

Notice of Annual General Meeting

Notice is given that the annual general meeting of Brooks Macdonald Group plc (the "Company") will be held at 111 Park Street, London W1K 7JL on Wednesday 19 October 2011 at 9.30 a.m. for the following purposes.

Ordinary Business

To resolve as ordinary resolutions:

- 1 To receive and consider the accounts and reports of the directors and the auditors for the year ended 30 June 2011.
- 2 To declare a final dividend of 10 pence per Ordinary Share for the year ended 30 June 2011.
- 3 To re-elect Simon Jackson as a director.
- 4 To re-elect Jonathan Gumpel as a director.
- 5 To re-elect Richard Spencer as a director.
- 6 To re-elect Diane Seymour-Williams as a director.
- 7 To appoint PricewaterhouseCoopers 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:

- 8 That the directors be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 ("the Act") to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ("Relevant Securities"), up to a maximum aggregate nominal amount of £35,960, 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. However, in each case the Company may, before such expiry, 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.

All previous unutilised authorities given to the directors pursuant to section 551 of the Act shall cease to have effect at the conclusion of the annual general meeting, save to the extent that those authorities are exercisable pursuant to section 551(7) of the Act by reason of any offer or agreement made prior to the date of this resolution which would or might require shares to be allotted or rights to be granted on or after that date.

Disapplication of pre-emption rights

To resolve as a special resolution:

- 9 That, subject to the passing of resolution 8 above, the directors be generally empowered pursuant to sections 570 and 573 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash, pursuant to the authority conferred by resolution 8, as if section 561 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:
 - 9.1 in connection with an offer of equity securities (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
 - 9.2 otherwise than pursuant to paragraph 9.1 up to an aggregate nominal amount of £5,390;
 but the Company may, before such expiry, 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 560(2)(b) of the Act as if in the first paragraph of this resolution the words "pursuant to the authority conferred by resolution 8" were omitted.

All previous unutilised powers given to the directors pursuant to sections 570 and 573 of the Act shall cease to have effect at the conclusion of this annual general meeting.

Company's authority to purchase its own shares

To resolve as a special resolution:

10 That the Company be generally authorised pursuant to section 701 of the Act to make market purchases (within the meaning of section 693(4) of the Act) of its Ordinary Shares of £0.01 each on such terms and in such manner as the directors shall determine, provided that:

10.1 the maximum number of Ordinary Shares hereby authorised to be purchased is 1,000,000;

10.2 the maximum price which may be paid for each Ordinary Share shall be 5% above the average of the middle market quotations for an Ordinary Share (as derived from The Stock Exchange Daily Official List) for the five business days immediately before the day on which the purchase is made (in each case exclusive of expenses);

10.3 the minimum price which may be paid for each Ordinary Share shall be £0.01; and

10.4 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
Secretary

Dated: 22 September 2011

Registered Office:
111 Park Street, London W1K 7JL

NOTES:**Rights to appoint a proxy**

- 1 Members of the Company are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote at a meeting of the Company. A proxy does not need to be a member of the Company. A member may appoint more than one proxy in relation to a meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member.
- 2 A proxy form which may be used to make such appointment and give proxy directions accompanies this notice. If you do not receive a proxy form and believe that you should have one, or if you require additional proxy forms in order to appoint more than one proxy, please contact Capita Registrars Limited, The Registry, 34 Beckenham Road, Kent BR3 4TU.

Procedure for appointing a proxy

- 3 To be valid, the proxy form must be received by post or (during normal business hours only) by hand at Capita Registrars Limited, PXS, The Registry, 34 Beckenham Road, Kent BR3 4TU no later than 9.30 a.m. on Monday 17 October 2011. It should be accompanied by the power of attorney or other authority (if any) under which it is signed or a notarially certified (or certified by a solicitor with a current practising certificate) copy of such power or authority.
- 4 The return of a completed proxy form will not preclude a member from attending the annual general meeting and voting in person if he or she wishes to do so.

Record date

- 5 In accordance with Regulation 41 of the Uncertificated Securities Act 2001, to be entitled to attend and vote at the annual general meeting (and for the purpose of the determination by the Company of the votes they may cast), members must be registered in the register of members of the Company at 6.00 p.m. on Monday 17 October 2011 (or, in the event of any adjournment, 48 hours before the time of the adjourned meeting). Changes to the register of members after the relevant deadline will be disregarded in determining the right of any person to attend and vote at the meeting.

Corporate representatives

- 6 Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

Other rights of members

- 7 Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the company or the good order of the meeting that the question be answered.

Documents available for inspection

- 8 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 the place of the meeting for at least 15 minutes prior to and during the annual general meeting copies of:
 - the service contract of each executive director; and
 - the letter of appointment of each non-executive director.