

Close Brothers Group plc

AGM Results and Statement

At the Annual General Meeting (“**AGM**”) of Close Brothers Group plc (the “**Company**”) held on 16 November 2023 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 16 were passed as ordinary resolutions. Resolutions 17 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 2023 Annual Report and Accounts.	123,592,131	100.00	1,752	0.00	123,593,883	82.14%	269,181
2.	To approve the Directors' Remuneration Report for the financial year ended 31 July 2023.	118,111,830	95.36	5,740,696	4.64	123,852,526	82.31%	10,040
3.	To authorise the payment of a final dividend of 45.0 pence per share.	122,711,082	99.07	1,147,646	0.93	123,858,728	82.31%	4,336
4.	To elect Kari Hale as a Director of the Company.	123,840,219	99.99	7,259	0.01	123,847,478	82.31%	15,088
5.	To re-elect Mike Biggs as a Director of the Company.	115,926,982	93.60	7,922,972	6.40	123,849,954	82.31%	12,612
6.	To re-elect Adrian Sainsbury as a Director of the Company.	123,840,087	99.99	13,189	0.01	123,853,276	82.31%	9,290
7.	To re-elect Mike Morgan as a Director of the Company.	123,792,215	99.95	56,881	0.05	123,849,096	82.31%	13,470
8.	To re-elect Peter Duffy as a Director of the Company	117,086,982	95.24	5,849,971	4.76	122,936,953	81.70%	925,613
9.	To re-elect Tracey Graham as a director of the Company.	122,920,170	99.25	928,835	0.75	123,849,005	82.31%	13,561

10.	To re-elect Patricia Halliday as a Director of the Company.	119,287,127	96.32	4,551,647	3.68	123,838,774	82.30%	23,792
11.	To re-elect Tesula Mohindra as a Director of the Company.	119,295,241	96.33	4,551,215	3.67	123,846,456	82.31%	16,110
12.	To re-elect Mark Pain as a Director of the Company.	118,382,446	95.59	5,465,627	4.41	123,848,073	82.31%	14,493
13.	To re-elect Sally Williams as a Director of the Company.	119,295,981	96.32	4,554,994	3.68	123,850,975	82.31%	11,591
14.	To reappoint PricewaterhouseCoopers LLP as auditor of the Company.	122,539,793	98.94	1,313,260	1.06	123,853,053	82.31%	10,011
15.	To authorise the Audit Committee (on behalf of the Board) to determine the remuneration of the auditor.	123,830,267	99.98	25,995	0.02	123,856,262	82.31%	6,802
16.	To authorise the Board to allot shares in the Company and to grant rights to subscribe for or convert any security into shares (see Notice).	115,121,051	92.95	8,732,066	7.05	123,853,117	82.31%	9,449
	Special Resolutions							
17.	To authorise the Board to allot shares in connection with AT1 Securities (see Notice).	116,972,450	94.45	6,877,176	5.55	123,849,626	82.31%	12,940
18.	That, subject to the passing of Resolution 16 the Board be given power to disapply pre-emption rights up to 5% (see Notice).	118,271,193	95.49	5,580,923	4.51	123,852,116	82.31%	10,948
19.	That, subject to the passing of Resolution 16 the Board be given power to disapply pre-emption rights up to an additional 5% in connection with an acquisition or other capital investment (see Notice).	115,805,282	93.50	8,045,846	6.50	123,851,128	82.31%	11,936
20.	That, subject to the passing of Resolution 17 the Board be given authority to disapply pre-emption rights in connection with AT1 Securities (see Notice).	116,950,584	94.43	6,900,667	5.57	123,851,251	82.31%	11,813

21.	That the Company be authorised to make one or more market purchases of its ordinary shares of 25p each (see Notice).	122,525,232	98.94	1,316,217	1.06	123,841,449	82.30%	21,615
22.	That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.	117,206,367	94.63	6,648,151	5.37	123,854,518	82.31%	8,546

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 150,472,242 ordinary shares (excluding 1,588,048 treasury shares).
4. The full text of the resolutions is detailed in the Notice available on the Company website at www.closebrothers.com/investor-relations/shareholder-information/annual-general-meeting.