

**Close Brothers Group plc**

**Country-by-Country Reporting for the year ended 31 July 2015**

The following table is disclosed in accordance with the Capital Requirements (Country-by-Country Reporting) Regulations 2013 for the year ended 31 July 2015:

**AUDITED**

<b>Country<sup>1</sup></b>	<b>Description of Activity</b>	<b>Revenues £ million<sup>2</sup></b>	<b>Profit/loss before tax £ million<sup>3</sup></b>	<b>Tax paid £ million<sup>4</sup></b>	<b>Public subsidies received £ million<sup>5</sup></b>	<b>Average number of full time employees<sup>6</sup></b>
<b>United Kingdom</b>	Financial services	659.5	201.4	51.9	-	2,686
<b>Channel Islands</b>	Financial services	6.2	4.1	0.2	-	21
<b>Germany</b>	Specialist lending	3.8	1.0	0.4	-	32
<b>Ireland<sup>7</sup></b>	Specialist lending	20.0	13.4	0.9	-	28
<b>Group Total<sup>8</sup></b>		689.5	219.9	53.4	-	2,767

## Notes:

1. A list of the group's subsidiaries including country of incorporation can be found in Note. 31 "Investments in subsidiaries" of the Close Brothers Group plc Annual Report 2015.
2. Operating income from continuing operations.
3. Operating profit before tax from continuing operations.
4. Cash paid net of any cash refund received.
5. There were no public subsidies received for the year ended 31 July 2015.
6. Calculated as average number of employees on a monthly full time equivalent basis.
7. No subsidiaries in Ireland, information relates to group's Irish branches.
8. Agreed to Close Brothers Group plc consolidated financial statements at 31 July 2015.

## **Independent Country-by-Country Reporting Assurance Report to the Members of Close Brothers Group plc**

We have been engaged by the Directors of Close Brothers Group plc (“the Company”) to conduct a reasonable assurance engagement relating to the Country-by-Country Reporting (“CBCR”) disclosures set out in the accompanying schedule for the year-ended 31 July 2015.

In our opinion, the CBCR disclosures for the year ended 31 July 2015 have been prepared, in all material respects, in accordance with the Capital Requirements (Country-by-Country Reporting) Regulations 2013.

### **Respective responsibilities of the directors and assurance provider**

The Directors are responsible for preparing the CBCR disclosures in accordance with the Capital Requirements (Country-by-Country Reporting) Regulations 2013, for the appropriateness of the basis of preparation and the interpretation of the Regulations as they affect the preparation of the Disclosures, and for such internal control as the directors determine is necessary to enable the preparation of the Disclosures that are free from material misstatement, whether due to fraud or error.

Our responsibility is to express a conclusion on the CBCR disclosures based on our procedures. We conducted our engagement in accordance with International Standard on Assurance Engagements ISAE 3000 *Assurance Engagements Other than Audits or Reviews of Historical Financial Information* (“ISAE 3000”), issued by the International Auditing and Assurance Standards Board (IAASB), in order to state whether the CBCR disclosures have been prepared, in all material respects, in accordance with the Capital Requirements (Country-by-Country Reporting) Regulations 2013.

Our engagement provides reasonable assurance as defined in ISAE 3000. Reasonable assurance means a high but not absolute level of assurance. Absolute assurance is very rarely attainable as a result of factors such as the following: the use of selective testing, the inherent limitations of internal control, the fact that much of the evidence available to us is persuasive rather than conclusive and the use of judgement in gathering and evaluating evidence and forming conclusions based on that evidence.

Our procedures consisted primarily of:

- obtaining an understanding of the Company and its subsidiaries’ (“Group”) business, including the design and implementation of internal control relevant to collection of the information used to prepare the CBCR Disclosures. This included discussions with Group management responsible for the CBCR Disclosures;
- considering the risk of material misstatement of the CBCR disclosures; and
- testing underlying data on a sample basis.

Our report is made solely to the Company’s members, as a body, in accordance with ISAE 3000. Our work has been undertaken so that we might state to the Company those matters we are required to state to them in this report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company’s members as a body for our work, this report, or for the conclusions we have formed.

Without modifying our opinion, we draw attention to the fact that the Disclosures may not be suitable for any other purpose other than meeting the requirements of the Capital Requirements (Country-by-Country Reporting) Regulations 2013, in accordance with which they have been prepared.

### **Independence**

In conducting our engagement, we have complied with APB Ethical Standards for Auditors and the ICAEW Code of Ethics.

Robert Topley (Senior statutory auditor)  
for and on behalf of Deloitte LLP  
Chartered Accountants and Statutory Auditor  
London, United Kingdom  
11 December 2015