

Close Brothers

Close Brothers Group plc

(incorporated with limited liability in England and Wales with registered number 520241)

£1,000,000,000

Euro Medium Term Note Programme

This Supplementary Prospectus (the “**Supplementary Prospectus**”, which definition shall include all information incorporated by reference herein) to the base prospectus dated 13 April 2018 (the “**Prospectus**”, which definition includes the Prospectus as supplemented, amended or updated from time to time, and includes all information incorporated by reference therein), constitutes a supplementary prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000 (“**FSMA**”) and is prepared in connection with the Euro Medium Term Note programme (the “**Programme**”) established by Close Brothers Group plc (the “**Issuer**”).

Terms defined in the Prospectus have the same meanings when used in this Supplementary Prospectus unless the context requires otherwise.

This Supplementary Prospectus is supplemental to, and should be read in conjunction with, the Prospectus issued by the Issuer and all documents which are incorporated herein or therein by reference.

This Supplementary Prospectus has been approved by the United Kingdom Financial Conduct Authority (the “**FCA**”) which is the competent authority for the purposes of the Prospectus Directive and relevant implementing measures in the United Kingdom, as a Supplementary Prospectus to the Prospectus. The Prospectus constitutes a base prospectus prepared in compliance with the Prospectus Directive and relevant implementing measures in the United Kingdom for the purpose of giving information with regard to the issue of Notes under the Programme.

The Issuer accepts responsibility for the information contained in this Supplementary Prospectus. To the best of the knowledge of the Issuer (having taken all reasonable care to ensure that such is the case), the information contained in this Supplementary Prospectus is in accordance with the facts and does not omit anything likely to affect the import of such information.

1. Purpose

The purpose of this Supplementary Prospectus is to incorporate by reference the Issuer's annual report and accounts for the financial year ended 31 July 2018 (the "**Issuer's Annual Report and Accounts**") and amend the "*Significant or Material Change*" statement on page 106 of the Prospectus to reflect the publishing of the Issuer's Annual Report and Accounts.

2. Incorporation by reference of the Issuer's Annual Report and Accounts

On 1 October 2018, the Issuer published the Issuer's Annual Report and Accounts.

By virtue of this Supplementary Prospectus, the Issuer's Annual Report and Accounts are hereby incorporated in and form part of this Supplementary Prospectus, and are thereby incorporated in and form part of the Prospectus.

Copies of the Issuer's Annual Report and Accounts have been filed with the National Storage Mechanism.

3. Amendment of "Significant or Material Change" statement

By virtue of this this Supplementary Prospectus, the statement headed "Significant or Material Change" on page 106 of the Prospectus is hereby replaced with the statement below:

"There has been no significant change in the financial or trading position of the Issuer or the Group since 31 July 2018 and there has been no material adverse change in the financial position or prospects of the Issuer or the Group as a whole since 31 July 2018."

4. General

For so long as Notes may be issued pursuant to the Prospectus (as supplemented by this Supplementary Prospectus), copies of the following documents will be available during normal business hours from the registered offices of the Issuer and the specified office of the Paying Agents for the time being in London and Luxembourg:

- (A) a copy of this Supplementary Prospectus; and
- (B) the Issuer's Annual Report and Accounts.

Copies of this Supplementary Prospectus and copies of documents incorporated by reference in this Supplementary Prospectus will also be available for viewing on the website of the Regulatory News Service operated by the London Stock Exchange at the following address: <http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html>.

To the extent that there is any inconsistency between (a) any statement in this Supplementary Prospectus or any statement incorporated by reference into the Prospectus by this Supplementary Prospectus, and (b) any other statement in or incorporated by reference in the Prospectus prior to the date of this Supplementary Prospectus, the statements in (a) will prevail.

If documents which are incorporated by reference themselves incorporate any information or other documents by reference therein, either expressly or implicitly, such information or other documents will not form part of this Supplementary Prospectus for the purposes of the Prospectus Directive except where such information or other documents are specifically incorporated by reference in this Supplementary Prospectus or where this Supplementary Prospectus is specifically defined as including such information.

Any information contained in a document incorporated by reference in this Supplementary Prospectus which is not incorporated in, and does not form part of, this Supplementary Prospectus is not relevant for investors or is contained elsewhere in this Supplementary Prospectus.

References in this Supplementary Prospectus to websites are made for information purposes only and the contents of those websites do not form part of this Supplementary Prospectus.

Save as disclosed in this Supplementary Prospectus, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Prospectus since publication of the Prospectus.

No person has been authorised by the Issuer, any Dealer or the Trustee to give any information or to make any representation not consistent with the Prospectus, this Supplementary Prospectus or any other document entered into in relation to the Programme or any information supplied by the Issuer or such other information as is in the public domain and, if given or made, such information or representation should not be relied upon as having been authorised by the Issuer, any Dealer or the Trustee.