 12.15 pm for the purpose of transacting the following business as ordinary resolutions (as regards resolutions 1-6 and 8) and as special resolutions (as regards resolutions 7, 9 and 10):

1. To receive and adopt the directors' report and financial statements for the year ended 31 July, 2008.
2. To approve the directors' remuneration report for the year ended 31 July, 2008.
3. To declare a final dividend for the year ended 31 July, 2008.
4. To re-elect as directors of the company (a) Bruce Carnegie-Brown; (b) Jamie Cayzer-Colvin; (c) Jonathan Howell; and (d) Colin Keogh.
5. To re-appoint the auditors of the company.
6. To authorise the directors to agree the auditors' remuneration.
7. 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 (within the meaning of section 163(3) of the Companies Act 1985) of its ordinary shares of 25p each, subject to the following conditions:

 - (i) the maximum number of ordinary shares authorised to be purchased is 21,700,000;
 - (ii) the minimum price (exclusive of expenses) which may be paid for an ordinary share is 25p;
 - (iii) the maximum price (exclusive of expenses) which may be paid for each ordinary share is the higher of:
 - (i) an amount equal to 105 per cent of the average of the middle market quotations of an ordinary share of the company as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased; and
 - (ii) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from the London Stock Exchange Trading System ("SETS");
 - (iv) this authority shall expire at the close of the annual general meeting of the company held in 2009 or 18 months from the date of this resolution (whichever is earlier); and
 - (v) a contract to purchase shares under this authority may be made prior to the expiry of this authority, and concluded in whole or in part after the expiry of this authority."
8. 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 after the date on which this resolution is passed and for that period the section 80 amount is £12,000,000."
9. 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 after the date on which this resolution is passed and for that period the section 89 amount is £1,800,000."
10. To consider and, if thought fit, pass the following resolution as a special resolution:

"THAT: with effect from the end of the meeting, the Articles of Association produced to the meeting and initialled by the chairman of the meeting for the purpose of identification be adopted as the Articles of Association of the company in substitution for, and to the exclusion of, the existing Articles of Association."

By order of the board

Registered office:
10 Crown Place
London EC2A 4FT

R.D. Sellers
Company Secretary
10 October 2008

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Notes

Proxies and Corporate Representatives

1. The company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those members entered in the register of members of the company at the close of business at 6.00 pm on 11 November, 2008, or, if this meeting is adjourned, in the register of members 48 hours before the time of any adjourned meeting, shall be entitled to attend and vote at the meeting in respect of the number of ordinary shares registered in their name at that time. Changes to the entries in the register of members after 6.00 pm on 11 November, 2008, or, if this meeting is adjourned, in the register of members 48 hours before the time of any adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at the meeting.
2. A registered member of the company may appoint one or more proxies (who need not be a member of the company) to exercise all or any of his rights to attend and to speak and vote at a meeting of the company provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him. A member may only appoint a proxy or proxies by:
 - completing and returning the proxy form enclosed in this pack to the company's registrars; Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU;
 - going to www.capitaregistrars.com and following the instructions provided; or
 - if you are a user of the CREST system (including CREST Personal Members), having an appropriate CREST message transmitted.

You may not use any electronic address provided in this notice of meeting to communicate with the company for any purposes other than those expressly stated.

IMPORTANT: In any case your proxy form must be received by the company's registrars no later than 12.15 pm on 11 November, 2008.

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 11 November, 2008. 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. After this time any change of instructions to a proxy appointed through CREST should be communicated to the proxy by other means. 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 a proxy appointment sent by CREST as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Further details of the appointment of proxies are given in the notes to the proxy form enclosed with this pack.

3. In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that (i) if a corporate shareholder has appointed the Chairman of the meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the Chairman and the Chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the Chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who will attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives – see www.icsa.org.uk – for further details of this procedure. The guidance includes a sample form of representation letter if the Chairman is being appointed as described in (i) above.

Nominated Persons

4. Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may have a right, under an agreement between him and the shareholder by whom he was nominated, to be appointed (or to have someone else appointed) as a proxy for the Annual General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
5. The statement of the rights of shareholders in relation to the appointment of proxies in paragraph 2 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the company.

Total Voting Rights

6. As at 26 September, 2008 (being the last practicable date prior to the publication of this Notice and excluding shares held in Treasury) the company's issued share capital consists of 145,124,340 ordinary shares, carrying one vote each. Therefore, the total voting rights in the company as at 26 September, 2008 are 145,124,340.

Audit Statements

7. Shareholders may require the company to publish on a website a statement setting out any matter relating to: (i) the audit of the company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (ii) any circumstance connected with an auditor of the company ceasing to hold office since the last Annual General Meeting/previous meeting at which annual accounts and reports were laid that the members propose to raise at the Annual General Meeting, pursuant to requests under section 527 of the Companies Act 2006. The company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting includes any statement that the company has been required under section 527 of the Companies Act 2006 to publish on a website.

Inspection of documents

8. The following documents will be available for inspection at the registered office of the company from 9.00 am on the day of this notice until the time of the AGM and at 10 Crown Place, London EC2A 4FT from 15 minutes before the AGM until it ends:
 - Copies of the executive directors' service contracts
 - Copies of letters of appointment of the non-executive directors
 - The new Articles of Association of the company, showing the changes to the current articles proposed in resolution 10.