

EXECUTION VERSION

FINAL TERMS

MiFID II product governance / Professional investors and ECPs only target market – Solely for the purposes of each manufacturer’s product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, “**MiFID II**”); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a “**Distributor**”) should take into consideration the manufacturers’ target market assessment; however, a Distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers’ target market assessment) and determining appropriate distribution channels.

Prohibition of sales to EEA retail investors – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“**EEA**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of MiFID II; (ii) a customer within the meaning of Directive 2002/92/EC (“**IMD**”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Directive 2003/71/EC (as amended, the “**Prospectus Directive**”). Consequently no key information document required by Regulation (EU) No 1286/2014 (the “**PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

24 April 2018

Close Brothers Group plc
Legal Entity Identifier: 213800W73SYHR14I3X91
Issue of £250,000,000 2.750 per cent. Notes due 26 April 2023
under the £1,000,000,000
Euro Medium Term Note Programme

PART A - CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the “**Conditions**”) set forth in the Prospectus dated 13 April 2018 which constitutes a base prospectus (the “**Prospectus**”) for the purposes of Article 5.4 of Directive 2003/71/EC as amended (including by Directive 2010/73/EU and including any relevant implementing measure to the extent that such amendments have been implemented in a relevant Member State of the European Economic Area) (the “**Prospectus Directive**”). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Prospectus. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Prospectus. The Prospectus has been published on the website of the London Stock Exchange (at <http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html>).

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| 1. | (a) Issuer: | Close Brothers Group plc |
| 2. | (a) Series Number: | 1 |
| | (b) Tranche Number: | 1 |

	(c) Date on which the Notes will be consolidated and form a single Series:	Not Applicable
3.	Specified Currency or Currencies:	Pounds Sterling (£)
4.	Aggregate Nominal Amount:	
	(a) Series:	£250,000,000
	(b) Tranche:	£250,000,000
5.	Issue Price:	99.625 per cent. of the Aggregate Nominal Amount
6.	(a) Specified Denominations:	£100,000 and integral multiples of £1,000 in excess thereof up to and including £199,000. No Notes in definitive form will be issued with a denomination above £199,000.
	(b) Calculation Amount:	£1,000
7.	(a) Issue Date:	26 April 2018
	(b) Interest Commencement Date:	Issue Date
8.	Maturity Date:	26 April 2023
9.	Interest Basis:	2.750 per cent. Fixed Rate (see paragraph 14 below)
10.	Redemption/Payment Basis:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount
11.	Change of Interest Basis or Redemption/Payment Basis:	Not Applicable
12.	Put/Call Options:	Not Applicable
13.	Date approval for issuance of Notes obtained:	27 March 2018 and 10 April 2018

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14.	Fixed Rate Note Provisions:	Applicable
	(a) Rate(s) of Interest:	2.750 per cent. per annum payable in arrear on each Interest Payment Date
	(b) Interest Payment Date(s):	26 April and 26 October in each year up to and including the Maturity Date, commencing on 26 October 2018, adjusted in accordance with Following Business Day Convention, with no adjustment for period end dates
	(c) Fixed Coupon Amount(s):	£13.75 per Calculation Amount
	(d) Broken Amount(s): <i>(applicable to Notes in Definitive form)</i>	Not Applicable
	(e) Day Count Fraction:	Actual/Actual (ICMA)
	(f) Determination Date(s):	26 April and 26 October in each year
15.	Floating Rate Note Provisions:	Not Applicable
16.	Zero Coupon Note Provisions:	Not Applicable

PROVISIONS RELATING TO REDEMPTION

17.	Notice periods for Condition 7(b)	Minimum period: 15 days
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(Redemption and Purchase – Redemption for taxation reasons) Maximum period: 30 days

18. **Issuer Call:** Not Applicable
19. **Investor Put:** Not Applicable
20. **Final Redemption Amount:** £1,000 per Calculation Amount
21. **Early Redemption Amount payable on redemption for taxation reasons or on event of default:** £1,000 per Calculation Amount

GENERAL PROVISIONS APPLICABLE TO THE NOTES

22. (a) Form: Bearer Notes
Temporary Bearer Global Note exchangeable for a Permanent Bearer Global Note which is exchangeable for Definitive Bearer Notes only upon an Exchange Event
- (b) New Global Note/NSS: Yes (New Global Note)
23. Additional Financial Centre(s) : Not Applicable
24. Talons for future Coupons to be attached to Definitive Notes in bearer form (and dates on which such Talons mature): No

RESPONSIBILITY

Not Applicable

Signed on behalf of the Issuer:

By: 
Duly authorised

PART B - OTHER INFORMATION

1. LISTING

- (i) Listing Admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the Main Market of the London Stock Exchange and listing on the Official List of the UK Listing Authority with effect from 26 April 2018.
- (ii) Estimate of total expenses related to admission to trading: £4,500

2. RATINGS

- Ratings: The Notes to be issued are expected to be assigned the following ratings:
- A by Fitch Ratings Ltd
A3 by Moody's Investors Service Limited

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for any fees payable to the Joint Lead Managers, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Joint Lead Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

4. YIELD

- Indication of yield: 2.851 per cent. per annum

5. OPERATIONAL INFORMATION

- (i) ISIN: XS1813721500
- (ii) Common Code: 181372150
- (iii) CFI: DTFXFB
- (iv) FISN: CLOSEBROTHERS/1EMTN 20230426
- (v) Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking S.A. and the relevant identification number(s): Not Applicable
- (vi) Delivery: Delivery against payment
- (vii) Names and addresses of additional Paying Agent(s) (if any): Not Applicable
- (viii) U.S. Selling Restrictions: Reg. S Category 2
TEFRA D
- (x) Intended to be held in a manner which would allow Eurosystem eligibility: Yes. Note that the designation "yes" simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the Notes will be recognized as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem either upon issue or

at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.