

Charles Stanley Group PLC
(“Charles Stanley” or “the Company”)

2011 Final Dividend – Scrip Alternative and changes to PDMR Interests pursuant to Disclosure Rule 3.1.2

Charles Stanley announces that elections have been made by 212 shareholders to receive 136,007 ordinary shares of 25 pence each in the Company (“Shares”) in lieu of cash in respect of all or part of their final dividend (“Final Dividend”), to be paid on 3 August 2011.

Application has therefore been made for the admission (“Admission”) of 136,007 new Shares to the Official List of the UK Listing Authority and to trading on the London Stock Exchange’s market for listed securities. The new Shares will rank pari passu with the Company’s existing issued Shares and dealings are expected to commence on 3 August 2010.

Pursuant to Disclosure Rule 3.1.2, the resultant interests, upon Admission, of certain Directors, PDMRs and their Connected Persons who have elected to receive the Final Dividend in the form of shares are set out below:

PDMR/Director	Sir David Howard Bt.	Peter A. Hurst	Stephen C. King	Gary Teper	Philip Nathan
Connected Persons	James Howard; Trustees of the Lady Howard Estate; Queen Street Securities; Trustees of the Charles Stanley & Co Retirement Benefit Scheme	Trustees of the Charles Stanley & Co Retirement Benefit Scheme	Trustees of the Charles Stanley & Co Retirement Benefit Scheme	Trustees of the Constantia SIPP; Julia Teper	H.A. Nathan
Notification in respect of PDMR/Director or Connected Person or Non-Beneficial Interest	PDMR, Connected Person & Non-Beneficial Interest	Non-Beneficial Interest	Non-Beneficial Interest	PDMR & Connected Person	PDMR & Connected Person
Description of Shares (including class)	25p Ordinary Shares	25p Ordinary Shares	25p Ordinary Shares	25p Ordinary Shares	25p Ordinary Shares
Name of registered shareholder and number of shares	Sir David Howard Bt. and Rock Nominees Ltd	Rock Nominees Ltd	Rock Nominees Ltd	Rock Nominees Ltd	Rock Nominees Ltd
Nature of transaction	Acquisition of shares following scrip dividend	Acquisition of shares following scrip dividend	Acquisition of shares following scrip dividend	Acquisition of shares following scrip dividend	Acquisition of shares following scrip dividend

	election	election	election	election	election
No. of shares acquired /transferred and % of ISC	Sir David Howard Bt: 30,000 (0.06 %) Lady Valerie Howard: 9,999 (0.02%) James Howard: 861 (0.001%) Trustees of the Lady Howard Estate: 865 (0.001 %) Queen Street Securities: 32,400 (0.07%); Trustees of the Charles Stanley & Co. Retirement Benefit Scheme: 7,794 (0.01%)	Trustees of the Charles Stanley & Co. Retirement Benefit Scheme: 7,794 (0.01%)	Trustees of the Charles Stanley & Co. Retirement Benefit Scheme: 7,794 (0.01%)	Trustees of the Constantia SIPP: 584 (0.001%) Gary Teper: 47 (0.0001%) J. Teper: 124 (0.0002%)	Trustees of the EBS Happy Years SIPP: 4,141 (0.009%) H.A. Nathan 318 (0.0007%)
No. of shares disposed and % of ISC	n/a	n/a	n/a	n/a	n/a
Price of share	329.78p	329.78p	329.78p	329.78p	329.78p
Date of transaction	3 August 2011	3 August 2011	3 August 2011	3 August 2011	3 August 2011
Total holding	<u>Beneficial</u> Sir David Howard: 7,490,000 (16.56%); Lady Valerie Howard: 2,549,999 (5.64%) James Howard: 649,999 (1.43%); Trustees of the Lady Howard Estate: 35,442 (0.07%);	<u>Beneficial</u> Peter Hurst: 149,716 (0.33%) E.J. Hurst: 22,916 (0.05%) <u>Non Beneficial</u> Trustees of the Charles Stanley & Co. Retirement Benefit Scheme: 319,367 (0.7%)	<u>Beneficial</u> Stephen King: 31,076 (0.06%); J.L. King: 13,000 (0.02%) <u>Non Beneficial</u> Trustees of the Charles Stanley & Co. Retirement Benefit Scheme: 319,367	Trustees of the Constantia SIPP: 28,031 (0.06%); Gary Teper: 1,934 (0.004%); Julia Teper: 5,092 (0.01%)	Trustees of the EBS Happy Years SIPP: 169,671 (0.37%) P.C. Nathan: 406,981 (0.9%) H.A. Nathan: 13,552 (0.022%)

	Queen Street Securities: 2,102,500 (4.65%); <u>Non Beneficial</u> Trustees of the Charles Stanley & Co. Retirement Benefit Scheme: 319,367 (0.7%)		(0.7%)		
Date issuer informed	18 th July 2011	18 th July 2011	18 th July 2011	18 th July 2011	18 th July 2011
Additional Information	The percentages in the notification above are based on the issued share capital following admission of the new Shares on 3 August 2011. Upon Admission the total number of Shares in issue, and therefore the total number of voting shares, will be 45,208,028 shares. There are no shares held in Treasury. The above figure may be used by shareholders to determine if they are required to notify their interest in, or a change to their interest in, the share capital of the Company under the Financial Service Authority's Disclosure and Transparency Rules. Copies of the Scrip Dividend Scheme have been lodged with the the National Storage Mechanism at www.hemscott.com/nsm.do .				

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