

Brooks Macdonald Group plc

Notice of Annual General Meeting 2023

Thursday, 26 October 2023 at 9.00am

21 Lombard Street, London, EC3V 9AH

This document is important and requires your immediate attention. If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek independent advice from a professional adviser who, if you are taking advice in the United Kingdom, is authorised under the Financial Services and Markets Act 2000 or an appropriately authorised independent financial adviser if you are in a territory outside the United Kingdom.

If you have sold or otherwise transferred all of your shares in Brooks Macdonald Group plc, please pass this document and its enclosures as soon as possible to the stockbroker or other agent through whom the sale or transfer was arranged, for transmission to the purchaser or transferee.



BROOKS MACDONALD



BROOKS MACDONALD

To the Shareholders of Brooks Macdonald Group plc (“the Company”)

22 September 2023

Dear Shareholder

2023 Annual General Meeting

The Company’s 2023 Annual General Meeting (“AGM”) will be held at our London head office at 21 Lombard Street, London, EC3V 9AH on Thursday, 26 October 2023 at 9.00am. The formal Notice of Meeting (the “Notice”) is included in this document.

In some previous years, our AGM arrangements were affected by pandemic-related government restrictions. While there are no such constraints this year, we recommend that shareholders planning to attend the AGM refer to our website for any potential updates to the arrangements.

Shareholder questions

Recognising the value of facilitating shareholder engagement, we will continue to offer shareholders the opportunity to ask questions relating to the business of the AGM by email. Please submit any questions you may have relating to the business of the AGM by email to AGM2023@brooksmacdonald.com in advance of the meeting. Answers to these questions will be provided by email.

Explanatory Notes

The explanatory notes which appear on pages 5 to 8 of this Notice give further details of the resolutions proposed to be passed at the AGM (the “resolutions”).

Notice of Publication of Annual Report and Accounts

The Brooks Macdonald Group plc Annual Report and Accounts 2023 has been published on the Company’s website (www.brooksmacdonald.com/investor-relations/results). If you have not elected to receive electronic communications, a hard copy of the Annual Report and Accounts will be enclosed with this Notice. Should you wish to change your election at any time, or if you wish to request a hard copy of the Annual Report and Accounts, you can do so by contacting our Registrars, Link Group, on 0371 664 0391 if calling from the United Kingdom, or +44 (0) 371 664 0391 if calling from outside of the United Kingdom, or email Link Group at shareholderenquiries@linkgroup.co.uk. Calls are charged at standard geographic rate and may vary by provider. Calls from outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00 am – 5.30 pm, Monday to Friday, excluding public holidays in England and Wales.

Voting

All resolutions will be put to a poll. This reflects best practice and will ensure that shareholders have their votes taken into account in a way that is proportionate to their beneficial shareholdings, which the Board considers the most democratic method of voting. The poll results will be announced via a Regulatory News Service and on our website as soon as practicable after the AGM.

Even if you will not be attending the AGM, your vote is still important and I would encourage you, regardless of the number of shares you own, to complete the electronic form of proxy. You will not receive a hard copy form of proxy for the AGM in the post, unless specifically requested. Link Group has also launched a shareholder app, LinkVote+, which gives shareholders the ability to access their shareholding record at any time and allows users to submit a proxy appointment quickly and easily online. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code in the notes to the Notice of Meeting. Please refer to the notes on page 12 of this Notice for further details on how to appoint a proxy electronically.

Recommendation and Action to be taken

The Board considers that all of the resolutions set out in the Notice are likely to promote the success of the Company and are in the best interests of the shareholders as a whole. The Board unanimously recommends that shareholders vote in favour of all of these resolutions, as they intend to do so in respect of their own shareholdings.

Yours sincerely

Richard Price
Acting Chairman

Brooks Macdonald Group plc is registered in England No. 4402058
Registered office: 21 Lombard Street, London, EC3V 9AH

Notice of Annual General Meeting 2023

Notice is given that the AGM of the Company will be held at 21 Lombard Street, London, EC3V 9AH on Thursday, 26 October 2023 at 9.00am to consider and, if thought fit, pass the resolutions detailed below. Resolutions 1 to 13 are proposed as ordinary resolutions and resolutions 14 to 17 are proposed as special resolutions.

Ordinary resolutions

Annual Report and Accounts

1. To receive the Annual Report and Accounts of the Company for the financial year ended 30 June 2023.

Final dividend

2. To declare a final dividend of 47.0 pence per ordinary share for the year ended 30 June 2023.

Remuneration

3. To approve the Directors' remuneration report for the financial year ended 30 June 2023.

Election and re-election of Directors

4. To re-elect Richard Price as a Director.
5. To re-elect Andrew Shepherd as a Director.
6. To elect Andrea Montague as a Director.
7. To re-elect John Linwood as a Director.
8. To re-elect Dagmar Kershaw as a Director.
9. To re-elect Robert Burgess as a Director.
10. To elect James Rawlins as a Director.

Auditor

11. To reappoint PricewaterhouseCoopers LLP as the Company's auditor and to authorise the Directors to determine their remuneration.

Political donations

12. That in accordance with section 366 of the Companies Act 2006 (the "Act"), the Company, and all companies that are its subsidiaries at any time during the period for which this resolution has effect, be authorised to:
 - a) make political donations to political parties or independent election candidates not exceeding £20,000 in aggregate;
 - b) make political donations to political organisations other than political parties not exceeding £20,000 in aggregate; and
 - c) incur political expenditure not exceeding £20,000 in aggregate,during the period beginning with the date of the passing of this resolution and ending at the conclusion of the next annual general meeting of the Company and provided that the aggregate amount of such political donations and political expenditure shall not exceed £50,000.

Allotment authority

13. That, in substitution for all subsisting authorities, the Directors be generally and unconditionally authorised pursuant to section 551 of the Act to exercise all the powers of the Company to allot ordinary shares of 1 penny each in the capital of the Company ("Shares") and to grant rights to subscribe for, or to convert any security into Shares in the Company ("Relevant Securities") up to an aggregate nominal amount of £54,776, such authority to expire on the date falling fifteen months after the passing of this resolution or, if earlier, at the conclusion of the Company's 2024 annual general meeting (or any adjournment thereof) save that the Company may, before the expiry of the power hereby conferred, make any offer or agreement which would or might require Relevant Securities to be allotted or treasury shares to be sold after such expiry and the Directors may allot Relevant Securities pursuant to any such offer or agreement as if the power hereby conferred had not expired.

Special resolutions

Power to disapply pre-emption rights

14. That, if resolution 13 is passed, the Board be authorised to allot equity securities (as defined in the Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such authority to be limited to:
 - a) the allotment of equity securities and sale of treasury shares for cash in connection with an offer or issue of or invitation to apply for equity securities (including, without limitation, a fully pre-emptive offer) to holders of equity securities in proportion (or as nearly as practicable) to the respective numbers of ordinary shares held by them or, in the case of other equity securities, in proportion to the number of ordinary shares into which they would convert, or such other basis of allocation as the Directors consider to be fair and reasonable, but subject to such exclusions or other arrangements as the Directors may deem necessary or desirable to deal with fractional entitlements, treasury shares, record dates or any legal, regulatory or practical problems under the laws of any territory or the requirements of any regulatory authority or stock exchange in any territory or otherwise; and
 - b) the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £16,432; and

Notice of Annual General Meeting 2023

continued

- c) the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) or paragraph (b) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (b) above, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of Part 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice.

Such authorities shall expire on the date falling fifteen months after the passing of this resolution or, if earlier, at the conclusion of the Company's 2024 annual general meeting but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

Additional power to disapply pre-emption rights in relation to acquisitions and specified capital investments

- 15. That if resolution 13 is passed, the Board be authorised in addition to any authority granted under resolution 14 to allot equity securities (as defined in the Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such authority to be limited to:

- a) the allotment of equity securities or sale of treasury shares up to a nominal amount of £16,432 such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Board of the Company determines to be either an acquisition or a specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice; and

- b) the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (a) above, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of Part 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice.

Such authorities shall expire on the date falling fifteen months after the passing of this resolution or, if earlier, at the conclusion of the Company's 2024 annual general meeting but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

Company's authority to purchase its own shares

- 16. That the Company is hereby generally and unconditionally authorised for the purposes of section 701 of the Act to make market purchases (within the meaning of section 693(4) of the Act) of the ordinary shares of 1 pence each in the capital of the Company on such terms and in such manner as the Directors may from time to time determine, and where such shares are held as treasury shares the Company may use them for the purposes of its employee share schemes, provided that:

- a) the maximum number of ordinary shares hereby authorised to be purchased is 821,643;
- b) 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); and
- c) the minimum price which may be paid for each ordinary share shall be 1 penny.

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 conclusion 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.

New Articles of Association

- 17.** That, with effect from the conclusion of the Annual General Meeting and pursuant to section 21(1) of the Act, the Articles of Association produced to the meeting, and for the purpose of identification signed by the Chairman, be approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association of the Company.

By order of the Board

Phil Naylor

Company Secretary

22 September 2023

Registered in England No. 4402058

Registered office: 21 Lombard Street, London, EC3V 9AH

Explanatory notes to the Annual General Meeting resolutions

Resolution 1 - Receiving the Annual Report and Accounts

The Board proposes that the Company's Annual Report and Accounts of the Directors and the auditors for the year ended 30 June 2023 be received and adopted.

Resolution 2 - To approve the payment of a final dividend

The Board recommends a final dividend of 47.0 pence per ordinary share. Subject to approval by shareholders, the final dividend will be paid on 3 November 2023 to shareholders whose names appear on the register on 22 September 2023.

Resolution 3 - Approval of the Directors' remuneration report

The report of the Remuneration Committee, which can be found on pages 94 to 111 of the Company's Annual Report and Accounts gives details of the Directors' remuneration for the year ended 30 June 2023. The Directors' remuneration report has been approved by the Board. This vote is advisory in nature and therefore not binding on the Company.

Resolutions 4 to 10 - Election and re-election of Directors

In accordance with the Company's Articles of Association and in line with the provisions of the UK Corporate Governance Code, each Director appointed to the Board during the year is subject to election by shareholders at the first annual general meeting following their appointment. Furthermore, while it is not a strict requirement for the Company, as a matter of good corporate governance and in accordance with the provisions of the UK Corporate Governance Code, all other Directors are seeking re-election.

The Board is satisfied that each of the Directors proposed for election or re-election has the appropriate balance of skills, experience, independence and knowledge of the Company to contribute, and to discharge the duties and responsibilities of a Director effectively. This follows a process of formal evaluation, which confirmed that each Director makes an effective and valuable contribution to the Board. Biographical details of all the Directors standing for election or re-election can be found in the attached Appendix I. It is the Board's view that the Directors' biographies illustrate why each Director's contribution is, and continues to be, important to the Company's long term sustainable success.

Richard Price has now served on the Board for nine years. In accordance with the UK Corporate Governance Code, it is customary for directors to step down at this juncture. Nevertheless, he has agreed to remain on the Board as Acting Chairman until a permanent successor is in place.

Resolution 11 - To reappoint PricewaterhouseCoopers LLP as auditor

This resolution proposes that PricewaterhouseCoopers LLP be reappointed as the Company's auditor and authorises the Directors to determine their remuneration.

Resolution 12 - Political donations

This resolution, if passed, will give authority for the Company to make political donations and to incur political expenditure which would otherwise be prohibited under Part 14 of the Act.

The Company has a policy that it does not make donations to political parties, political organisations or independent election candidates nor incur political expenditure and the Board will not use this authority, if given, to do so. However, the Act includes broad and ambiguous definitions of political donations and expenditure, which may have the effect of covering some normal business activities, and therefore presents potential for inadvertent or technical breach. The Board therefore considers that it would be prudent to obtain shareholder approval for the Company to make donations to political parties, political organisations and independent election candidates and to incur political expenditure up to the specified limit in the forthcoming year.

Resolution 13 - Allotment authority

Under the Act, the Directors of the Company may generally only allot shares or grant rights over shares if authorised to do so by the shareholders. In accordance with the current guidelines issued by the Investment Association (the "IA"), the Directors confirm their intention to seek renewal of the authority granted at the 2022 annual general meeting. The renewed authority is to be limited to shares up to an aggregate nominal amount of £54,776 (being just less than one-third of the issued share capital of the Company (excluding treasury shares) as at 14 September 2023 (the last practicable date prior to the publication of the Notice). The Company does not currently hold any shares in treasury.

However, the Company may make an offer or agreement prior to the expiry of this authority which would or might require relevant securities to be allotted after the expiry of this authority and in such a case the Directors will be permitted to allot securities pursuant to such offer or agreement as if this authority had not expired.

Other than in respect of the Company's obligations under its employee share schemes, the Directors have no present intention of issuing any shares under this authority, but they believe it to be in the best interests of the Company that they should continue to have this authority so that such allotments can take place to finance appropriate opportunities that may arise.

Special Resolutions 14 to 17

The following resolutions will be passed if at least 75% of the votes cast (not counting votes withheld) are in favour.

Resolutions 14 and 15 - Disapplication of pre-emption rights

The Directors also require additional authority from shareholders to allot shares, grant rights over shares or sell treasury shares where they propose to do so for cash otherwise than to existing shareholders pro rata to their holdings. Circumstances may arise in which it would be in the best interests of the Company for the Directors to have the power to issue a limited number of shares or sell treasury shares for cash otherwise than to existing shareholders, to take advantage of business opportunities as these arise or to manage the Company's capital base more effectively.

The Board therefore proposes that the authority granted at the 2022 annual general meeting be renewed and enhanced, in line with the latest institutional shareholder guidelines, including the revised Statement of Principles on Disapplying Pre-emption Rights issued by the Pre-emption Group in November 2022 (the "2022 Statement of Principles"), to expire on the date falling fifteen months after the passing of this resolution or, if earlier, at the conclusion of the Company's 2024 annual general meeting, thereby enabling the Directors to allot ordinary shares and sell treasury shares for cash free of statutory pre-emption rights. The 2022 Statement of Principles is supportive of companies who wish to seek authority for the annual disapplication of pre-emption rights to include: (i) 10% of a company's issued ordinary share capital to be issued on an unrestricted basis; and (ii) an additional 10% of a company's issued ordinary share capital to be used for either an acquisition or specified capital investment. In both cases an additional follow-on offer, up to a nominal amount equal to 20% of any allotment made under (i) or (ii), can be made to existing holders of securities not allocated shares under such allotment, as contemplated by paragraph 3 of Part 2B of the 2022 Statement of Principles. Whilst there is no current intention to make use of these authorities, the Board believes it is in the best interests of shareholders for the directors to have the flexibility to take advantage of these authorities if required.

Consequently, if approved, resolution 14, which follows the Pre-emption Group's template resolution, will authorise the directors, in accordance with the 2022 Statement of Principles, to issue shares in connection with fully pre-emptive offers (paragraph (a) of the resolution), or otherwise to issue shares and/or sell treasury shares for cash: 1) under paragraph (b) of the resolution, up to an aggregate nominal amount of £16,432, being approximately 10% of the

Company's issued ordinary share capital as at 14 September 2023 (the latest practicable date before the publication of this Notice); and 2) under paragraph (c) of the resolution, up to an additional aggregate amount equal to 20% of any allotment under paragraph (b) of the resolution, for the purposes of making a follow-on offer to existing shareholders as described in the 2022 Statement of Principles. The maximum additional nominal amount that could be issued under paragraph (c) of the resolution (based on the authority under paragraph (B) being used in full) is £3,286 (representing approximately 2% of the Company's issued ordinary share capital as at 14 September 2023).

The total maximum nominal amount of equity securities to which resolution 14 relates is £19,718 (representing approximately 12% of the Company's issued ordinary share capital as at 14 September 2023).

The purpose of resolution 15, which also follows the Pre-emption Group's template resolution and reflects the 2022 Statement of Principles, is to authorise the directors to allot new shares and other equity securities pursuant to the allotment authority given by resolution 13, or sell treasury shares for cash, without first being required to offer such securities to existing shareholders: 1) under paragraph (a) of the resolution, up to a further nominal amount of £16,432, being approximately 10% of the Company's issued ordinary share capital as at 14 September 2023 (the latest practicable date before the publication of this Notice), to be used only in connection with an acquisition or specified capital investment of a kind contemplated by the 2022 Statement of Principles, and which is announced contemporaneously with the allotment, or which has taken place in the preceding 12-month period and is disclosed in the announcement of the issue; and 2) under paragraph (b) of the resolution, up to an additional aggregate amount equal to 20% of any allotment under paragraph (a) of the resolution, for the purposes of making a follow-on offer to existing shareholders as described in the 2022 Statement of Principles. The maximum additional nominal amount that could be issued under paragraph (b) of the resolution (based on the authority under paragraph (a) being used in full) is £3,286 (representing approximately 2% of the Company's issued ordinary share capital as at 14 September 2023). The total maximum nominal amount of equity securities to which resolution 15 relates is £19,718 (representing approximately 12% of the Company's issued ordinary share capital as at 14 September 2023). The authority granted by resolution 15 would be in addition to the general authority to disapply pre-emption rights under resolution 14. The maximum nominal value of equity securities that could be allotted if both authorities were used would be £39,436, which represents approximately 24% of the Company's issued ordinary share capital as at 14 September

Explanatory notes to the Annual General Meeting resolutions

continued

2023, being the latest practicable date before the publication of this Notice. The Board confirms that, should it exercise the authorities granted by resolutions 14 or 15, it intends to follow best practice as regards their use, including (i) following the shareholder protections in Part 2B of the 2022 Statement of Principles; and (ii) in respect of any follow-on offer, following the expected features set out in paragraph 3 of Part 2B of the 2022 Statement of Principles. The directors have no current intention to allot shares except in connection with employee share schemes. These authorities expire on the date falling fifteen months after the passing of this resolution or, if earlier, at the conclusion of the Company's 2024 annual general meeting.

Resolution 16 - Share buybacks

This resolution is to renew the authority for the Directors to purchase the Company's own ordinary shares under certain stringent conditions. This resolution specifies the maximum number of shares which may be acquired (being approximately 5 per cent of the Company's issued ordinary share capital as at 14 September 2023) and the maximum and minimum prices at which shares may be bought. The Directors do not have any present intention of using the authority which will be used only when the Directors consider that it would be in the best interests of the shareholders generally and the effect would be to enhance earnings per share. Shares purchased will be cancelled or held as treasury shares as defined in section 724(5) of the Act. At 14 September 2023, no treasury shares were held by the Company.

Resolution 17 - New Articles

This resolution proposes that the Company adopts updated Articles of Association (the "New Articles"), principally in order to reflect developments in law and practice since the Company's current articles (the "Current Articles") were last amended substantially in 2009. A copy of the New Articles, together with a copy marked to show the changes from the Current Articles, is available for inspection and can be viewed on the Company's website.

A summary of the principal changes is set out below:

Sub-division of shares: The New Articles, in line with market practice, provide that new rights may be attached to any new shares that are created by a resolution to sub-divide shares, including the ability to create deferred shares so as to make administering any sub-division of shares more straightforward.

Hybrid meetings: The New Articles give the Directors the power to convene a hybrid general meeting, being a meeting that has the facilities for shareholders to attend both in a physical place and via electronic platforms. The New Articles do not give the Directors the power to hold a solely electronic general meeting. The provisions included in the New Articles include, for example, the details that need to be provided to shareholders if such a meeting is to be held and a requirement that all resolutions must be taken on a poll in the event of a hybrid meeting. The Directors consider that the Company should properly have the ability to convene hybrid meetings should the circumstances require this.

Postponement/Change of general meeting: In line with current market practice, the New Articles provide flexibility to permit the notice of any change or postponement to be advertised in the manner that the Directors (in their discretion) decide, as opposed to the Directors only needing to take reasonable steps to ensure a notice of the change of place or postponement is advertised at the original place and at the original time and date.

Directors' fees: The cap on the fees payable to Directors for their service in the office of Director (which for the avoidance of doubt excludes any amount payable to Executive Directors as salary) has been increased to £1 million per annum. This increase is designed to provide additional flexibility to the Company going forwards and is set at a level to avoid any updates being required in the near future.

Scrip dividends: In accordance with the Investment Association Share Capital Management Guidelines, the expiry period for an ordinary resolution authorisation in respect of a scrip dividend has been capped at three years.

Untraced members: In line with market practice, the New Articles provide additional flexibility in relation to the sale of shares owned by shareholders who are untraced after a period of at least 12 years. Under the Current Articles, the Company is required to give notice to untraced shareholders of an intention to sell their shares by way of an advertisement in both a national daily newspaper and a local newspaper circulating in the area in which the shareholder's last known postal address is. Under the New Articles, the Company must instead send a notice to the last registered or known address of the shareholder and use reasonable steps to trace the shareholder including, if considered appropriate, using a professional asset reunification company or other tracing agent. Additionally, under the New Articles, in respect of the proceeds of shares sold on behalf of an untraced member, if they are not validly claimed within six years of the sale, they will belong to the Company.

Minor amendments: As the Board is proposing to adopt the New Articles to make the changes described above, the opportunity has been taken generally to incorporate amendments of a minor, technical or clarifying nature. This includes updating provisions relating to stock transfer forms, adding market standard circumstances pursuant to which a person ceases to be a Director, adding market standard carve outs to the conflicts of interest provisions, updating the payment of dividends wording, updating provisions to reflect current statutory and regulatory rules and removing redundant provisions.

Appendix I: Directors' Biographies

Acting Chairman

Richard Price Acting Chairman

Key skills & experience

- Appointment as Acting Chairman reflects his deep understanding of the Group's history and strategy
- Big Four accounting experience brings financial rigour to the role of Acting Chairman

Committee membership: (A) (C) (D) (N) (R)

Joined in: August 2014

Richard joined Brooks Macdonald in 2014 as a Non-Executive Director and has previously been both Senior Independent Director and Chair of the Audit Committee. Prior to joining Brooks Macdonald, Richard was a partner at KPMG for 17 years where he had considerable exposure to financial services clients, holding a number of roles, including the UK Head of KPMG's Financial Sector Transaction Services practice.

Richard is also a Non- Executive Director of Hampshire Trust Bank plc.

Executive Directors

Andrew Shepherd CEO

Key skills & experience

- Distinctive people leader
- Unrivalled experience of the industry
- Deep affinity with the Brooks Macdonald culture

Committee membership: (D)

Joined in: July 2021

Andrew joined Brooks Macdonald in 2002 and was appointed CEO in 2021. He has held numerous roles across the Group, including Group Deputy CEO from 2015 to 2021, and most recently CEO of the International business from 2019 to 2021.

Andrew has worked in investment management and financial services since 1994. Prior to joining Brooks Macdonald, Andrew worked at Shepherd Associates Financial Management, holding the position of investment director.

Andrew is also a Member of the Board of the Personal Investment Management & Financial Advice Association ("PIMFA").

Committee Membership

● Committee Chair

(A) Audit

(C) Risk and Compliance

(D) Disclosure

(N) Nominations

(R) Remuneration

Andrea Montague

Chief Financial Officer

Key skills & experience

- Commercial drive and a depth of M&A and integration experience.
- Substantial experience of transformation and leading finance and risk functions in a highly regulated environment.

Committee membership: (D)

Joined in: August 2023

Andrea joined Brooks Macdonald in August 2023 as Chief Financial Officer, bringing an impressive track record across the UK long-term savings and asset management sector. Most recently, Andrea was Group Chief Risk Officer at Aviva, where she had previously been Group Chief Financial Controller. Prior to that, Andrea held senior leadership roles including Deputy Group CFO at Royal London and Group Chief Internal Auditor at Standard Life plc. Her formative years were spent at PricewaterhouseCoopers, where she qualified as a chartered accountant before taking her first industry role with Scottish & Newcastle plc.

Appendix I: Directors' Biographies

continued

Non-Executive Directors

Robert Burgess

Senior Independent Non-Executive Director

Key skills & experience

- Brings significant executive and non-executive experience to the Board and the role of Risk and Compliance Chair
- Broad financial services experience, particularly in wealth management, asset management, banking and FinTech
- Significant experience of high growth businesses

Committee membership: (A) (C) (N) (R)

Joined in: August 2020

Robert joined Brooks Macdonald as a Non-Executive Director in August 2020 and is Chair of the Risk and Compliance Committee. Robert was appointed Senior Independent Director in May 2023.

Currently a Non-Executive Director at OakNorth Bank, Robert chairs both the Risk and Compliance Committee and the Credit Committee. Robert is also the Chairman of Invest & Fund, a specialist FinTech business.

Robert has over 25 years Financial Services experience across leading Banking, Wealth, Asset Management and FinTech firms. He has held senior executive positions including at Lloyds Banking Group and Scottish Widows, and he was previously a Board Director of Alliance Trust plc and CEO of Alliance Trust Savings.

Dagmar Kershaw

Independent Non-Executive Director

Key skills & experience

- Senior financial services professional with broad experience, particularly in business development
- Significant expertise across the investment management sector

Committee membership: (A) (C) (N) (R)

Joined in: July 2020

Dagmar joined Brooks Macdonald in July 2020 as a Non-Executive Director. Currently a senior advisor to Strategic Value Partners, and Non-Executive Chair of both Volta Finance Ltd and Aberdeen Smaller Companies Income Trust plc, Dagmar has over 25 years' experience in debt and fixed income markets, with a particular focus on alternative and structured investing.

Dagmar previously spent eight years at Intermediate Capital Group as Head of Credit Fund Management, and 10 years in senior positions at M&G Investments.

Dagmar is a Trustee of Laurus Trust.

John Linwood

Independent Non-Executive Director

Workforce Engagement Director

Key skills & experience

- A deep understanding of technology, cyber security, AI and digital transformation having held senior roles at some of the world's largest global organisations in the technology and media industries
- Brings wide-ranging business and leadership experience to the role of Remuneration Committee Chair
- Experienced Non-Executive Director across FTSE, AIM and private companies as well as Government institutions.

Committee membership: (A) (C) (N) (R)

Joined in: September 2018

John joined Brooks Macdonald as a Non-Executive Director in 2018. He is Chairman of the Remuneration Committee. Prior to joining Brooks Macdonald, John was the Executive Vice President and Chief Technology Officer of Wood Mackenzie, Chief Technology Officer for the BBC, and a Senior Vice President of International Engineering at Yahoo Inc. He has also held a number of senior positions at Microsoft Corp. (1993 - 2004).

John is a Non-Executive Director of National Grid ESO and Intercede Group plc.

James Rawlingson

Independent Non-Executive Director

Key skills and experience

- Deep financial services experience specialising in Wealth Management.
- Wide governance expertise including public and regulated entities in the UK and internationally.
- Broad experience in driving transformational growth.

Committee membership: (A) (C) (D) (N) (R)

Joined in: March 2023

James joined Brooks Macdonald as a Non-Executive Director in March 2023, becoming Chair of the Audit Committee in May 2023. James is currently a non-executive director on the boards of Citibank UK and Wilton Park which is an arm's length body of the British Foreign Office. He is also Chairman of Novai Ltd. Previously he has enjoyed a long executive and non-executive career featuring Board level roles at Coutts, Charles Stanley plc, Adam & Co and UBS Wealth. He is a Chartered Accountant and a Chartered Member of the Chartered Institute for Securities and Investments.

Appendix II: Important Notes

The following notes explain your general rights as a shareholder and how you can ensure that your vote is counted at this year's AGM.

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. We encourage you to appoint the Chair of the meeting as your proxy to ensure that your vote is counted.

Procedure for appointing a proxy

2. To reduce waste and the impact on the environment, hard copies of the Form of Proxy for the AGM will not be sent in the post this year. Instead, you will continue to be able to appoint a proxy electronically using the link www.signalshares.com. You will need to log into your signal shares account or register if you have not previously done so. For instructions on appointing a proxy via CREST please see Note 5 below. To register you will need your investor code. This is detailed on your share certificate or available from our registrar, Link Group. If you wish to receive a hard copy proxy form, or if you need help with voting online, please contact our Registrar, Link Group, on 0371 664 0391 if calling from the United Kingdom, or +44 (0) 371 664 0391 if calling from outside of the United Kingdom, or email Link Group at shareholderenquiries@linkgroup.co.uk. Calls are charged at standard geographic rate and may vary by provider. Calls from outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00am - 5.30pm, Monday to Friday, excluding public holidays in England and Wales.
3. Link Group has launched a shareholder app: LinkVote+. It's free to download and use and gives shareholders the ability to access their shareholding record at any time and allows users to submit a proxy appointment quickly and easily online rather than through the post. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below.

Apple App Store	GooglePlay
	

4. To be effective, the relevant Form of Proxy must be completed and lodged with the Company's Registrars, Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL, no later than 9.00am on Tuesday, 24 October 2023 (or if the AGM is adjourned, no later than 48 hours before the time of any adjourned AGM, excluding non-working days), together with the original of any power of attorney or other authority under which the Form of Proxy is signed. In the case of a corporation, the Form of Proxy must be executed under its common seal or under the hand of any officer or attorney duly authorised. You may only appoint a proxy using the procedures set out in these notes and the notes to the Form of Proxy. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM and any adjournment(s) of the AGM by using the procedures described in note 5 below.
5. Completion of the relevant Form of Proxy, or any CREST Proxy instruction, will not prevent a shareholder from attending and voting in person. If you have appointed a proxy and attend the AGM in person, your proxy appointment will be nullified automatically.
6. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM and any adjournment(s) of the AGM by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed (a) voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA10) no later than 9.00am on 24 October 2023. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

Appendix II: Important Notes

continued

CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear UK & International Limited does not make available special procedures in CREST for any messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5) (a) of the Uncertificated Securities Regulations 2001 (as amended).

If you are an institutional investor, you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 9.00am on 24 October 2023 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them, and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.

Vote withheld

7. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his/her discretion. Your proxy will vote (or abstain from voting) as he/she thinks fit in relation to any other matter which is put before the AGM.

Joint holders

8. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's Register of Members in respect of the joint holding (the first named being the most senior).

Corporations

9. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

Entitlement to vote

10. To be entitled to vote at the AGM (and for the purposes of the determination by the Company of the votes they may cast), shareholders registered in the Register of Members of the Company as at close of business on Tuesday, 24 October 2023 (or, if the AGM is adjourned, as at close of business of the date which is two days before the date of the adjourned AGM) shall be entitled to vote at the AGM in respect of the number of ordinary shares registered in his or her name at that time. Changes to entries on the Register of Members of the Company after close of business on Tuesday, 24 October 2023 shall be disregarded in determining the rights of any person to vote at the AGM.

Voting arrangements

11. Voting for all resolutions at the AGM will be conducted by way of poll. A poll reflects the number of voting rights exercisable by each member and so the Board considers it the most democratic method of voting.

Other rights of members

12. Any member attending an annual general 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.

Recognising the value of facilitating shareholder engagement, we will continue to offer shareholders the opportunity to ask questions relating to the business of the AGM by email. Please submit any questions you may have relating to the business of the AGM by email to AGM2023@brooksmacdonald.com in advance of the meeting. Answers to questions will be provided by email.

Documents for inspection

13. Copies of Directors' service agreements or letters of appointment and a copy of the proposed Articles of Association (together with a marked up version showing the changes to the current Articles of Association) are available for inspection at the Company's registered office during normal business hours on any weekday (public holidays excepted) from the date of this Notice until the conclusion of the AGM.

Total voting rights

14. As at 14 September 2023, being the latest practicable date prior to publication of this document, the Company's issued share capital consists of 16,432,861 ordinary shares. The Company currently has no shares in treasury. Therefore, the total number of voting rights in the Company as at 14 September 2023 (being the latest practicable date prior to the publication of this document) is 16,432,861.



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