

Close Brothers Group plc

Results of 2011 Annual General Meeting held on Thursday 17 November 2011.

All resolutions were passed by the requisite majority on a show of hands; resolutions 1 to 16 as ordinary resolutions and resolutions 17 to 19 as special resolutions.

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

	Ordinary Resolutions	Total Votes For	%	Total Votes Against	%	Total Votes Cast	% of Issued share capital	Votes Withheld
1.	To receive the 2011 Annual Report and Accounts	116,787,576	99.91	101,046	0.09	116,888,622	79.90	286
2.	To approve the Directors' Remuneration Report for the financial year ended 31 July 2011	83,677,451	75.98	26,454,719	24.02	110,132,170	75.29	6,756,737
3.	To authorise the payment of a final dividend on the ordinary shares of 26.5p per share for the year ended 31 July 2011	116,709,652	99.85	179,256	0.15	116,888,908	79.90	0
4.	To re-elect Strone Macpherson as a director	116,124,991	99.36	751,075	0.64	116,876,066	79.89	12,842
5.	To re-elect Preben Prebensen as a director	116,257,804	99.46	628,114	0.54	116,885,918	79.90	2,990
6.	To re-elect Stephen Hodges as a director	116,223,634	99.43	664,490	0.57	116,888,124	79.90	784
7.	To re-elect Jonathan Howell as a director	116,250,758	99.46	627,514	0.54	116,878,272	79.90	10,636
8.	To re-elect Bruce Carnegie-Brown as a director	111,507,712	95.40	5,380,412	4.60	116,888,124	79.90	784
9.	To re-elect Jamie Cayzer-Colvin as a director	115,794,288	99.07	1,089,630	0.93	116,883,918	79.90	4,990
10.	To re-elect Ray Greenshields as a director	111,517,564	95.41	5,368,354	4.59	116,885,918	79.90	2,990
11.	To re-elect Douglas Paterson as a director	111,505,746	95.40	5,372,526	4.60	116,878,272	79.90	10,636
12.	To re-elect Geoffrey Howe as a director	112,595,057	96.34	4,279,735	3.66	116,874,792	79.89	14,116
13.	To reappoint Deloitte LLP as auditors	113,354,233	97.92	2,404,313	2.08	115,758,546	79.13	1,130,362
14.	To authorise the directors to determine the remuneration of the auditors	114,755,178	98.21	2,093,425	1.79	116,848,603	79.88	40,305
15.	To approve the establishment of the Sharesave Scheme 2011	116,218,307	99.70	344,225	0.30	116,562,532	79.68	326,376
16.	To authorise the Board to allot shares and to grant rights to subscribe for or convert any security into shares (within prescribed limits)	116,378,398	99.60	470,178	0.40	116,848,576	79.88	40,332
	Special Resolutions							
17.	That, if resolution 16 is passed, pre-emption rights are disapplied in relation to allotments of equity	116,623,666	99.78	259,790	0.22	116,883,456	79.90	5,452

	securities (within prescribed limits)							
18.	That the Company be generally and unconditionally authorised to make market purchases of its own shares (within prescribed limits)	116,388,363	99.92	90,095	0.08	116,478,458	79.62	410,450
19.	That a general meeting except an AGM may be called on not less than 14 clear days' notice	114,433,812	97.90	2,450,293	2.10	116,884,105	79.90	4,803

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 is 146,284,926 ordinary shares (excluding 4,275,542 treasury shares).
4. The full text of the resolutions is detailed in the Notice of Meeting to be found on the Company website at <http://www.closebrothers.co.uk/agm.aspx>