

Close Brothers Group plc

Results of 2016 Annual General Meeting held on Thursday 17 November 2016.

All resolutions were passed by the requisite majority on a show of hands; resolutions 1 to 14 as ordinary resolutions and resolutions 15 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 and adopt the 2016 Annual Report and Accounts and the Directors' and Auditor's Reports	118,133,507	99.77	271,872	0.23	118,405,379	79.20	29,527
2.	To approve the Report of the Board on Directors' Remuneration for the financial year ended 31 July 2016	104,649,524	93.94	6,747,162	6.06	111,396,686	74.51	7,038,220
3.	To authorise the payment of a final dividend on the ordinary shares of 38.0p per share for the year ended 31 July 2016	118,432,806	99.99	100	0.01	118,432,906	79.22	2,000
4.	To re-appoint Strone Macpherson as a director	117,489,634	99.20	941,897	0.80	118,431,531	79.21	3,375
5.	To re-appoint Preben Prebensen as a director	117,659,010	99.35	771,511	0.65	118,430,521	79.21	4,385
6.	To re-appoint Jonathan Howell as a director	117,656,182	99.35	771,711	0.65	118,427,893	79.21	7,013
7.	To re-appoint Elizabeth Lee as a director	117,643,769	99.34	784,264	0.66	118,428,033	79.21	6,873
8.	To re-appoint Oliver Corbett as a director	117,926,256	99.58	495,073	0.42	118,421,329	79.21	13,577
9.	To re-appoint Geoffrey Howe as a director	117,991,508	99.63	437,173	0.37	118,428,681	79.21	6,225
10.	To re-appoint Lesley Jones as a director	117,965,829	99.61	459,278	0.39	118,425,107	79.21	9,799
11.	To re-appoint Bridget Macaskill as a director	118,004,594	99.64	425,439	0.36	118,430,033	79.21	4,873
12.	To re-appoint Deloitte LLP as auditors	115,160,732	99.27	849,942	0.73	116,010,674	77.60	2,424,232
13.	To authorise the directors to determine the remuneration of the auditors	118,224,873	99.82	208,033	0.18	118,432,906	79.22	2,000
14.	To authorise the Board to allot shares and to grant rights to subscribe for or convert any security into shares (within prescribed limits)	116,775,671	98.60	1,654,710	1.40	118,430,381	79.21	4,525
	Special Resolutions							
15.	That, if resolution 14 is passed, pre-emption rights are disapplied in relation to allotments of equity	117,870,092	99.53	558,619	0.47	118,428,711	79.21	6,195

	securities up to 5% of issued share capital							
16.	That, if resolution 14 is passed, pre-emption rights are disapplied in relation to allotments of equity securities up to a further 5% of issued share capital for financing an acquisition or capital investment	105,524,467	89.11	12,901,604	10.89	118,426,071	79.21	8,835
17.	That the Company be generally and unconditionally authorised to make market purchases of its own shares (within prescribed limits)	115,733,178	97.72	2,699,153	2.28	118,432,331	79.21	2,575
18.	That a general meeting except an AGM may be called on not less than 14 clear days' notice	114,017,835	96.27	4,415,309	3.73	118,433,144	79.22	1,761

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 149,972,890 ordinary shares (excluding 670,838 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