

Notice of Annual General Meeting

Notice is given that the annual general meeting of Brooks Macdonald Group plc ("the Company") will be held at Trafalgar Room 1, The Institute of Directors, 116 Pall Mall, London SW1Y 5ED on Friday 13 October 2006 at 10.00 a.m. to consider the following:

Ordinary Business

- 1 To receive and adopt the accounts and reports of the directors and the auditors for the year ended 30 June 2006.
- 2 To declare a final dividend of 1.5 pence per Ordinary Share for the year ended 30 June 2006.
- 3 To re-elect Jonathan Gumpel as a director.
- 4 To re-elect Richard Spencer as a director.
- 5 To re-appoint Moore Stephens LLP as the Company's auditors and to authorise the directors to determine their remuneration.

Special Business

DIRECTORS' AUTHORITY TO ALLOT SHARES

To resolve as an ordinary resolution:

- 6 That in place of all existing authorities, the directors be generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 ("the Act") to exercise all the powers of the Company to allot relevant securities (within the meaning of section 80) up to an aggregate nominal amount of £32,700 for a period expiring (unless previously revoked, varied or renewed) on the date which is fifteen months after the passing of this Resolution or, if sooner, the end of the next annual general meeting of the Company, but the Company may make an offer or agreement which would or might require relevant securities to be allotted after this authority expires and the directors may allot relevant securities in pursuance of such offer or agreement as if this authority had not expired.

DISAPPLICATION OF PRE-EMPTION RIGHTS

To resolve as a special resolution:

- 7 That subject to the passing of Resolution 6 above and in place of all existing powers, the directors be generally empowered pursuant to section 95 of the Act to allot equity securities (within the meaning of section 94(2) to 94(3A) of the Act) for cash, pursuant to the authority conferred by Resolution 6 as if section 89(1) of the Act did not apply to such allotment, provided that this power shall expire on the date which is fifteen months after the passing of this Resolution or, if sooner, the end of the next annual general meeting of the Company. This power shall be limited to the allotment of equity securities:
 - 7.1 in connection with an issue by way of rights (including, without limitation, under a rights issue, open offer or similar arrangement) in favour of holders of Ordinary Shares in the capital of the Company in proportion (as nearly as may be practicable) to their existing holdings of Ordinary Shares, but subject to such exclusions or other arrangements as the directors deem necessary or expedient in relation to fractional entitlements or any legal, regulatory or practical problems under the laws of any territory, or the requirements of any regulatory body or stock exchange; and
 - 7.2 otherwise than pursuant to paragraph 7.1 up to an aggregate nominal amount of £4,900;

but the Company may make an offer or agreement which would or might require equity securities to be allotted after this power expires and the directors may allot equity securities in pursuance of such offer or agreement as if this power had not expired.

This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 94(3A) of the Act as if in the first paragraph of this resolution the words "pursuant to the authority conferred by Resolution 6" were omitted.

COMPANY'S AUTHORITY TO PURCHASE ITS OWN SHARES

To resolve as a special resolution:

- 8 That the Company be generally authorised pursuant to section 166 of the Act to make market purchases (within the meaning of section 163(3) of the Act) of its Ordinary Shares on such terms and in such manner as the directors shall determine, provided that:
- 8.1 the maximum number of Ordinary Shares hereby authorised to be purchased is 980,000;
 - 8.2 the maximum price which may be paid for each Ordinary Share shall be 5 per cent. above the average of the middle market quotations for an Ordinary Share (as derived from the daily official list of London Stock Exchange plc) for the five business days immediately before the day on which the purchase is made (in each case exclusive of expenses);
 - 8.3 the minimum price which may be paid for each Ordinary Share shall be £0.01; and
 - 8.4 this authority (unless previously revoked, varied or renewed) shall expire on the date which is fifteen months after the passing of this Resolution or, if sooner, the end of the next annual general meeting of the Company, except in relation to the purchase of Ordinary Shares the contract for which was concluded before such date and which will or may be executed wholly or partly after such date.

BY ORDER OF THE BOARD

Simon Jackson

Company Secretary

Dated: 12 September 2006

Registered Office:

111 Park Street
London
W1K 7JL

Notes

1. Only those shareholders registered in the register of members of the Company as at 6.00 p.m. on Wednesday 11 October 2006 shall be entitled to attend or vote at the meeting in respect of the number of Ordinary Shares registered in their name at that time. Changes to entries on the register of members after that time will be disregarded in determining the right of any person to attend or vote at the meeting.
2. Every shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, to vote instead of that shareholder. A proxy need not be a member of the Company.
3. A proxy form is enclosed with this notice. Instructions for use are shown on the form. To be valid, the form of proxy must be deposited at Capita IRG plc, The Registry, 34 Beckenham Road, Kent BR3 4TU **NOT LATER THAN 10.00 A.M. on 11 October 2006**, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority. The completion and return of the form of proxy will not, however, preclude you from attending and voting at the meeting if you so wish.
4. There will be available for inspection at the registered office of the Company during normal business hours on any weekday (excluding Saturdays and public holidays) and at Trafalgar Room 1, The Institute of Directors, 116 Pall Mall, London, SW1Y 5ED for at least 15 minutes prior to and during the annual general meeting copies of the register of directors' interests, the service contract of each executive director and the letter of appointment of each non-executive director.