

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

RESULT OF AGM

At the Company’s Annual General Meeting held on Wednesday 10th July 2019, all the resolutions which were set out in the Notice of Meeting circulated to shareholders on 10th June 2019 (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.

PROXY APPOINTMENT DISCLOSURE

The Annual General Meeting of Charles Stanley Group PLC was held on 10 July 2019

As at the date of the AGM the total number of shares in issue was 50,783,612. Proxy appointments were received from shareholders of 43,752,104 ordinary shares amounting to 86.2% 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			
Resolution 1 Adoption of Annual Report and Accounts	43,752,104	100	0	0.00	43,752,104	86.2	0
Resolution 2 Declaration of Dividend	43,751,884	99.99	1,225	0.01	43,753,109	86.2	0
Resolution 3 Approval of the Directors’ Remuneration Report	43,726,702	99.95	23,048	0.05	43,749,750	86.2	2,354
Resolution 4 Re-election of Sir David Howard	43,674,900	99.83	75,216	0.17	43,750,116	86.2	1,988
Resolution 5 Re-election of Paul Abberley	43,733,775	99.96	18,329	0.04	43,752,104	86.2	0
Resolution 6 Re-election of Benjamin Money-Coutts	43,730,739	99.96	18,329	0.04	43,749,068	86.2	3,036
Resolution 7 Re-election of Bridget Guerin	43,741,094	99.98	10,148	0.02	43,751,242	86.2	1,867
Resolution 8 Re-election of Andrew Didham	43,744,150	99.98	7,092	0.02	43,751,242	86.2	261

Resolution 9 Re-election of Hugh Grootenhuis	43,745,756	99.99	6,087	0.01	43,751,843	86.2	261
Resolution 10 Re-election of Marcia Campbell	43,743,480	99.99	6,414	0.01	43,749,894	86.2	2,210
Resolution 11 Re-appointment of KPMG LLP as Auditor.	43,743,130	99.99	3,689	0.01	43,746,819	86.2	5,285
Resolution 12 To authorise the Directors to determine the remuneration of the Auditors.	43,751,135	100	0	0.00	43,751,135	86.2	969
Resolution 13 That the Directors are authorised to issue shares as set out in the Notice of Meeting.	43,747,698	99.99	3,006	0.01	43,750,704	86.2	1,400
Resolution 14 To dis-apply pre-emption rights on up to 5% of share capital.	43,739,954	99.98	8,410	0.02	43,748,364	86.2	3,740
Resolution 15 To dis-apply pre-emption rights on an additional 5% of share capital.	43,735,421	99.97	12,943	0.03	43,748,364	86.2	3,740
Resolution 16 To allow the Company to hold general meetings (other than AGMs) on not less than 14 clear days' notice.	43,745,054	99.98	7,050	0.02	43,752,104	86.2	0

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 50,783,612. Proxy appointments were received from independent shareholders of 22,486,095 ordinary shares amounting to 44.3% 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			
Resolution 7 Re-election of	22,475,085	99.95	10,148	0.05	22,485,233	44.3	0

Bridget Guerin							
Resolution 8 Re-election of Andrew Didham	22,478,141	99.97	7,092	0.03	22,485,233	44.3	0
Resolution 9 Re-election of Hugh Grootenhuis	22,479,747	99.97	6,087	0.03	22,485,834	44.3	0
Resolution 10 Re-election of Marcia Campbell	22,477,471	99.97	6,414	0.03	22,483,885	44.3	0

*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.

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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 800 professionals located in 27 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 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.