

Close Brothers Group plc

Results of 2018 Annual General Meeting held on Thursday 15 November 2018.

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 2018 Annual Report and Accounts and the Auditor's Report	119,065,339	100.00%	100	0.00%	119,065,439	78.79%	271,481
2.	To approve the Directors' Remuneration Report for the financial year ended 31 July 2018	117,624,646	98.58%	1,697,527	1.42%	119,322,173	78.96%	14,746
3.	To authorise the payment of a final dividend on the ordinary shares of 42p per share for the year ended 31 July 2018	119,336,820	100.00%	100	0.00%	119,336,920	78.97%	0
4.	To reappoint Mike Biggs as a director	117,602,509	98.55%	1,727,039	1.45%	119,329,548	78.96%	7,021
5.	To reappoint Preben Prebensen as a director	118,917,943	99.65%	415,160	0.35%	119,333,103	78.96%	3,467
6.	To reappoint Elizabeth Lee as a director	118,912,546	99.65%	418,617	0.35%	119,331,163	78.96%	5,407
7.	To reappoint Oliver Corbett as a director	118,863,076	99.61%	468,087	0.39%	119,331,163	78.96%	5,407
8.	To reappoint Geoffrey Howe as a director	118,928,018	99.62%	448,735	0.38%	119,376,753	78.99%	15,774
9.	To reappoint Lesley Jones as a director	118,867,799	99.62%	451,162	0.38%	119,318,961	78.95%	17,609
10.	To reappoint Bridget Macaskill as a director	118,754,524	99.52%	576,639	0.48%	119,331,163	78.96%	5,407
11.	To appoint Mike Morgan as a director	118,907,628	99.65%	415,260	0.35%	119,322,888	78.96%	13,682
12.	To reappoint PricewaterhouseCoopers LLP as auditor	119,313,661	99.99%	6,029	0.01%	119,319,690	78.96%	16,880
13.	To authorise the directors to determine the remuneration of the auditor	119,307,241	99.98%	27,601	0.02%	119,334,842	78.97%	2,078
14.	To approve amendments to the Close Brothers Omnibus Share Incentive Plan	115,442,970	96.70%	3,936,289	3.30%	119,379,259	78.99%	13,617
15.	To authorise the Board to allot shares and to grant rights to subscribe for or convert any security into shares (within prescribed limits)	114,100,643	95.62%	5,230,874	4.38%	119,331,517	78.96%	5,403
16.	To authorise the Board to allot shares and to grant rights to subscribe for or convert any	118,478,433	99.29%	849,983	0.71%	119,328,416	78.96%	7,253

	security into shares in relation to the issue of AT1 Securities (within prescribed limits)							
	Special Resolutions							
17.	That, if resolution 15 is passed, pre-emption rights are disapplied in relation to allotments of equity securities up to 5% of issued share capital	118,737,418	99.50%	595,059	0.50%	119,332,477	78.96%	4,093
18.	That, if resolution 15 is passed, pre-emption rights are disapplied in relation to allotments of equity securities up to a further 5% of issued share capital	110,898,373	92.93%	8,431,633	7.07%	119,330,006	78.96%	6,563
19.	That, if resolution 16 is passed, pre-emption rights are disapplied in relation to allotments of equity securities arising from the issue of any AT1 Securities	117,983,841	98.87%	1,347,365	1.13%	119,331,206	78.96%	5,363
20.	That the Company be generally and unconditionally authorised to make market purchases of its own shares (within prescribed limits)	118,557,587	99.37%	754,431	0.63%	119,312,018	78.95%	24,551
21.	That a general meeting except an annual general meeting may be called on not less than 14 clear days' notice	115,806,361	97.04%	3,529,747	2.96%	119,336,108	78.97%	812

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. For the purposes of the AGM the issued share capital of the Company was 151,123,475 ordinary shares (excluding 936,815 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
5. Following the AGM and as announced on 27 June 2018, Mike Morgan has succeeded Jonathan Howell as Group Finance Director.