

Close Brothers Group plc

Results of 2019 Annual General Meeting held on Thursday 21 November 2019.

All resolutions were passed by the requisite majority by a poll vote; resolutions 1 to 15 as ordinary resolutions and resolutions 16 to 20 as special resolutions.

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

|     | <b>Ordinary Resolutions</b>   | Total Votes For | % For   | Total Votes Against | % Against | Total Votes Cast | % of Issued share capital | Votes Withheld |
|-----|---|-----------------|---------|---------------------|-----------|------------------|---------------------------|----------------|
| 1.  | To receive and adopt the 2019 Annual Report and Accounts and the Auditor's Report   | 123,640,497     | 100.00% | 126                 | 0.00%     | 123,640,623      | 81.81%                    | 266,602        |
| 2.  | To approve the Directors' Remuneration Report for the financial year ended 31 July 2019   | 120,589,202     | 98.96%  | 1,264,588           | 1.04%     | 121,853,790      | 80.63%                    | 2,053,435      |
| 3.  | To authorise the payment of a final dividend on the ordinary shares of 44p per share for the year ended 31 July 2019  | 123,906,215     | 100.00% | 0                   | 0.00%     | 123,906,215      | 81.99%                    | 1,010          |
| 4.  | To reappoint Mike Biggs as a director   | 120,755,770     | 98.74%  | 1,541,127           | 1.26%     | 122,296,897      | 80.92%                    | 1,610,328      |
| 5.  | To reappoint Preben Prebensen as a director   | 121,964,984     | 99.70%  | 362,470             | 0.30%     | 122,327,454      | 80.94%                    | 1,579,771      |
| 6.  | To reappoint Mike Morgan as a director  | 123,394,719     | 99.59%  | 507,556             | 0.41%     | 123,902,275      | 81.98%                    | 4,950          |
| 7.  | To reappoint Oliver Corbett as a director   | 123,418,208     | 99.61%  | 482,357             | 0.39%     | 123,900,565      | 81.98%                    | 6,660          |
| 8.  | To reappoint Peter Duffy as a director  | 123,868,094     | 99.98%  | 29,971              | 0.02%     | 123,898,065      | 81.98%                    | 9,160          |
| 9.  | To reappoint Geoffrey Howe as a director  | 123,425,772     | 99.62%  | 476,975             | 0.38%     | 123,902,747      | 81.99%                    | 4,478          |
| 10. | To reappoint Lesley Jones as a director   | 123,428,704     | 99.62%  | 472,333             | 0.38%     | 123,901,037      | 81.98%                    | 6,188          |
| 11. | To reappoint Bridget Macaskill as a director  | 121,451,523     | 99.28%  | 877,402             | 0.72%     | 122,328,925      | 80.94%                    | 1,578,300      |
| 12. | To reappoint PricewaterhouseCoopers LLP as auditor  | 123,887,876     | 99.99%  | 11,334              | 0.01%     | 123,899,210      | 81.98%                    | 8,015          |
| 13. | To authorise the directors to determine the remuneration of the auditor   | 123,872,996     | 99.98%  | 30,307              | 0.02%     | 123,903,303      | 81.99%                    | 3,922          |
| 14. | To authorise the Board to allot shares and to grant rights to subscribe for or convert any security into shares (within prescribed limits)  | 118,837,476     | 95.92%  | 5,056,732           | 4.08%     | 123,894,208      | 81.98%                    | 13,017         |
| 15. | To authorise the Board to allot shares and to grant rights to subscribe for or convert any security into shares in relation to the issue of AT1 Securities (within prescribed limits) | 122,266,893     | 98.69%  | 1,624,410           | 1.31%     | 123,891,303      | 81.98%                    | 15,172         |

|     | <b>Special Resolutions</b>  |             |        |            |       |             |        |        |
|-----|---|-------------|--------|------------|-------|-------------|--------|--------|
| 16. | That, if resolution 14 is passed, pre-emption rights are disapplied in relation to allotments of equity securities up to 5% of issued share capital             | 122,969,524 | 99.26% | 921,504    | 0.74% | 123,891,028 | 81.98% | 16,197 |
| 17. | 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   | 113,615,531 | 91.71% | 10,276,380 | 8.29% | 123,891,911 | 81.98% | 15,314 |
| 18. | That, if resolution 15 is passed, pre-emption rights are disapplied in relation to allotments of equity securities arising from the issue of any AT1 Securities | 119,100,325 | 96.13% | 4,792,885  | 3.87% | 123,893,210 | 81.98% | 14,015 |
| 19. | That the Company be generally and unconditionally authorised to make market purchases of its own shares (within prescribed limits)                              | 123,149,807 | 99.41% | 726,842    | 0.59% | 123,876,649 | 81.97% | 30,576 |
| 20. | That a general meeting except an annual general meeting may be called on not less than 14 clear days' notice  | 120,737,239 | 97.44% | 3,168,849  | 2.56% | 123,906,088 | 81.99% | 1,137  |

**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 151,128,451 ordinary shares (excluding 931,839 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](http://www.closebrothers.com/investor-relations/shareholder-information/annual-general-meeting)