

Close Brothers Group plc

AGM Results

At the Annual General Meeting (“**AGM**”) of Close Brothers Group plc (the “**Company**”) held on 21 November 2024 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 17 were passed as ordinary resolutions. Resolutions 18 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 the Company's 2024 Annual Report and Accounts together with the reports of the Directors and of the auditor.	105,437,924	99.99	12,915	0.01	105,450,839	70.07%	300,623
2.	To approve the Directors' Remuneration Report for the financial year ended 31 July 2024.	102,696,753	97.72	2,391,550	2.28	105,088,303	69.83%	663,159
3.	To approve the Directors' Remuneration Policy.	100,317,612	94.94	5,347,919	5.06	105,665,531	70.22%	85,931
4.	To re-elect Mike Biggs as a Director of the Company.	100,504,960	95.18	5,085,579	4.82	105,590,539	70.17%	160,923
5.	To re-elect Adrian Sainsbury as a Director of the Company.	105,364,918	99.70	320,075	0.30	105,684,993	70.23%	66,469
6.	To re-elect Mike Morgan as a Director of the Company.	104,803,995	99.73	282,127	0.27	105,086,122	69.83%	665,340

7.	To re-elect Tracey Graham as a Director of the Company.	104,067,708	98.49	1,594,130	1.51	105,661,838	70.21%	89,624
8.	To re-elect Kari Hale as a Director of the Company.	104,057,824	98.48	1,604,015	1.52	105,661,839	70.21%	89,623
9.	To re-elect Patricia Halliday as a Director of the Company.	105,391,400	99.73	280,291	0.27	105,671,691	70.22%	79,771
10.	To re-elect Tesula Mohindra as a Director of the Company.	105,403,282	99.75	268,409	0.25	105,671,691	70.22%	79,771
11.	To re-elect Mark Pain as a Director of the Company.	104,084,865	98.50	1,586,209	1.50	105,671,074	70.22%	80,388
12.	To re-elect Sally Williams as a Director of the Company.	105,392,086	99.73	287,105	0.27	105,679,191	70.22%	72,271
13.	To reappoint PricewaterhouseCoopers LLP as auditor of the Company.	105,165,946	99.52	506,996	0.48	105,672,942	70.22%	78,520
14.	To authorise the Audit Committee (on behalf of the Board) to determine the remuneration of the auditor.	105,608,723	99.92	89,436	0.08	105,698,159	70.24%	53,303
15.	That the Company and all companies that are its subsidiaries, be authorised to make political donations not exceeding 100,000 GBP (see Notice).	105,384,017	99.70	313,362	0.30	105,697,379	70.24%	54,083
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).	101,474,503	96.03	4,195,692	3.97	105,670,195	70.22%	81,267
17.	To authorise the Board to allot shares in connection with AT1 Securities (see Notice).	101,489,141	96.06	4,166,659	3.94	105,655,800	70.21%	95,662
	Special Resolutions							
18.	That, subject to the passing of Resolution 16, the Board be given power to allot equity	94,287,857	89.23	11,380,131	10.77	105,667,988	70.22%	83,474

	securities for cash as if section 561 of the Act did not apply (see Notice).							
19.	That, subject to Resolutions 16 and 18 passing, the Board be given the power to allot equity securities for cash as if section 561 of the Act did not apply (see Notice).	88,553,199	83.81	17,107,130	16.19	105,660,329	70.21%	91,133
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).	101,511,886	96.06	4,164,067	3.94	105,675,953	70.22%	75,509
21.	That the Company be authorised to make one or more market purchases of its ordinary shares of 25p each (see Notice).	105,186,887	99.52	503,331	0.48	105,690,218	70.23%	61,244
22.	That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.	104,401,634	98.77	1,296,755	1.23	105,698,389	70.24%	53,073

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 150,487,543 ordinary shares (excluding 1,572,747 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.

In accordance with Listing Rule 6.4.2, copies of the Special Resolutions passed at the Annual General Meeting have been submitted to the Financial Conduct Authority and will shortly be available for inspection from the National Storage Mechanism at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>

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About Close Brothers

Close Brothers is a leading UK merchant banking group providing lending, deposit taking, wealth management services and securities trading. We employ approximately 4,000 people, principally in the United Kingdom and Ireland. Close Brothers Group plc is listed on the London Stock Exchange and is a constituent of the FTSE 250.