

CLOSE BROTHERS GROUP plc

FORM OF PROXY

For use at the Annual General Meeting of the company to be held at 10 Crown Place, London EC2A 4FT on 13 November, 2008 at 12.15 pm

I/We (Full name in block capitals).....

of

being (a) member(s) of Close Brothers Group plc, hereby appoint the chairman of the meeting or (see note 3)

of

as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the company to be held at 10 Crown Place, London, EC2A 4FT on 13 November, 2008 at 12.15 pm and at any adjournment thereof in relation to the business specified in the Notice of Annual General Meeting.

Signature(s) Date

	Ordinary resolutions	For	Against	Vote withheld
1.	To receive and adopt the directors' report and financial statements.			
2.	To approve the directors' remuneration report.			
3.	To declare a final dividend.			
4.	(a) To re-elect Bruce Carnegie-Brown as a director of the company.			
	(b) To re-elect Jamie Cayzer-Colvin as a director of the company.			
	(c) To re-elect Jonathan Howell as a director of the company.			
	(d) To re-elect Colin Keogh as a director of the company.			
5.	To re-appoint the auditors.			
6.	To authorise the directors of the company to determine the auditors' remuneration.			
	Special resolution	For	Against	Vote withheld
7.	To authorise the company to make market purchases as specified in the Notice of Annual General Meeting.			
	Ordinary resolution	For	Against	Vote withheld
8.	To renew the authority conferred by Article 7.1 of the Articles of Association and that the section 80 amount be £12,000,000.			
	Special resolution	For	Against	Vote withheld
9.	To renew the power conferred by Article 7.2 of the Articles of Association and that the section 89 amount be £1,800,000.			
	Special resolution	For	Against	Vote withheld
10.	To authorise the adoption of the Articles of Association.			

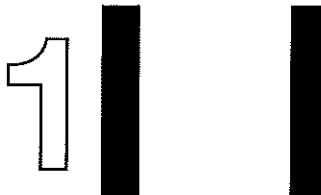
NOTES:

- A registered member of the company may appoint one or more proxies (who need not be a member of the company, but must attend the meeting in person to represent you) 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 appoint a proxy or proxies by: completing and returning the proxy form enclosed in this pack; 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 only appoint a proxy using the procedures set out in these notes. 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 instructions or 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.
- The chairman of the meeting is willing to be your proxy. If you wish to appoint the chairman, you need not change this part of the proxy form. If you are an ordinary shareholder and wish to appoint someone else to be your proxy, you should delete the words "the chairman of the meeting or" and write the name and address of the person you wish to be your proxy in the space provided.
- You may instruct your proxy how to vote by marking the appropriate box next to each resolution. Details of the resolutions are contained in the notice of meeting and the explanatory notes. If in respect of any resolution you have not given specific instructions on how your proxy should vote, your proxy will have discretion to vote on that resolution, in respect of your total holding, as they see fit. Your proxy will also have discretion to vote as they see fit on any other business which may properly come before the meeting, including amendments to resolutions, and at any adjournment of the meeting. A vote withheld to vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution.
- The form must be signed.
In the case of joint holders (i) only one need sign, and (ii) the vote of the senior holder who tenders a vote, whether in person or by proxy or (in the case of a corporation) by authorised representative, will alone be counted. For this purpose seniority will be determined by the order in which the names appear in the Register of Members in respect of the joint holding. If necessary, someone else may sign the form on your behalf. In that case, the authority for a notarially certified copy of such authority) under which the proxy form is signed must be sent with the form. If a proxy is being appointed by an attorney, the power of attorney (or a notarially certified copy of such power of attorney) must be sent with the proxy form, unless it has been previously lodged with the company's registrar.
- In the case of a corporation, the proxy form should be executed under its common seal and/or the hand of a duly authorised officer or person. 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.

Return of this form will not prevent a registered member from attending the meeting and voting in person.

Third Fold and tuck in

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Capita Registrars (Proxies)
PO Box 25
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First Fold

Second Fold