

Close Brothers Group plc

Results of 2014 Annual General Meeting held on Thursday 20 November 2014.

All resolutions were passed by the requisite majority on a show of hands; resolutions 1 to 17 as ordinary resolutions and resolutions 18 to 20 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 2014 Annual Report and Accounts	111,637,243	99.94	70,590	0.06	111,707,833	74.95	261,824
2.	To approve the Report of the Board on Directors' Remuneration (other than the part relating to the Directors' Remuneration Policy) for the financial year ended 31 July 2014	98,981,807	89.01	12,220,881	10.99	111,202,688	74.61	766,968
3.	To approve the Directors' Remuneration Policy contained in the Report of the Board on Remuneration	98,700,890	92.48	8,021,756	7.52	106,722,646	71.60	5,247,011
4.	To authorise the payment of a final dividend on the ordinary shares of 32.5p per share for the year ended 31 July 2014	111,927,216	100.00	0	0.00	111,927,216	75.10	42,441
5.	To re-appoint Strone Macpherson as a director	111,552,105	99.66	375,677	0.34	111,927,782	75.10	41,875
6.	To re-appoint Preben Prebensen as a director	111,472,676	99.59	454,963	0.41	111,927,639	75.10	42,018
7.	To re-appoint Stephen Hodges as a director	111,350,716	99.48	576,923	0.52	111,927,639	75.10	42,018
8.	To re-appoint Jonathan Howell as a director	111,358,645	99.49	568,994	0.51	111,927,639	75.10	42,018
9.	To re-appoint Elizabeth Lee as a director	111,340,574	99.48	587,065	0.52	111,927,639	75.10	42,018
10.	To re-appoint Geoffrey Howe as a director	111,545,277	99.66	381,862	0.34	111,927,139	75.10	42,518
11.	To appoint Oliver Corbett as a director	111,545,153	99.67	371,760	0.33	111,916,913	75.09	52,744
12.	To appoint Lesley Jones as a director	111,543,745	99.67	373,168	0.33	111,916,913	75.09	52,744
13.	To appoint Bridget Macaskill as a director	110,867,430	99.41	654,860	0.59	111,522,290	74.82	447,367
14.	To re-appoint Deloitte LLP as auditors	108,799,417	97.59	2,691,722	2.41	111,491,139	74.80	478,518
15.	To authorise the directors to determine the remuneration of the auditors	109,482,584	97.84	2,412,051	2.16	111,894,635	75.07	75,022
16.	To approve and adopt the Close Brothers Group plc Share Incentive Plan	111,871,541	99.96	47,335	0.04	111,918,876	75.09	50,781

17.	To authorise the Board to allot shares and to grant rights to subscribe for or convert any security into shares (within prescribed limits)	111,241,386	99.39	680,583	0.61	111,921,969	75.09	47,688
	Special Resolutions							
18.	That, if resolution 17 is passed, pre-emption rights are disapplied in relation to allotments of equity securities (within prescribed limits)	111,617,183	99.73	304,051	0.27	111,921,234	75.09	48,423
19.	That the Company be generally and unconditionally authorized to make market purchases of its own shares (within prescribed limits)	111,887,957	99.96	39,969	0.04	111,927,926	75.10	41,731
20.	That a general meeting except an AGM may be called on not less than 14 clear days' notice	106,950,422	95.55	4,977,483	4.45	111,927,905	75.10	41,751

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 149,044,515 ordinary shares (excluding 1,579,778 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