

## CHARLES STANLEY GROUP PLC

("Charles Stanley" or "the Company")

### RESULT OF AGM

At the Company's Annual General Meeting held on Tuesday 24<sup>th</sup> July 2018, all the resolutions which were set out in the Notice of Meeting circulated to shareholders on 25<sup>th</sup> June 2018 (the "Notice of Meeting"), were passed on a show of hands.

In accordance with Listing Rule 9.6.18 copies of all resolutions passed, other than ordinary business, will be submitted to the UK Listing Authority. Copies will be available at the National Storage Mechanism at [www.hemscott.com/nsm.do](http://www.hemscott.com/nsm.do).

### Board Committee Changes

On 13 June 2018 the Company announced certain changes to the membership of its Board Committees with effect from the conclusion of the 2018 AGM. The 2018 AGM has now been held. The Company confirms that:

- Hugh Grootenhuis has become Chair of the Audit Committee and Bridget Guerin has stepped down as a member of the Committee.
- Marcia Campbell has stepped down as a member of the Remuneration Committee and has become Chair of the Risk Committee (of which she is already a member).
- Andrew Didham has stepped down from being Chair of the Risk Committee but will remain a member of that Committee.

The Board Committee memberships following these changes are now as follows:

<b>Audit Committee</b>	<b>Nomination Committee</b>	<b>Remuneration Committee</b>	<b>Risk Committee</b>
Hugh Grootenhuis (Chair)	Sir David Howard (Chair)	Bridget Guerin (Chair)	Marcia Campbell (Chair)
Andrew Didham	Andrew Didham	Andrew Didham	Andrew Didham
Marcia Campbell	Hugh Grootenhuis	Hugh Grootenhuis	Bridget Guerin
	Bridget Guerin		Hugh Grootenhuis
	Marcia Campbell		

## PROXY APPOINTMENT DISCLOSURE

### The Annual General Meeting of Charles Stanley Group PLC was held on 24 July 2018

As at the date of the AGM the total number of shares in issue was 50,750,595. Proxy appointments were received from shareholders of 47,313,863 ordinary shares amounting to 93.2% of the issued share capital.

*For resolutions decided on a show of hands, the following number of proxy appointments and associated instructions were received prior to the meeting:*

Res No:	FOR*		AGAINST		Total Votes	% of ISC	Votes Withheld
	No of Shares	% of total	No of Shares	% of total			
<b>Resolution 1</b> Adoption of Annual Report and Accounts	47,309,496	99.99	4,367	0.01	47,313,863	93.2	0
<b>Resolution 2</b> Declaration of Dividend	47,308,762	99.99	734	0.01	47,313,863	93.2	4,367
<b>Resolution 3</b> Approval of the Directors' Remuneration Report	47,304,141	99.98	9,722	0.02	47,313,863	93.2	0
<b>Resolution 4</b> Approval of the Directors' Remuneration Policy	46,817,980	98.95	495,883	1.05	47,313,863	93.2	0
<b>Resolution 5</b> Re-election of Sir David Howard	46,287,146	97.83	1,026,717	2.17	47,313,863	93.2	0
<b>Resolution 6</b> Re-election of Paul Abberley	47,293,871	99.96	19,992	0.04	47,313,863	93.2	0
<b>Resolution 7</b> Re-election of Benjamin Money-Coutts	47,292,655	99.96	21,208	0.04	47,313,863	93.2	0
<b>Resolution 8</b> Re-election of Gary Teper	47,308,280	99.99	5,583	0.01	47,313,863	93.2	0
<b>Resolution 9</b> Re-election of Bridget Guerin	47,307,138	99.99	6,725	0.01	47,313,863	93.2	0
<b>Resolution 10</b> Re-election of Andrew Didham	47,309,496	99.99	4,367	0.01	47,313,863	93.2	0
<b>Resolution 11</b> Election of Hugh Grootenhuis	47,309,496	99.99	4,367	0.01	47,313,863	93.2	0
<b>Resolution 12</b> Election of Marcia Campbell	47,308,280	99.99	5,583	0.01	47,313,863	93.2	0

<b>Resolution 13</b> Re-appointment of KPMG LLP as Auditor.	47,301,945	99.97	11,918	0.03	47,313,863	93.2	0
<b>Resolution 14</b> To authorise the Directors to determine the remuneration of the Auditors.	47,309,496	99.99	4,367	0.01	47,313,863	93.2	0
<b>Resolution 15</b> That the Directors are authorised to issue shares as set out in the Notice of Meeting.	47,287,121	99.94	26,342	0.06	47,313,863	93.2	400
<b>Resolution 16</b> To dis-apply pre-emption rights on up to 5% of share capital.	47,301,906	99.98	11,557	0.02	47,313,863	93.2	400
<b>Resolution 17</b> To dis-apply pre-emption rights on an additional 5% of share capital.	47,300,222	99.97	13,241	0.03	47,313,863	93.2	400
<b>Resolution 18</b> To allow the Company to hold general meetings (other than AGMs) on not less than 14 clear days' notice.	47,303,146	99.98	10,717	0.02	47,313,863	93.2	0

#### **VOTES OF INDEPENDENT SHAREHOLDERS ON THE RESOLUTIONS CONCERNING THE RE-ELECTION OF THE INDEPENT NON-EXECUTIVE DIRECTORS**

As at the date of the AGM the total number of shares in issue was 50,750,595. Proxy appointments were received from independent shareholders of 26,047,647 ordinary shares amounting to 51.3% of the issued share capital.

Res No:	FOR*		AGAINST		Total Votes	% of ISC	Votes Withheld
	No of Shares	% of total	No of Shares	% of total			
<b>Resolution 9</b> Re-election of Bridget Guerin	26,040,922	99.97	6,725	0.03	26,047,647	51.3	0
<b>Resolution 10</b> Re-election of Andrew Didham	26,043,280	99.98	4,367	0.02	26,047,647	51.3	0
<b>Resolution 11</b> Election of Hugh Grootenhuis	26,043,280	99.98	4,367	0.02	26,047,647	51.3	0

<b>Resolution 12</b> Election of Marcia Campbell	26,042,064	99.98	5,583	0.02	26,047,647	51.3	0
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\*Includes discretionary votes

\*\* A vote withheld is not a vote in law and, therefore cannot be counted in the calculation of the proportion of votes for and against a resolution.

**For further information, please contact:**

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**Notes to editors:**

Charles Stanley traces its origins back directly to 1792 and is one of the oldest firms on the London Stock Exchange. Charles Stanley today provides holistic wealth management services to private clients, charities and smaller institutions. These are delivered by over 450 professionals located in 21 offices throughout the UK, both direct to clients and to intermediaries. Our services include investment portfolio management and financial planning, supported by in-house administration and custody for investment portfolios, SIPP's and ISAs to enhance the quality of service provided. In addition, Charles Stanley Direct provides an award winning direct to customer execution-only dealing platform for equities and funds.