

CHARLES STANLEY GROUP PLC
(“Charles Stanley” or “the Company”)

RESULT OF AGM

At the Company’s Annual General Meeting held on Friday 29th July 2016, all the resolutions which were set out in the Notice of Meeting circulated to shareholders on 1st July 2016 (the “Notice of Meeting”), were passed on a show of hands.

At the record date for the meeting the total number of voting rights in the Company stood at 50,723,212 and the total ordinary shares in issue were 50,723,212.

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.

PROXY APPOINTMENT DISCLOSURE

The Annual General Meeting of Charles Stanley Group PLC was held on 29 July 2016

As at the date of the AGM the total number of shares in issue was 50,723,212. Proxy appointments were received from shareholders of 41,220,916 ordinary shares amounting to 81.3% of the issued share capital.

For resolutions decided on a show of hands, the following levels 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			
Resolution 1 Adoption of Annual Report and Accounts	41,212,120	99.98	8,220	0.02	41,220,340	81.27	576
Resolution 2 Declaration of Dividend	41,204,782	99.98	7,347	0.02	41,212,129	81.24	8,787
Resolution 3 Approval of the implementation section of the Directors’ Remuneration Report	41,173,279	99.92	31,633	0.08	41,204,912	81.23	16,004
Resolution 4 Re-election of Sir David Howard	41,195,893	99.96	17,398	0.04	41,213,291	81.25	7,625
Resolution 5 Re-election of Paul Abberley	41,178,468	99.93	28,346	0.07	41,206,814	81.24	14,102
Resolution 6 Re-election of Michael Lilwall	41,190,666	99.95	21,906	0.05	41,212,572	81.25	8,344
Resolution 7 Re-election of Benjamin Money-Coutts	41,187,354	99.94	23,655	0.06	41,211,009	81.25	9,907
Resolution 8 Re-election of Gary Teper	41,185,913	99.96	16,942	0.04	41,202,855	81.23	18,061

Resolution 9 Re-election of Bridget Guerin	41,191,147	99.96	15,712	0.04	41,206,859	81.24	14,057
Resolution 10 Re-election of David Pusinelli	41,185,079	99.95	20,742	0.05	41,205,821	81.24	15,095
Resolution 11 Election of Andrew Didham	41,200,128	99.98	6,798	0.02	41,206,926	81.24	13,990
Resolution 12 Re-appointment of KPMG LLP as Auditor	41,193,262	99.98	10,110	0.02	41,203,372	81.23	17,544
Resolution 13 Authorise the Directors to determine the remuneration of the Auditors	41,215,537	99.99	5,379	0.01	41,220,916	81.27	0
Resolution 14 Renewal of authority to allot shares	40,613,251	98.57	589,617	1.43	41,202,868	81.23	18,048
Resolution 15 Disapplication of pre-emption rights	41,169,116	99.90	40,207	0.10	41,209,323	81.24	11,593
Resolution 16 Disapplication of pre-emption rights	40,602,307	99.90	41,407	0.10	40,643,714	80.13	577,202
Resolution 17 14 clear days' notice for general meetings	41,197,889	99.96	16,778	0.04	41,214,667	81.30	6,239

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

As at the date of the AGM the total number of shares in issue was 50,723,212. Proxy appointments were received from independent shareholders of 20,319,002 ordinary shares amounting to 40.1% 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			
Resolution 9 Re-election of Bridget Guerin	20,302,923	99.92	15,712	0.08	20,318,635	40.06	14,057
Resolution 10 Re-election of David Pusinelli	20,296,855	99.90	20,742	0.10	20,317,597	40.06	15,095
Resolution 11 Election of Andrew Didham	20,311,904	99.97	6,798	0.03	20,318,702	40.10	13,990

*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.

Julie Ung
Company Secretary

For further information, please contact:
Rebecca Sanders-Hewett
Redleaf Communications
Phone: 020 7382 4730
Email: CScapitalmarkets@redleafpr.com