

Close Brothers Group plc

Results of 2017 Annual General Meeting held on Thursday 16 November 2017.

All resolutions were passed by the requisite majority by a poll vote; resolutions 1 to 16 as ordinary resolutions and resolutions 17 to 21 as special resolutions.

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

	Ordinary Resolutions	Total Votes For	% For	Total Votes Against	% Against	Total Votes Cast	% of Issued share capital	Votes Withheld
1.	To receive and adopt the 2017 Annual Report and Accounts and the Auditor's Report	119,207,016	99.93%	78,309	0.07%	119,285,325	78.60%	161,566
2.	To approve the Directors' Remuneration Report for the financial year ended 31 July 2017	115,902,091	99.23%	896,955	0.77%	116,799,046	76.96%	2,647,845
3.	To approve the Directors' Remuneration Policy contained in the Directors' Remuneration Report	115,948,606	97.08%	3,487,263	2.92%	119,435,869	78.70%	11,022
4.	To authorise the payment of a final dividend on the ordinary shares of 40p per share for the year ended 31 July 2017	119,446,371	100.00%	520	0.00%	119,446,891	78.70%	0
5.	To reappoint Mike Biggs as a director	115,739,711	96.90%	3,702,505	3.10%	119,442,216	78.70%	4,675
6.	To reappoint Preben Prebensen as a director	118,708,694	99.39%	733,522	0.61%	119,442,216	78.70%	4,675
7.	To reappoint Jonathan Howell as a director	118,609,348	99.30%	834,018	0.70%	119,443,366	78.70%	3,525
8.	To reappoint Elizabeth Lee as a director	118,696,664	99.38%	736,230	0.62%	119,432,894	78.69%	13,997
9.	To reappoint Oliver Corbett as a director	119,007,115	99.64%	434,801	0.36%	119,441,916	78.70%	4,975
10.	To reappoint Geoffrey Howe as a director	119,001,752	99.64%	428,812	0.36%	119,430,564	78.69%	16,327
11.	To reappoint Lesley Jones as a director	119,016,607	99.64%	426,459	0.36%	119,443,066	78.70%	3,825
12.	To reappoint Bridget Macaskill as a director	118,657,639	99.35%	775,575	0.65%	119,433,214	78.69%	13,677
13.	To appoint PricewaterhouseCoopers LLP as auditor	119,399,426	99.97%	37,602	0.03%	119,437,028	78.70%	9,863
14.	To authorise the directors to determine the remuneration of the auditor	119,413,001	99.97%	31,320	0.03%	119,444,321	78.70%	2,570
15.	If resolution 3 is passed, to approve the updated Close Brothers Omnibus Share Incentive Plan	116,008,935	97.13%	3,422,325	2.87%	119,431,260	78.69%	15,631
16.	To authorise the Board to allot shares and to grant rights to subscribe for or convert any security into shares (within prescribed limits)	114,459,624	95.83%	4,978,135	4.17%	119,437,759	78.70%	9,132

Special Resolutions								
17.	That, if resolution 16 is passed, pre-emption rights are disapplied in relation to allotments of equity securities up to 5% of issued share capital	118,911,446	99.56%	525,763	0.44%	119,437,209	78.70%	9,682
18.	That, if resolution 16 is passed, pre-emption rights are disapplied in relation to allotments of equity securities up to a further 5% of issued share capital	101,927,202	85.34%	17,510,007	14.66%	119,437,209	78.70%	9,682
19.	That the Company be generally and unconditionally authorised to make market purchases of its own shares (within prescribed limits)	116,535,832	97.59%	2,883,047	2.41%	119,418,879	78.68%	162,916
20.	That a general meeting except an AGM may be called on not less than 14 clear days' notice	116,208,593	97.31%	3,215,420	2.69%	119,424,013	78.69%	22,878
21.	That, subject to Court approval, £307,762,365.31 standing to the credit of the share premium account be cancelled and credited to distributable profits	119,437,872	100.00%	1,728	0.00%	119,439,600	78.70%	7,291

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 151,770,022 ordinary shares (excluding 290,268 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