

Close Brothers Group plc

AGM Results and Statement

At the Annual General Meeting (“**AGM**”) of Close Brothers Group plc (the “**Company**”) held on 17 November 2022 at 11.00am, all resolutions put to shareholders were duly passed on a poll with the required majorities. The full text of each resolution is contained in the Notice of Annual General Meeting (the “**Notice**”). Resolutions 1 to 17 were passed as ordinary resolutions. Resolutions 18 to 22 were passed as special resolutions.

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

		Total Votes For	% For	Total Votes Against	% Against	Total Votes Cast	% of Issued Share Capital Voted	Votes Withheld
	Ordinary Resolutions							
1.	To receive and adopt the Company's 2022 Annual Report and Accounts	123,966,989	100	426	0	123,967,415	82.39	340,635
2.	To approve the Directors' Remuneration Report (excluding the Directors' Remuneration Policy) for the financial year ended 31 July 2022	118,146,516	95.57	5,475,776	4.43	123,622,292	82.16	685,758
3.	To authorise the payment of a final dividend on the ordinary shares of 44.0 pence per share	124,307,261	100	26	0	124,307,287	82.62	763
4.	To appoint Tracey Graham as a Director of the Company	121,207,392	97.45	3,175,074	2.55	124,382,466	82.67	9,198
5.	To reappoint Mike Biggs as a Director of the Company	119,303,229	95.91	5,082,606	4.09	124,385,835	82.67	5,829
6.	To reappoint Adrian Sainsbury as a Director of the Company	124,140,376	99.80	245,622	0.20	124,385,998	82.67	5,666
7.	To reappoint Mike Morgan as a Director of the Company	124,083,344	99.76	302,491	0.24	124,385,835	82.67	5,829
8.	To reappoint Oliver Corbett as a Director of the Company	120,317,272	96.73	4,068,063	3.27	124,385,335	82.67	6,329

9.	To reappoint Peter Duffy as a Director of the Company	120,553,915	97.57	3,001,680	2.43	123,555,595	82.12	836,069
10.	To reappoint Patricia Halliday as a Director of the Company	121,384,531	97.59	3,000,535	2.41	124,385,066	82.67	6,598
11.	To reappoint Tesula Mohindra as a Director of the Company	121,382,531	97.59	3,002,535	2.41	124,385,066	82.67	6,598
12.	To reappoint Mark Pain as a Director of the Company	120,315,110	96.73	4,070,225	3.27	124,385,335	82.67	6,329
13.	To reappoint Sally Williams as a Director of the Company	121,384,731	97.59	3,000,498	2.41	124,385,229	82.67	6,435
14.	To reappoint PricewaterhouseCoopers LLP as auditor of the Company	123,461,914	99.32	841,488	0.68	124,303,402	82.62	4,648
15.	To authorise the Audit Committee, acting for and on behalf of the Board, to determine the remuneration of the auditor	124,304,294	100.00	2,179	0.00	124,306,473	82.62	1,577
16.	To authorise the Board to allot shares in the Company and to grant rights to subscribe for or convert any security into shares (within prescribed limits) (see Notice)	119,256,130	95.94	5,043,826	4.06	124,299,956	82.61	8,094
17.	To authorise the Board to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in relation to any issue of AT1 securities (within prescribed limits) (see Notice)	120,389,398	96.85	3,910,023	3.15	124,299,421	82.61	8,629
	Special Resolutions							
18.	That, if resolution 16 granting authority to allot shares is passed, the Board be given power to allot equity securities for cash up to an aggregate nominal amount equal to 5% of the Company's issued share capital (see Notice)	121,512,406	97.76	2,787,463	2.24	124,299,869	82.61	8,181
19.	That, if resolution 16 granting authority to allot shares is passed, the Board be given power to allot equity securities for cash up to an aggregate nominal amount equal to a further 5%	113,978,981	91.70	10,321,157	8.30	124,300,138	82.61	7,912

	of the Company's issued share capital (see Notice)							
20.	That, if resolution 17 granting authority to allot AT1 securities is passed, the Board be given power to allot equity securities for cash (see Notice)	120,350,631	96.82	3,948,972	3.18	124,299,603	82.61	8,447
21.	That the Company be authorised to make one or more market purchases of its ordinary shares of 25p each (see Notice)	123,136,364	99.07	1,156,517	0.93	124,292,881	82.61	15,169
22.	That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice	121,674,711	97.88	2,632,261	2.12	124,306,972	82.62	1,078

NOTES:

1. 'Total Votes For' include votes recorded as at the discretion of the Chairman of the meeting.
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. For the purposes of the AGM, the issued share capital of the Company was 150,459,023 ordinary shares (excluding 1,601,267 treasury shares).
4. The full text of the resolutions is detailed in the Notice available on the Company's website at www.closebrothers.com/investor-relations/shareholder-information/annual-general-meeting.