

Close Brothers Group plc

Results of 2013 Annual General Meeting held on Thursday 21 November 2013.

All resolutions were passed by the requisite majority on a show of hands; resolutions 1 to 15 as ordinary resolutions and resolutions 16 to 18 as special resolutions.

The following proxy votes were cast in respect of the AGM resolutions:

		Total Votes For	%	Total Votes Against	%	Total Votes Cast	% of Issued share capital	Votes Withheld
	Ordinary Resolutions							
1.	To receive the 2013 Annual Report and Accounts	110,121,297	99.97	37,543	0.03	110,158,840	74.29	1,155,582
2.	To approve the Directors' Remuneration Report for the financial year ended 31 July 2013	93,642,284	91.50	8,700,586	8.50	102,342,870	69.02	8,971,552
3.	To authorise the payment of a final dividend on the ordinary shares of 29.5p per share for the year ended 31 July 2013	111,275,460	99.99	362	0.01	111,275,822	75.04	38,600
4.	To re-elect Strone Macpherson as a director	109,655,470	98.55	1,617,310	1.45	111,272,780	75.04	41,642
5.	To re-elect Preben Prebensen as a director	110,561,878	99.36	709,892	0.64	111,271,770	75.04	42,652
6.	To re-elect Stephen Hodges as a director	110,562,888	99.36	709,892	0.64	111,272,780	75.04	41,642
7.	To re-elect Jonathan Howell as a director	110,562,288	99.36	710,292	0.64	111,272,580	75.04	41,842
8.	To re-elect Elizabeth Lee as a director	110,560,228	99.36	710,292	0.64	111,270,520	75.04	43,902
9.	To re-elect Bruce Carnegie-Brown as a director	109,137,544	99.37	693,612	0.63	109,831,156	74.07	1,483,266
10.	To re-elect Ray Greenshields as a director	110,569,281	99.37	701,289	0.63	111,270,570	75.04	43,852
11.	To re-elect Geoffrey Howe as a director	110,573,159	99.37	696,661	0.63	111,269,820	75.04	44,602
12.	To re-elect Shonaid Jemmett-Page as a director	108,441,401	98.62	1,522,719	1.38	109,964,120	74.16	1,350,302
13.	To reappoint Deloitte LLP as auditors	110,045,364	99.61	433,464	0.39	110,478,828	74.50	835,594
14.	To authorise the directors to determine the remuneration of the auditors	110,806,771	99.58	466,961	0.42	111,273,732	75.04	40,690
15.	To authorise the Board to allot shares and to grant rights to subscribe for or convert any security into shares (within prescribed limits)	110,445,874	99.26	825,253	0.74	111,271,127	75.04	43,295
	Special Resolutions							
16.	That, if resolution 15 is passed, pre-emption rights are disapplied in relation to allotments of equity securities (within prescribed limits)	111,237,250	99.97	32,317	0.03	111,269,567	75.04	44,855

17.	That the Company be generally and unconditionally authorised to make market purchases of its own shares (within prescribed limits)	111,256,683	99.99	13,750	0.01	111,270,433	75.04	43,989
18.	That a general meeting except an AGM may be called on not less than 14 clear days' notice	106,354,174	95.58	4,920,518	4.42	111,274,692	75.04	39,730

NOTES:

1. 'Total Votes For' include votes recorded as at the discretion of the appointed proxy.
2. The 'vote withheld' option was provided to enable shareholders to refrain from voting on any particular resolution. A vote withheld is not a vote in law and has not been counted in the calculation of the proportion of the vote 'For' and 'Against' a resolution.
3. At the date of the AGM the issued share capital of the Company was 148,285,958 ordinary shares (excluding 2,322,454 treasury shares).
4. The full text of the resolutions is detailed in the Notice of Meeting to be found on the Company website at www.closebrothers.com/investor-relations/shareholder-information/annual-general-meeting