

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to what action you should take, you are recommended to immediately seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your ordinary shares in Ashmore Group plc, please forward this document, together with the accompanying Form of Proxy, as soon as possible to the purchaser or transferee or to the stockbroker, bank manager, or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

Your attention is drawn to Ashmore Group plc's Annual Report and Accounts for the year ended 30 June 2010, a copy of which accompanies this document.

Goldman Sachs and UBS Investment Bank are acting for Ashmore Group plc and for no one else in connection with the Authority to Make Market Purchases and Waiver Resolution described in this document and accordingly will not be responsible to any person other than Ashmore Group plc for providing the protections afforded to clients of Goldman Sachs and UBS Investment Bank or for providing advice in relation to such proposals.

Ashmore Group plc

(Incorporated and registered in England and Wales under No. 3675683)

Notice of Annual General Meeting including the renewal of the Authority to Make Market Purchases of its Ordinary Shares and certain other matters

Notice of the Annual General Meeting of the Company to be held at Kingsway Hall Hotel, 66 Great Queen Street, London WC2B 5BX at 12 noon on Thursday, 28 October 2010 is set out at the end of this document.

Shareholders are requested to complete and return the Form of Proxy enclosed with this document as soon as possible but in any event, to be valid, so as to be received by the Company's registrar, Equiniti Registrars, Aspect House, Spencer Road, Lancing, West Sussex BN99 6ZL not later than 12 noon on Tuesday, 26 October 2010.

The return of the Form of Proxy will not preclude a member from attending and voting at the Annual General Meeting in person should he or she subsequently decide to do so.

Contents

Definitions	1
Part I Letter from the Chairman	2
Part II Additional Information	9
Appendix I describing changes to the Articles of Association	14
Appendix II describing proposed changes to the Ashmore Executive Omnibus Incentive Plan	15
Notice of Annual General Meeting	17

Definitions

The following definitions apply throughout this document, unless the context otherwise requires:

"Annual General Meeting" or "AGM"	means the Annual General Meeting of the Company to be held at the Kingsway Hall Hotel, 66 Great Queen Street, London WC2B 5BX at 12 noon on Thursday, 28 October 2010
"Annual Report"	means the Annual Report and Accounts of the Company for the year ended 30 June 2010 a copy of which accompanies this document
"Articles of Association" or "Current Articles"	means the articles of association of the Company in their current form
"Authority to Make Market Purchases"	means the authority for the Company to make market purchases of Ordinary Shares to be proposed to Shareholders in the terms of resolution 15 set out in the Notice of AGM
"Board" or "Directors"	means the Directors of Ashmore Group plc, and "Director" shall mean any one of them, as the context requires
"Business Day"	means any day (other than a Saturday or Sunday or public holiday) on which banks are generally open for business in London
"Chairman's Letter"	means the letter from Michael Benson, the Non-executive Chairman of the Company, set out in Part I to this document
"Code"	means the UK Corporate Governance Code (formerly the Combined Code on Corporate Governance)
"Company"	means Ashmore Group plc
"Employee Benefit Trust" or "EBT"	means the Ashmore 2004 Employee Benefit Trust established by a trust deed dated 15 March 2004 of which Carey Pensions and Benefits Limited is the trustee
"Form of Proxy"	means the form of proxy accompanying this document
"FSA"	means the Financial Services Authority
"FSMA"	means the Financial Services and Markets Act 2000
"Goldman Sachs"	means Goldman Sachs International
"Independent Directors"	means the Directors of the Company other than Mark Coombs
"Independent Shareholders"	means Shareholders other than Mark Coombs
"London Stock Exchange"	means London Stock Exchange plc
"New Articles"	means the articles of association of the Company in the form proposed to be adopted pursuant to resolution 18 set out in the Notice of AGM
"Notice of AGM"	means the notice of the Annual General Meeting set out at the end of this document
"Official List"	means the official list of the UK Listing Authority
"Ordinary Shares"	means ordinary shares of 0.01 pence each in Ashmore Group plc
"Panel"	means the Panel on Takeovers and Mergers
"resolution" or "resolutions"	means a resolution or the resolutions set out in the Notice of AGM
"Shareholders"	means holders of Ordinary Shares
"Shareholders' Rights Regulations"	means the Companies (Shareholders' Rights) Regulations 2009
"Share Options"	means options to subscribe for and awards over Ordinary Shares under the Share Schemes
"Share Schemes"	means the Ashmore Executive Omnibus Incentive Plan, the Ashmore Company Share Option Plan and the Ashmore First Discretionary Share Option Scheme
"Takeover Code"	means the City Code on Takeovers and Mergers
"UBS" or "UBS Investment Bank"	means UBS Limited
"UK Listing Authority"	means the UK Listing Authority, being the FSA acting as competent authority for the purposes of Part VI of FSMA
"UKLA Listing Rules"	means the Listing Rules of the UK Listing Authority made in accordance with Section 74 of FSMA
"Waiver Resolution"	means resolution 16 in the form set out in the Notice of AGM at the end of this document approving a waiver of the mandatory offer provisions set out in Rule 9 and Rule 37 of the Takeover Code

Part I

Letter from the Chairman Ashmore Group plc

(Registered in England No. 3675683)

Directors:

Michael Benson (Non-executive Chairman)
Mark Coombs (Chief Executive Officer)
Graeme Dell (Group Finance Director)
Nick Land (Senior Independent Non-executive Director)
Jonathan Asquith (Non-executive Director)
Melda Donnelly (Non-executive Director)

Registered Office:

61, Aldwych
London WC2B 4AE

13 September 2010

To Shareholders and, for information only, to holders of Share Options under the Share Schemes

Dear Shareholder

1. Introduction

The purpose of this letter is to provide you with an explanation of the resolutions to be proposed at the Annual General Meeting of the Company which will be held at the Kingsway Hall Hotel, 66 Great Queen Street, London WC2B 5BX at 12 noon on Thursday, 28 October 2010 and to seek your approval of them. The Notice of AGM is set out at pages 17 to 19 of this document.

The first part of the AGM (resolutions 1 to 11 inclusive) will address ordinary business of the AGM. The second part of the AGM (resolutions 12 to 19 inclusive) will seek the necessary Shareholder approvals for:

- authority for the Company to make political donations of up to £60,000;
- the renewal of the Director's authority to allot Ordinary Shares;
- the renewal of Directors' authority to issue Ordinary Shares, or transfer Ordinary Shares from treasury, on a non pre-emptive basis;
- the Authority to Make Market Purchases;
- a waiver which the Panel has agreed to grant (subject to Independent Shareholders' approval) of any obligation on Mark Coombs to make a mandatory offer under Rule 9 of the Takeover Code which might arise if the Company makes purchases of Ordinary Shares pursuant to the Authority to Make Market Purchases;
- authority for the Company to call a general meeting, other than an annual general meeting, on not less than 14 clear days notice; and
- certain limited amendments to the Articles of Association.
- amendments to the Ashmore Executive Omnibus Incentive Plan.

All of the resolutions to be proposed at the AGM (including the proposals outlined above) are explained in further detail below.

2. Ordinary business

The ordinary business of the AGM comprises resolutions 1 to 11 inclusive.

Resolution 1: Report and accounts

The Directors are required to lay the Directors' report, the audited annual accounts of the Company and the independent auditor's report before Shareholders at the Annual General Meeting. Accordingly, resolution 1 presents the accounts for the year ended 30 June 2010 and, although not a statutory requirement, proposes the accounts for adoption. A copy of the Annual Report accompanies this document.

Resolution 2: Final dividend

Shareholder approval is required for the payment of a final dividend as recommended by the Board. Subject to shareholder approval this dividend will be paid on 3 December 2010 to Shareholders on the register of members of the Company at the close of business on 5 November 2010.

Resolutions 3 to 8: Re-election of Directors

In May 2010 the Financial Reporting Council published a new edition of the Code which will apply to financial years beginning on or after 29 June 2010. Although provision B.7.1 of the Code applies to the first annual general meeting falling after the first accounting period to which the Code applies, the Board will nevertheless be adopting this provision immediately and the Directors will therefore all retire and seek re-election at the Annual General Meeting on 28 October 2010.

Biographies of the Directors are contained on page 29 of the Annual Report.

The Board believes that, following completion of the annual performance evaluation, the performance of the Directors continues to be effective and that they continue to demonstrate commitment to their roles. The Board therefore recommends the re-election of all Directors.

Resolution 9: Approval of remuneration report

Under section 420 of the Companies Act 2006 the Directors must prepare an annual report detailing the remuneration of the Directors and the Company's remuneration policy. Section 439 requires that an ordinary resolution be put to Shareholders each year for their approval of that report. The vote is advisory, however, and the Directors' entitlement to remuneration is not conditional on the resolution being passed. The remuneration report is on pages 43 to 48 of the Annual Report.

Resolution 10: Appointment of the auditors

The Company's auditors must offer themselves for reappointment at each general meeting at which accounts are presented. On the advice of the Company's audit committee, the Board proposes that KPMG Audit Plc be reappointed as auditors of the Company.

Resolution 11: Remuneration of the Auditors

Resolution 11 authorises the Directors to agree the remuneration of the Company's auditors.

3. Special business

The special business to be considered at the AGM comprises resolutions 12 to 19 inclusive.

Resolution 12: Authority to make political donations

Section 366 of the Companies Act 2006 requires the Company to seek shareholder approval for the making of political donations and the incurring of political expenditure by the Company. Although the Company does not make and does not intend to make donations to political parties within the normal meaning of that expression, the definition in the Companies Act 2006 is wide. It can extend to bodies such as those concerned with policy review, law reform and the representation of the business community and special interest groups such as those concerned with the environment, which the Company and its subsidiaries might wish to support. Accordingly, the Directors have decided to seek Shareholders' authority for political donations and political expenditure in case any of its normal activities are caught by the legislation.

Resolution 13: Authority to allot shares

At the annual general meeting held on 29 October 2009, members gave authority to the Directors to allot Ordinary Shares up to an aggregate nominal amount equal to £23,451.89 (representing 234,518,889 Ordinary Shares of 0.01 pence each) representing one-third of the issued ordinary share capital (excluding treasury shares) of the Company and, in connection with a rights issue in favour of Shareholders up to an aggregate nominal amount equal

to £46,903.78 (representing 469,037,779 Ordinary Shares) representing two-thirds of the issued ordinary share capital (excluding treasury shares). Resolution 13 replaces the authority granted in 2009 which expires on 28 October 2010.

Paragraph (a) of resolution 13 would give the Directors the authority to allot Ordinary Shares or grant rights to subscribe for or convert any securities into Ordinary Shares up to an aggregate nominal amount equal to £23,451.89 (representing 234,518,889 Ordinary Shares of 0.01 pence each). This amount represents one-third of the issued ordinary share capital (excluding treasury shares) of the Company as at 13 September 2010, the latest practicable date prior to publication of this AGM notice.

Consistent with the guidance issued by the Association of British Insurers, paragraph (b) of resolution 13 would give the Directors authority to allot Ordinary Shares or grant rights to subscribe for or convert any securities into Ordinary Shares in connection with a rights issue in favour of Shareholders up to an aggregate nominal amount equal to £46,903.78 (representing 469,037,779 Ordinary Shares), as reduced by the nominal amount of any shares issued under paragraph (a) of this resolution. This amount (before any reduction) represents two-thirds of the issued ordinary share capital (excluding treasury shares) of the Company as at 13 September 2010, the latest practicable date prior to publication of this AGM notice.

The authorities sought under this resolution will expire at the earlier of 27 January 2012 and the conclusion of the next annual general meeting of the Company.

The Directors will continue to seek to renew these authorities at each AGM, in accordance with best practice. The Directors have no present intention to exercise either of the authorities sought under resolution 13 save as necessary under paragraph (a) to satisfy current obligations of the EBT under the Company's share option schemes.

As at 13 September 2010, the latest practicable date prior to publication of this AGM notice, 5,368,331 Ordinary Shares, with an aggregate nominal value of £536.83 are held by the Company in treasury.

Resolution 14: Authority to issue shares on a non pre-emptive basis

Resolution 14 will be proposed as a special resolution, which requires a 75 per cent majority of the votes to be cast in favour. It would give the Directors the authority to allot Ordinary Shares (or sell any Ordinary Shares which the Company elects to hold in treasury) for cash without first offering them to existing shareholders in proportion to their existing shareholdings.

This authority would be limited to allotments or sales in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of those shares or as the Board otherwise considers necessary, or otherwise up to an aggregate nominal amount of £3,540.00 (representing 35,400,000 Ordinary Shares). This aggregate nominal amount represents approximately 4.99 per cent of the issued ordinary share capital of the Company as at 13 September 2010, the latest practicable date prior to publication of this AGM notice. In respect of this aggregate nominal amount, the Board confirms its intention to follow the provisions of the Pre-Emption Group's Statement of Principles regarding cumulative usage of authorities within a rolling 3-year period where the Principles provide that usage in excess of 7.5 per cent should not take place without prior consultation with the Shareholders.

The Directors will continue to seek to renew this authority at each annual general meeting, in accordance with current best practice.

This authority will expire at the earlier of 27 January 2012 and the conclusion of the next annual general meeting of the Company.

Resolution 15: Authority to make market purchases of Ordinary Shares

This resolution, which is conditional on the passing of resolution 16, seeks authority for the Company to buy back its own Ordinary Shares as permitted by the Companies Act 2006. The authority, if granted, limits the number of Ordinary Shares that could be purchased to a maximum of 70,355,600 Ordinary Shares, representing approximately 9.99 per cent of the Company's issued share capital (excluding treasury shares) as at 13 September 2010, the latest practicable date prior to publication of this AGM notice, and sets the minimum and maximum prices that can be paid. The Company may either retain any of its own shares which it has purchased as treasury shares with a possible re-issue at a future date, or cancel them.

The Company would consider holding any of its shares that it purchased pursuant to the authority conferred by this resolution as treasury shares. This would give the Company the ability to re-issue treasury shares quickly and cost-effectively, and would provide the Company with additional flexibility in the management of its capital base.

Any market purchases would only be made from the Company's distributable reserves not required for other purposes. No provider of finance will be required and therefore no payment of interest, repayment of, or security for, any liability will be required to be dependent upon the business of the Company. During the financial year under review the Company did not utilise the authority to make market purchases conferred at the 2009 annual general meeting. The authority being sought would only be exercised if the Directors believed that to do so would result in an increase in earnings per share and would be in the interests of Shareholders generally. Subject to this, the Directors have no current intention of utilising this authority.

A purchase of Ordinary Shares by the Company pursuant to the Authority to Make Market Purchases could increase the percentage of voting rights held by Mark Coombs. In certain circumstances (described below) such an increase could trigger an obligation on Mark Coombs to make a mandatory offer for the whole of the issued share capital of the Company pursuant to the Takeover Code.

Independent Shareholders will be asked, under resolution 16, to renew their approval of the waiver by the Panel of the mandatory offer provisions such that the purchases of Ordinary Shares by the Company pursuant to the Authority to Make Market Purchases will not trigger a requirement for Mark Coombs to make a mandatory offer for the entire issued share capital of the Company. Further details of this waiver are set out below.

The total number of options over Ordinary Shares outstanding as at 13 September 2010 was 18,529,571 representing approximately 2.63 per cent of the issued ordinary share capital of the Company (excluding treasury shares) as at 13 September 2010. If the authority to buy back shares under this authority were exercised in full, the total number of options to subscribe for Ordinary Shares outstanding as at 13 September 2010 would, assuming no further Ordinary Shares are issued, represent 2.93 per cent of the issued capital of the Company (excluding treasury shares).

Resolution 16: Waiver of mandatory offer provisions set out in Rule 9 of the Takeover Code

The Waiver Resolution, which will be proposed as an ordinary resolution to be taken by poll, seeks Independent Shareholders' approval of a waiver of the obligation that could arise on Mark Coombs to make a general offer for the entire issued share capital of the Company as a result of purchases by the Company of Ordinary Shares pursuant to the Authority to Make Market Purchases.

Under Rule 9 of the Takeover Code, when (i) any person acquires, whether by a series of transactions over a period of time or not, an interest in shares which, taken together with shares in which he and persons acting in concert with him are interested, carry 30 per cent or more of the voting rights of a company subject to the Takeover Code, or (ii) any person who, together with persons acting in concert with him, is interested in shares which in aggregate carry not less than 30 per cent of the voting rights of a company, but does not hold shares carrying more than 50 per cent of such voting rights and such person, or any person acting in concert with him, acquires an interest in any other shares which increases the percentage of the shares carrying voting rights in which he is interested, then in either case, that person is normally required to make a general offer in cash for all the remaining equity share capital of the Company at the highest price paid by him, or any persons acting in concert with him, for shares in the Company within the twelve months prior to announcement of the offer.

Under Rule 37 of the Takeover Code, when a company purchases its own voting shares, any resulting increase in the percentage of shares carrying voting rights in which a person or group of persons acting in concert is interested will be treated as an acquisition for the purpose of Rule 9 (although a shareholder who is neither a director nor acting in concert with a director will not normally incur an obligation to make a Rule 9 offer).

Mark Coombs is currently interested in an aggregate of 301,574,200 Ordinary Shares representing 42.86 per cent of the issued share capital of the Company. If the Company were to repurchase from persons other than Mark Coombs all the Ordinary Shares for which it is seeking authority, Mark Coombs' interest in shares would (assuming no other allotments of Ordinary Shares) increase to 47.62 per cent of the issued share capital of the Company by virtue of such a repurchase. Accordingly, an increase in the percentage of the shares carrying voting rights in which Mark Coombs is interested, as a result of any exercise of the Authority to Make Market Purchases, would ordinarily have the effect of triggering Rule 9 of the Takeover Code and result in Mark Coombs being under an obligation to make a general offer to all Shareholders.

The Company has applied to the Panel for a waiver of Rule 9 of the Takeover Code in order to permit the Authority to Make Market Purchases proposed under resolution 15 to be exercised by the Board (if such authority is approved by Shareholders) without triggering an obligation on the part of Mark Coombs to make a general offer to Shareholders. The Panel has agreed, subject to Independent Shareholders' approval on a poll, to waive the requirement for Mark Coombs to make a general offer to all Shareholders where such an obligation would arise as a result of purchases by the Company of up to 70,355,600 Ordinary Shares.

The waiver granted by the Panel relates only to any increase in the percentage of Ordinary Shares held by Mark Coombs as a result of purchases by the Company of Ordinary Shares pursuant to the authority sought from the Shareholders at the AGM and is conditional on the passing of resolution 16 by the Independent Shareholders of the Company on a poll. As Mark Coombs is interested in the outcome of resolution 16 he will be precluded from voting on that resolution.

Following exercise of the Authority to Make Market Purchases (either in whole or in part), Mark Coombs will continue to be interested in shares which carry more than 30 per cent but will not hold more than 50 per cent of the Company's voting share capital, and any further increase in the number of shares in which he is interested (other than a further exercise of the Authority to Make Market Purchases) will be subject to the provisions of Rule 9 of the Takeover Code.

Mark Coombs and his intentions

As you will be aware, Mark Coombs is currently the Chief Executive Officer of the Company.

Mark Coombs is not presently proposing any changes to the Board (other than those already reported by the Company and as described herein and in the Annual Report) nor changes to the employment rights of employees of the Company or any re-deployment of the fixed assets of the Company and his intention, following any increase in his shareholding as a result of any repurchase of Ordinary Shares, is that the business of the Company should continue to be run in substantially the same manner as at present.

Mark Coombs was appointed as Chief Executive Officer and as a director on the incorporation of the Company in December 1998. He held a number of positions at Australia and New Zealand Banking Group (ANZ) and led Ashmore's buyout from ANZ in early 1999. He is Co-Chair of EMTA, the trade association for emerging markets having been on the Board since 1993. Mark has an MA in law from Cambridge University.

Further details in relation to the Waiver Resolution are set out in Part II to this document.

Resolution 17: Notice of general meetings

Changes made to the Companies Act 2006 by the Shareholders' Rights Regulations increase the notice period required for general meetings of the Company to 21 days unless Shareholders approve a shorter notice period, which cannot however be less than 14 clear days. (Annual general meetings will continue to be held on at least 21 clear days' notice.)

Before the coming into force of the Shareholders' Rights Regulations on 3 August 2009, the Company was able to call general meetings other than an annual general meeting on 14 clear days' notice without obtaining such shareholder approval. In order to preserve this ability, resolution 17 seeks such approval. The approval will be effective until the Company's next annual general meeting, when it is intended that a similar resolution will be proposed. The shorter notice period would not be used as a matter of routine for such meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of Shareholders as a whole.

Note that the changes to the Companies Act 2006 mean that, in order to be able to call a general meeting on less than 21 clear days' notice, the Company must make a means of electronic voting available to all Shareholders for that meeting.

Resolution 18: Amendments to the Articles of Association

We are asking Shareholders to approve a number of amendments to the Company's Articles of Association. An explanation of the main changes is set out in Appendix I on page 14 of this document.

A copy of the New Articles showing the changes to the Current Articles is available for inspection as noted on page 13.

Resolution 19: Amendments to the Ashmore Executive Omnibus Incentive Plan

The Company operates the Ashmore Group Plc Executive Omnibus Incentive Plan (the "Plan"), which was adopted by the Company on 11 October 2006.

The Plan is the main long-term incentive plan operated by the Company and also provides the mechanism for bonus deferrals into awards over shares.

The Plan therefore provides for awards to be made in various forms, including bonus shares, matching shares, restricted shares, share options and other forms of share award. All of these forms of award are over actual shares.

The Company proposes to amend the Plan to allow for awards also to be made in the form of phantom awards. Phantom awards will mirror one of the above forms of share award but will only entitle the participant to a cash payment of an amount equal to the value of the shares on the relevant vesting or exercise date.

These amendments will allow phantom awards to be made to executive directors and group employees to whom share awards cannot be made, or in circumstances where local tax or securities laws or other regulatory constraints mean that phantom awards are easier to make or administer.

At the same time, the Company proposes making certain other amendments to the Plan to introduce more flexibility for the Remuneration Committee to determine the appropriate level of vesting of share awards and phantom awards where early vesting occurs, for example on a change of control of the Company or on cessation of employment as a good leaver.

A summary of the proposed amendments and an explanation of their effect are included in Appendix II.

4. Action to be taken

You will find set out at the end of this document a notice convening the AGM of the Company to be held at the Kingsway Hall Hotel, 66 Great Queen Street, London WC2B 5BX at 12 noon, on Thursday, 28 October 2010, at which the resolutions referred to above will be proposed.

You are requested to complete the Form of Proxy accompanying this document in accordance with the instructions printed thereon, whether or not you intend to be present at the AGM, and return it to the Company's registrar, Equiniti Registrars, Aspect House, Spencer Road, Lancing, Worthing, West Sussex BN99 6ZL, as soon as possible and in any event so that it is received not later than 12 noon on Tuesday, 26 October 2010. Completion and return of the Form of Proxy will not prevent you from attending the AGM and voting in person if you so wish.

5. Additional information

Your attention is drawn to the Annual Report and to Part II of this document which contain certain additional information in respect of the Company and the Directors' interests. Shareholders are advised to read the whole of this document and the Annual Report and not rely solely on the summary information set out in this letter.

6. Recommendations

The Board believes the proposals described above regarding the resolutions to be proposed at the AGM to be in the best interests of the Company and Shareholders as a whole, save that Mark Coombs makes no recommendation with regard to the Waiver Resolution as, in accordance with the provisions of the Takeover Code, Mark Coombs is considered to be interested in the outcome of the Waiver Resolution. Accordingly, the Board, with the exception described above, recommends that Shareholders vote in favour of such resolutions at the AGM, as the Directors intend to do in respect of their own beneficial holdings of Ordinary Shares, which amount to 42.87 per cent of the issued Ordinary Shares, save that Mark Coombs will not vote in respect of his beneficial holding of Ordinary Shares, which amounts to 42.86 per cent of the issued Ordinary Shares, on the Waiver Resolution, in which he is considered to be interested.

The Independent Directors, who have been so advised by Goldman Sachs and UBS Investment Bank, consider the waiver of the obligation that could arise on Mark Coombs to make an offer under Rule 9 of the Takeover Code in relation to the Authority to Make Market Purchases to be in the best interests of the Company and the Independent Shareholders as a whole. In providing their advice to the Independent Directors, Goldman Sachs and UBS Investment Bank have taken account of the Independent Directors' commercial assessments. Accordingly, the Independent Directors unanimously recommend that Independent Shareholders vote in favour of the Waiver Resolution to be proposed at the AGM, as the Independent Directors intend to do in respect of their own beneficial holdings of Ordinary Shares, which amount to approximately 0.01 per cent of the issued Ordinary Shares.

Yours sincerely

Michael Benson
Chairman

Part II

Additional information

1. Responsibility

1.1 The Directors take responsibility for the information contained in this document other than:

- (i) the recommendation and associated opinion attributed to the Independent Directors set out in section 6 of the Chairman's Letter; and
- (ii) the statement in section 3 of the Chairman's Letter that Mark Coombs has no present intention of changing the Board or the employment rights of employees.

To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that this is the case), such information is in accordance with the facts and does not omit anything likely to affect the import of such information.

1.2 Mark Coombs takes responsibility for the statement in section 3 of the Chairman's Letter that he has no present intention of changing the Board or the employment rights of employees. To the best of the knowledge and belief of Mark Coombs (who has taken all reasonable care to ensure that this is the case), such information is in accordance with the facts and does not omit anything likely to affect the import of such information.

1.3 The Independent Directors take responsibility for the recommendation and associated opinion attributed to them in section 6 of the Chairman's Letter. To the best of the knowledge and belief of the Independent Directors (who have taken all reasonable care to ensure that this is the case), such information is in accordance with the facts and does not omit anything likely to affect the import of such information.

2. Business of the Company

The Directors intend to continue conducting the business of the Company and its subsidiaries in a similar manner as it is currently conducted and there are currently no plans to introduce any major changes to the business of the Company and its subsidiaries or the terms of engagement of any employees of the Company and its subsidiaries.

3. Directors

3.1 The names of the Directors and the positions they hold at the date of this document are:

Name	Position
Michael Benson	Non-executive Chairman
Mark Coombs	Chief Executive Officer
Graeme Dell	Group Finance Director
Nick Land	Senior Independent Non-executive Director
Jonathan Asquith	Non-executive Director
Melda Donnelly	Non-executive Director

Further information relating to the Directors is included on page 29 of the Annual Report.

3.2 The business address of the Directors is 61, Aldwych, London WC2B 4AE.

4. Absence of concert parties or related parties

The Directors confirm that they are unaware of any agreements, arrangements or understandings between any of the Directors or Shareholders of the Company acting in concert with any of the Directors.

It is not the Directors' intention to sell any of their shareholdings back to the Company pursuant to the Authority to Make Market Purchases. The Directors also believe that there are no related parties from whom Ordinary Shares are proposed to be purchased and in the event that any Shareholders of the Company come within the definition of related party set out in the UKLA Listing Rules, the Directors confirm that there is no prior understanding, arrangement or agreement between the Company and any related party.

5. Interests and dealings of the Directors

At the close of business on 13 September 2010 (being the latest practicable date prior to the posting of this document), the interests of the Directors and their families and the interests of persons connected with them, within the meaning of Part 22 of the Companies Act 2006, in the issued share capital of the Company were as follows:

Name	Ordinary Shares	% of issued share capital
Mark Coombs	301,574,200	42.86
Graeme Dell	1,268,780	0.18
Michael Benson	29,000	0.004
Nick Land	29,000	0.004
Jonathan Asquith	—	—
Melda Donnelly	—	—

On 1 April 2010 Mr Mark Coombs gifted 1,750,000 Ordinary Shares to charity for nil consideration. As a result of this gift, Mr Coombs' interest in the issued share capital of the Company is reduced to 301,574,200 shares.

The interests of Mr Graeme Dell in the issued share capital of the Company are held in the EBT and were comprised as follows:

Number of restricted shares	Number of bonus shares	Number of matching shares	Market price at date of grant	Date of grant	Release date
272,480	—	—	275.25 pence	3 December 2007	2 December 2012
296,114	222,085	222,085	162.10 pence	17 October 2008	16 October 2013
102,406	76,805	76,805	273.42 pence	15 October 2009	14 October 2014

Save as disclosed above no Director of the Company has made any sales or purchases of shares during the year.

6. Interests of the Employee Benefit Trust

At the close of business on 13 September 2010 (being the latest practicable date prior to the posting of this document), the EBT held 36,007,445 Ordinary Shares.

7. Directors' service agreements and emoluments

The Directors' current service agreements and letters of appointment will be available for inspection as set out in paragraph 12 below and are summarised below (and on page 43 of the Annual Report). There are no other service contracts between the Directors and the Company or any of its subsidiaries and, save as disclosed herein, no other service contracts have been entered into nor have existing service contracts been amended during the period of six months prior to the date of this document.

The table below provides details of the Directors' service agreements/letters of appointment.

Directors' service contracts	Date appointed director	Contract date	Notice period	Expiry/review date
Executive directors				
Mark Coombs	3 December 1998	21 September 2006	1 year	Rolling
Graeme Dell	19 December 2007	3 December 2007	1 year	Rolling
Non-executive directors				
Michael Benson – Chairman*	3 July 2006	3 July 2009	1 month	3 July 2012
Nick Land*	3 July 2006	3 July 2009	1 month	3 July 2012
Jonathan Asquith	1 September 2008	1 September 2008	1 month	1 September 2011
Melda Donnelly	1 July 2009	1 July 2009	1 month	1 July 2012

* Note: Michael Benson and Nick Land were invited, and agreed, to serve a further three years after their initial three year period of appointment expired on 3 July 2009.

8. Material contracts

No contracts have been entered into by the Company or any of its subsidiaries, other than in the ordinary course of business, within the period of two years prior to the posting of this document which are or may be material.

9. Material changes

There has been no material change in the financial or trading position of the Company since 30 June 2010, being the date to which the last audited published accounts of the Company and its subsidiaries were prepared.

10. Middle market quotations

The middle market quotations for the Ordinary Shares of the Company, as derived from the London Stock Exchange Daily Official List, on the first Business Day of each of the six months immediately preceding the date of this document and on 13 September 2010 (being the latest practicable date prior to the posting of this document) were:

Date	Price per Ordinary Share (p)
13 September 2010	318.9
1 September 2010	300.0
2 August 2010	283.9
1 July 2010	236.5
1 June 2010	248.0
4 May 2010	267.1
1 April 2010	267.8

11. General

11.1 Each of Goldman Sachs and UBS has given and has not withdrawn its written consent to the issue of this document with the inclusion of its respective name and references to it in this document in the form and context in which they appear.

11.2 No agreement, arrangement or understanding (including any compensation arrangement), exists between the Directors, recent directors, Shareholders or recent shareholders of the Company having any connection with or dependence upon the proposals set out in this document.

11.3 On 13 September 2010 (being the latest practicable date prior to the posting of this document, and save as disclosed in paragraphs 5 and 6 of Part II of this document);

- (a) neither Mark Coombs nor any person acting in concert with him has any interest in, right to subscribe in respect of or short position in relation to any relevant securities;
- (b) neither Mark Coombs nor any person acting in concert with him has dealt in relevant securities during the period of twelve months ended on 13 September 2010 (being the latest practicable date prior to the publication of this document);
- (c) there are no relevant securities which Mark Coombs or any person acting in concert with him has borrowed or lent (excluding any borrowed relevant securities which have either been on lent or sold);
- (d) none of:
 - (i) the Directors or any of their close relatives or related trusts; or
 - (ii) any other person acting in concert with the Company,

has as at 13 September 2010 (being the latest practicable date prior to the publication of this document) any interest in, right to subscribe in respect of or short position in relation to any relevant securities; and

- (e) there are no relevant securities which the Company or any person acting in concert with the Directors has borrowed or lent (excluding any borrowed relevant securities which have either been on lent or sold).

In this paragraph 11.3 reference to:

- (1) **"relevant securities"** means Ordinary Shares and securities carrying conversion or subscription rights into Ordinary Shares;
- (2) **"derivatives"** includes any financial product, whose value in whole or in part is determined directly or indirectly by reference to the price of an underlying security;

- (3) **“short position”** means a short position, whether conditional or absolute and whether in the money or otherwise, and includes any short position under a derivative, any agreement to sell or any delivery obligation or right to require another person to purchase or take delivery;
- (4) **“associated company”** means in relation to any company, that company’s parent subsidiaries and fellow subsidiaries, and their associated companies, and companies of which such companies are associated companies. For these purposes, ownership or control of 20 per cent or more of the equity share capital of a company is regarded as the test of associated company status;
- (5) **“connected adviser”** means:
- (i) in relation to the Company, (a) an organisation which is advising the Company in relation to the Waiver Resolution and the Authority to Make Market Purchases; and (b) a corporate broker to the Company;
 - (ii) in relation to a person who is acting in concert with Mark Coombs or with the Directors, an organisation (if any) which is advising that person either (a) in relation to the Waiver Resolution and the Authority to Make Market Purchases; or (b) in relation to the matter which is the reason for that person being a member of the relevant concert party; and
 - (iii) in relation to a person who is an associated company of Mark Coombs or the Company, an organisation (if any) which is advising that person in relation to the Waiver Resolution and the Authority to Make Market Purchases;
- (6) **“control”** means an interest, or aggregate interests, in shares carrying in aggregate 30 per cent or more of the voting rights of a company, irrespective of whether such interest or interests give de facto control; and
- (7) **“dealing”** or **“dealt”** includes the following:
- (i) the acquisition or disposal of securities, of the right (whether conditional or absolute) to exercise or direct the exercise of the voting rights attaching to securities, or of general control of securities;
 - (ii) the taking, granting, acquisition, disposal, entering into, closing out, termination, exercise (by either party) or variation of an option (including a traded option contract) in respect of any securities;
 - (iii) subscribing or agreeing to subscribe for securities;
 - (iv) the exercise or conversion, whether in respect of new or existing securities, of any securities carrying conversion or subscription rights;
 - (v) the acquisition of, disposal of, entering into, closing out, exercise (by either party) of any rights under, or variation of, a derivative referenced, directly or indirectly, to securities;
 - (vi) the entering into, terminating or varying the terms of any agreement to purchase or sell securities; and
 - (vii) any other action resulting, or which may result, in an increase or decrease in the number of securities in which a person is interested or in respect of which he has a short position.

For the purposes of this paragraph 11.3 a person is treated as **“interested”** in securities if he has long economic exposure, whether absolute or conditional, to changes in the price of those securities (and a person who only has a short position in securities is not treated as interested in those securities). In particular, a person is treated as **“interested”** in securities if:

- (i) he owns them;
- (ii) he has the right (whether conditional or absolute) to exercise or direct the exercise of the voting rights attaching to them or has general control of them;

- (iii) by virtue of any agreement to purchase, option or derivative, he:
 - (a) has the right or option to acquire them or call for their delivery, or
 - (b) is under an obligation to take delivery of them;
- (iv) whether the right, option or obligation is conditional or absolute and whether it is in the money or otherwise; or
- (v) he is party to any derivative:
 - (a) whose value is determined by reference to their price, and
 - (b) which results, or may result, in his having a long position in them.

11.4 The Directors are not aware of any agreement or arrangement or understanding by which the beneficial ownership of any Ordinary Shares acquired by the Company pursuant to the Authority to Make Market Purchases will be transferred to any other person. Such shares will, in accordance with the Companies Act 2006, either be held in treasury up to the amounts permitted to be held in treasury by the Companies Act 2006 or be cancelled and the issued share capital of the Company reduced by the nominal amount of those Ordinary Shares so purchased.

11.5 As at 13 September 2010 (being the latest practicable date prior to the posting of this document) the Company had 18,529,571 Share Options in issue which it is expected, on vesting or exercise, will be satisfied either by the transfer of Ordinary Shares held by the Employee Benefit Trust or by the issue of new Ordinary Shares.

12. Documents available for inspection

Copies of the following documents will be available for inspection during usual business hours on any weekday (Saturdays, Sundays and public holidays excepted) at the registered office of the Company and at the offices of Slaughter and May, One Bunhill Row, London EC1Y 8YY from the date of this document up to the date of the AGM and at the place of meeting for 15 minutes prior to the meeting and during the meeting:

- (i) the Articles of Association of Ashmore Group plc marked to show the proposed amendments to be adopted at the AGM;
- (ii) the draft amended Plan rules marked to show the proposed amendments;
- (iii) the audited consolidated accounts of Ashmore Group plc for the financial years ended 30 June 2009 and 30 June 2010;
- (iv) the consent letters from Goldman Sachs and UBS referred to in paragraph 11.1 above;
- (v) the Directors' service agreements and letters of appointment referred to in paragraph 7 above; and
- (vi) this notice of AGM.

Copies of the documents set out at (i), (iii), (iv) and (vi) above will also be available at the Company's website (www.ashmoregroup.com).

Appendix I

Explanatory notes of principal changes to the Company's Articles of Association

1. Untraced Shareholders

The New Articles provide that if no valid claim for the net proceeds of sale of the shares belonging to untraced shareholders has been received by the Company during a period of six years from the date on which the relevant shares were sold by the Company, the money will be forfeited and will belong to the Company. This provides a sufficient length of time for any claims to be made for the money whilst also allowing the Company to better quantify its potential liabilities.

2. Appointment of Proxies

The New Articles clarify the situation where a member appoints more than one proxy and the proxy forms appointing those proxies would give those proxies the apparent right to exercise votes on behalf of the member in a general meeting over more shares than are held by the member. In such a situation each of those proxy forms will be invalid and none of the proxies so appointed will be entitled to attend, speak or vote at the relevant general meeting.

3. Interim dividends not in cash

The New Articles enable the Board to direct that an interim dividend be paid in specie.

4. General

Generally the opportunity has been taken to bring clearer language into the New Articles and in some areas to conform the language of the New Articles with that used in the model articles for public companies produced by the Department for Business, Innovation and Skills.

Appendix II

Summary of Proposed Amendments to the Ashmore Group Plc Executive Omnibus Incentive Plan

The Company has operated the Plan since 2006. A summary of the main terms of the Plan is included in the Company's 2010 remuneration report which is on pages 43 to 48 of the Annual Report.

The Remuneration Committee has recently reviewed the operation of the Plan and confirmed that it provides an appropriate framework for granting long term incentive awards and deferred bonus awards to executive directors and group employees.

Phantom Awards

The Company proposes to amend the Plan to allow for awards also to be made in the form of phantom awards. Phantom awards will mirror one of the current forms of share award but will only entitle the participant to a cash payment of an amount equal to the value of the shares on the relevant vesting or exercise date.

To date, for reasons related to Rule 9 of the Takeover Code, Mark Coombs has waived any award which would give him any entitlement to further shares. The Company wishes to allow for the grant of phantom awards to him given the enhanced focus on deferred compensation in the draft revised FSA remuneration code and because it is considered appropriate for all executive directors and senior managers to receive deferred compensation on an equivalent basis.

In addition, as a result of Ashmore's establishment of operating entities and the employment of associated personnel in a number of emerging market countries, it has become apparent that making awards of actual shares to employees in certain jurisdictions is difficult for securities law or other regulatory reasons. Ashmore wishes to be able to treat its global employees consistently from a remuneration perspective and retain and incentivise staff equally wherever they are employed.

To overcome these restrictions, it is proposed that the Plan will be amended to allow the Company to grant awards in the form of phantom awards in place of each of the forms of share award that can currently be made under the Plan: bonus shares, matching shares, restricted shares, share options and other forms of share award. The phantom awards will have the same terms as the equivalent form of share award except that:

- Phantom awards will only give a participant an entitlement to a cash amount equal to the market value of the shares that would have been issued or transferred to him if he had received the equivalent form of share award. The holder of a phantom award will have no entitlement to shares.
- The cash amount due on the vesting of a phantom award will be the market value of the equivalent number of shares on the relevant vesting or exercise date. In the case of a phantom share option, the exercise price that would have been paid to exercise an equivalent share option will be deducted. However it is not currently intended to grant phantom share options.
- The Remuneration Committee may, at its discretion, determine that a share award shall be replaced with an equivalent phantom award or settled in cash to take account of local tax or securities law or other regulatory constraints. This is intended to deal with participants who may move from one jurisdiction to another where settlement in shares is more difficult.
- The Remuneration Committee may, at its discretion, determine that a phantom award will be replaced with an equivalent share award or settled in cash to take account of local tax or securities law or other regulatory constraints. This is intended mainly to deal with participants who may move from one jurisdiction to another so that settlement in shares becomes less administratively cumbersome.
- Participants holding restricted shares are entitled to any dividends paid on the shares prior to the vesting date. Dividend equivalents are paid to participants holding other forms of share award, unless the Remuneration Committee determines otherwise. Phantom awards will be entitled to dividend equivalents unless the Remuneration Committee determines otherwise.

- All cash payments will be made by the Company, the participant's employing company, the trustee of any nominated employee trust or other group company determined by the Board as soon as practicable after the relevant vesting or exercise date.

All the other provisions of the Plan shall apply with any necessary modifications to the phantom awards.

Details of the proposed phantom awards to Mark Coombs are included in the Company's 2010 remuneration report.

Remuneration Committee discretion

Share awards and, if the proposed amendments are adopted, phantom awards (together "Awards") normally vest on the vesting date specified in the award certificate at the date of grant. Normally, this will be five years after the date of grant, although the Remuneration Committee has the discretion to apply other vesting dates not earlier than three years from the date of grant.

Awards may vest early in the event that a participant ceases to be a Group employee. Except for bonus shares (or phantom bonus shares), Awards will normally lapse on cessation of employment unless the participant is a good leaver. Bonus shares only lapse in the case of dismissal for cause, although a bad leaver's matching shares would lapse.

In the case of good leavers, the Remuneration Committee may determine that either:

- Awards vest early, in which case they vest pro rata to the time elapsed since the date of grant; or
- Where the Award is subject to performance conditions, the awards are retained and vest without pro-rating on the normal vesting date.

In the event of a change of control, scheme of arrangement, voluntary winding up or any person becoming bound or entitled to acquire the shares, Awards vest early and are pro rated to take account of the time elapsed since the date of grant (unless replacement awards are offered over shares in the acquiring company where applicable).

In the case of both cessation of employment as a good leaver and change of control or other event specified above, vesting takes account of the extent to which any performance conditions have been satisfied, having regard to performance to date at the time of the relevant event. Awards to executive directors must always be subject to performance conditions.

The Company proposes amending both the good leaver and change of control provisions so that the Remuneration Committee may, at its discretion, determine that a participant's Award shall Vest in full (or on some other intermediate basis). The Remuneration Committee will need to take into account the extent to which any performance conditions have been achieved.

The purpose of these amendments is to give the Remuneration Committee the ability to exercise its discretion to allow fuller vesting where it considers this appropriate acting fairly and reasonably and taking all relevant considerations into account. This is considered more appropriate given the multiple forms of Award under the Plan and grant levels under the Plan.

Note:

This Appendix summarises the proposed amendments to the Plan and the effect of those proposed amendments but does not form part of the Plan and should not be taken as affecting the interpretation of the Plan rules. Copies of the draft amended Plan rules marked to show the proposed amendments will be available for inspection at the Company's registered office at 61 Aldwych, London WC2B 4AE and at the address of Slaughter and May, One Bunhill Row, London EC1Y 8YY during usual business hours on weekdays (Saturdays, Sundays and public holidays excepted) from the date of this notice until the conclusion of the Annual General Meeting. They will also be available at the place of the Annual General Meeting on the date of the meeting for at least fifteen minutes prior to and until the conclusion of the Annual General Meeting. The directors reserve the right up to the time of the meeting to make such revisions and additions as they consider necessary or desirable to the proposed amendments, provided that such revisions and additions do not conflict in any material respect with the summary set out in this Appendix.

Ashmore Group plc

(Incorporated and registered in England and Wales under No. 3675683)

Notice of Annual General Meeting

Notice is hereby given that the 2010 Annual General Meeting of Ashmore Group plc will be held at Kingsway Hall Hotel, 66 Great Queen Street, London WC2B 5BX at 12 noon on Thursday, 28 October 2010 to consider and, if thought fit, to pass the following resolutions, which, in the case of resolutions 14, 15, 17 and 18 will be proposed as special resolutions and, in the case of the other resolutions, will be proposed as ordinary resolutions. Resolution 16 will be voted on only by the Independent Shareholders of the Company and will be taken by poll. As Mark Coombs is interested in the outcome of resolution 16 he will be precluded from voting on that resolution.

Ordinary business

1. THAT the financial statements for the year ended 30 June 2010, together with the reports of the Directors and auditors thereon be received and adopted.
2. THAT a final dividend of 9.34 pence per ordinary share be declared for the year ended 30 June 2010.
3. THAT Michael Benson be re-elected as a Director of the Company
4. THAT Mark Coombs be re-elected as a Director of the Company
5. THAT Graeme Dell be re-elected as a Director of the Company
6. THAT Nick Land be re-elected as a Director of the Company
7. THAT Jonathan Asquith be re-elected as a Director of the Company
8. THAT Melda Donnelly be re-elected as a Director of the Company.
9. THAT the Remuneration report for the year ended 30 June 2010 be approved.
10. THAT KPMG Audit Plc be reappointed as auditors of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.
11. THAT the Directors be authorised to agree the remuneration of the auditors.

Special business

12. THAT, in accordance with section 366 of the Companies Act 2006, the Company and all companies that are at any time during the period for which this resolution has effect subsidiaries of the Company be authorised:
 - (a) to make political donations (as defined in section 364 of the Companies Act 2006) to political parties (as defined in section 363 of the Companies Act 2006) not exceeding £20,000 in total;
 - (b) to make political donations (as defined in section 364 of the Companies Act 2006) to political organisations other than political parties (as defined in section 363 of the Companies Act 2006), not exceeding £20,000 in total; and
 - (c) to incur political expenditure (as defined in section 365 of the Companies Act 2006), not exceeding £20,000 in total,in each case, during the period beginning with the date of passing of this resolution and ending at the end of the next annual general meeting of the Company or on 27 April 2012, whichever is earlier.
13. THAT, the Board be authorised to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company:
 - (a) up to a nominal amount of £23,451.89 (such amount to be reduced by the nominal amount allotted or granted under paragraph (b) in excess of such sum); and

(b) comprising equity securities (as defined in the Companies Act 2006) up to a nominal amount of £46,903.78 (such amount to be reduced by any allotments or grants made under paragraph (a) above) in connection with an offer by way of a rights issue:

- (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- (ii) to holders of other equity securities as required by the rights of those securities or as the Board otherwise considers necessary, and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter,

such authorities to apply until the end of next year's annual general meeting (or, if earlier, until the close of business on 27 January 2012) but, in each case, so that the Company may make offers and enter into agreements during the relevant period which would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends and the Board may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not ended.

14. THAT, if resolution 13 is passed, the Board be given power to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or where the allotment is treated as an allotment of equity securities under section 560(3) of the Companies Act 2006, free of the restriction in section 561(1) of the Companies Act 2006, such power to be limited:

(a) to the allotment of equity securities in connection with an offer of equity securities (but in the case of the authority granted under paragraph (b) of resolution 13, by way of a rights issue only):

- (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- (ii) to holders of other equity securities, as required by the rights of those securities or, as the Board otherwise considers necessary,

and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

(b) in the case of the authority granted under paragraph (a) of resolution 13 and/or in the case of any transfer of treasury shares which is treated as an allotment of equity securities under section 560(3) of the Companies Act 2006, to the allotment (otherwise than under paragraph (a) of this resolution) of equity securities up to a nominal amount of £3,540.00,

such power to apply until the end of next year's annual general meeting (or, if earlier, until the close of business on 27 January 2012) but during this period the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted after the power ends and the Board may allot equity securities under any such offer or agreement as if the power had not ended.

15. THAT, conditional on resolution 16 below being passed, the Company be authorised generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 to make one or more market purchases (within the meaning of section 693(4) of the Companies Act 2006) of Ordinary Shares of 0.01 pence each in the capital of the Company, subject to the following restrictions and provisions:

- (a) the maximum number of Ordinary Shares hereby authorised to be purchased is 70,355,600;
- (b) the maximum price, exclusive of expenses, which may be paid for any such Ordinary Share shall be the higher of (i) an amount equal to 105 per cent of the average of the closing middle market quotations for an Ordinary Share (as derived from the London Stock Exchange Daily Official List) for the five Business Days immediately preceding the day on which that Ordinary Share is contracted to be purchased; and (ii) the higher of the price of the last independent trade and the highest current independent bid on the London Stock Exchange at the time the purchase is carried out;

- (c) the minimum price which may be paid for such Ordinary Share is 0.01 pence per share; and
 - (d) unless previously revoked or varied the authority conferred hereby shall expire at the end of the next Annual General Meeting of the Company or on 27 January 2012, whichever is earlier (unless previously revoked, varied or extended by the Company in general meeting), except that the Company may before such expiry enter into a new contract or contracts to purchase such Ordinary Shares under the authority conferred hereby that will or may be executed wholly or partly after the expiry of such authority and the Company may make a purchase of Ordinary Shares in pursuance of any such contract or contracts as if the authority had not expired.
16. THAT, approval is granted for the waiver by the Panel on Takeovers and Mergers of any obligation that could arise, pursuant to Rule 9 of the City Code on Takeovers and Mergers, for Mark Coombs to make a general offer for all the ordinary issued share capital of the Company, following any increase in the percentage of shares of the Company carrying voting rights in which Mark Coombs is interested resulting from the exercise by the Company of the authority to purchase its own Ordinary Shares granted to the Company pursuant to resolution 15 above, subject to the following limitations and provisions:
- (a) no approval for such waiver is given where the resulting interest of Mark Coombs exceeds 47.62 per cent or more of the shares of the Company carrying voting rights; and
 - (b) such approval shall expire at the conclusion of the next annual general meeting of the Company or on 27 January 2012, whichever is earlier.
17. THAT, a general meeting of the Company, other than an annual general meeting, may be called on not less than 14 clear days' notice.
18. THAT, the New Articles produced to the meeting and initialled by the Chairman of the meeting for the purpose of identification be adopted as the Company's New Articles in substitution for, and to the exclusion of, the Current Articles.
19. THAT, the Rules of the Ashmore Group Plc Executive Omnibus Incentive Plan be amended so that they take the form of the amended Rules produced to this meeting and initialled by the Chairman for the purpose of identification and the Directors be authorised to do all other acts and things which they may consider necessary or expedient to carry the same into effect.

By order of the Board

Michael Perman
Company Secretary

13 September 2010

Notes

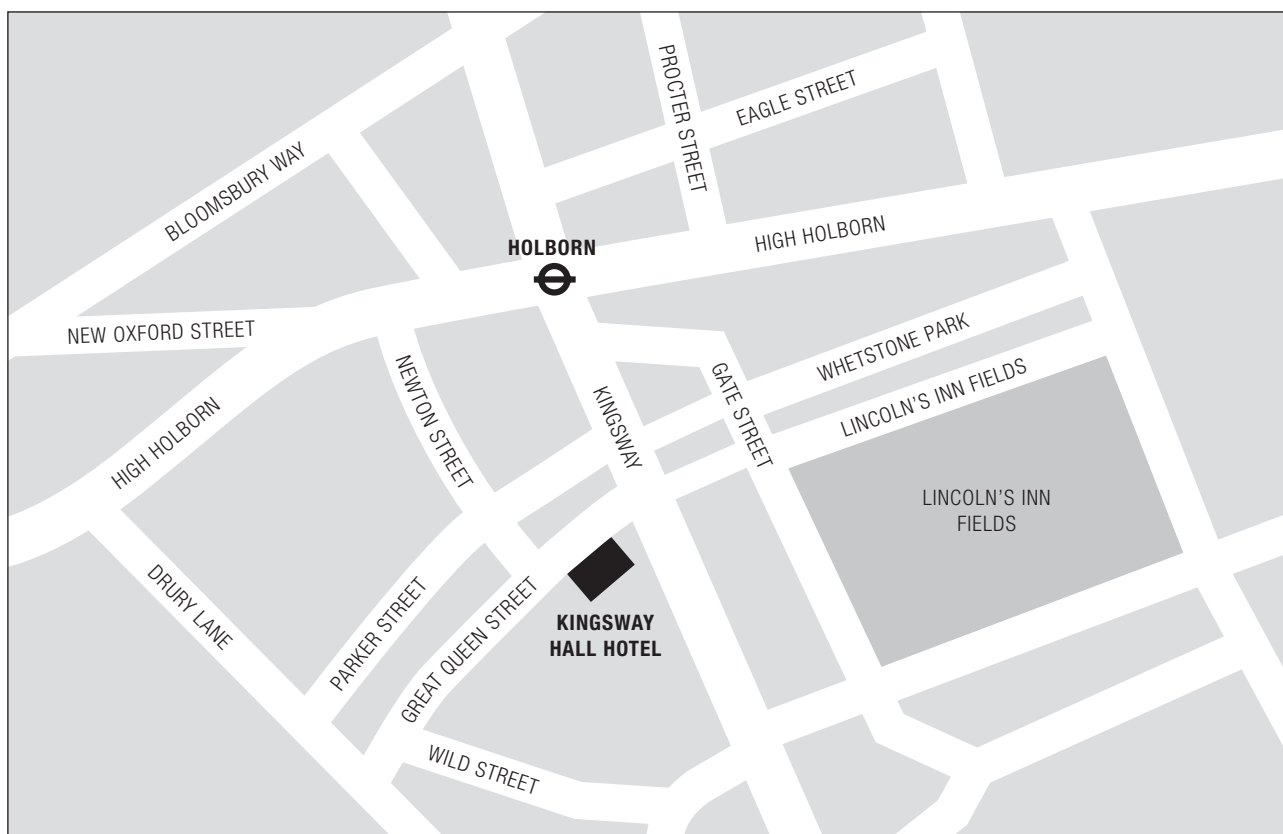
- (1) The documents noted at (a) and (b) below are available for inspection during normal business hours at the Company's registered office on any Business Day from the date of this notice until the date of the AGM and will be available at the place of the AGM from 15 minutes prior to and during the AGM:
 - (a) Copies of the Directors' service contracts (or, where appropriate, letters of appointment); and
 - (b) A copy of the Company's Current Articles and a copy of the proposed New Articles marked up to show the differences from the Current Articles.
- (2) Any member attending the AGM 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 the Company's website (www.ashmoregroup.com) 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.
- (3) Only holders of Ordinary Shares on the register of the members of the Company at 6.00 pm on Tuesday, 26 October 2010 (being two Business Days before the time fixed for the meeting) (or, in the event of an adjournment, at 6.00 pm two Business Days before the time of the reconvened meeting) shall be entitled to attend and/or vote at the AGM. Such Shareholders can vote in respect of the number of shares registered in their names (subject to note 4 below) at that time, but any subsequent changes to the register shall be disregarded in determining rights to attend and vote.
- (4) Any member is entitled to appoint one or more proxies to exercise all or any of his/her rights to attend the AGM and to speak and act on his/her behalf. A proxy may vote on a show of hands as well as on a poll. Where a proxy has been appointed by more than one member and is voting on a show of hands, if instructed by all those members to vote for or against a resolution the proxy has one vote and if instructed by one or more of those members to vote for and by one or more of those members to vote against the resolution, the proxy has one vote for and one vote against the resolution. If a member appoints more than one proxy, each proxy must be appointed to exercise the rights attached to a different share or shares held by that member. A proxy need not be a member of the Company. To be effective, a duly completed Proxy Form, together with any power of attorney or other authority under which it is signed or a notarially certified copy of such power or authority, must reach the Company's Registrars, Equiniti Registrars, Aspect House, Spencer Road, Lancing, West Sussex BN99 6ZL by 12 noon on Tuesday, 26 October 2010 (or not less than 48 hours before the time fixed for any adjourned meeting, excluding any part of a day that is not a working day).
- (5) Unless voting instructions are indicated on the Proxy Form, a proxy may vote or withhold his vote as he thinks fit on the resolutions or on any other business (including amendments to resolutions) which may come before the meeting. A vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes for or against a resolution.
- (6) If you are a Shareholder and wish to attend the AGM, the return of the Proxy Form or any CREST Proxy Instruction (as described in paragraph 8 below) will not prevent you from attending and voting in person. An admittance pass is attached to the Proxy Form and, for your convenience, you are requested to bring your admittance pass with you to the meeting. In the case of joint holders, any one holder may vote. If more than one holder is present at the meeting, only the vote of the senior will be accepted, seniority being determined by the order in which names appear on the register.
- (7) CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual (available via www.euroclear.com/CREST). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
- (8) 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 & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is 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 RA19) by 12 noon on Tuesday, 26 October 2010. For this purpose, the time of receipt will

be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer'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.

- (9) CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. 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, 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 system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
- (10) 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.
- (11) A member must inform the Company in writing of any termination of the authority of a proxy.
- (12) 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.
- (13) On arrival at the AGM venue, all those entitled to vote will be required to register. In order to facilitate these arrangements, please arrive at the AGM venue in good time and have your admittance pass to hand. You will be given instructions on how to complete your poll card/vote on a show of hands at the meeting.
- (14) As soon as practicable following the AGM, the results of the voting at the meeting and the number of votes cast for and against and the number of votes withheld in respect of each resolution will be announced via a Regulatory Information Service and placed on the Company's website (www.ashmoregroup.com).
- (15) A copy of this AGM notice has been sent for information only to persons who have been nominated by a member to enjoy information rights under section 146 of the Companies Act 2006 ('nominated persons'). The rights to appoint a proxy cannot be exercised by a nominated person, but only by the member. However, a nominated person may, under an agreement between him and the member by whom he was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the meeting. If a nominated person does not have such a right or does not wish to exercise it, he may have a right under such an agreement to give instructions to the member as to the exercise of voting rights.
- (16) Under section 527 of the Companies Act 2006 members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.
- (17) A copy of this notice, and other information required by section 311A of the Companies Act 2006, can be found at the Company's website (www.ashmoregroup.com).
- (18) You may not use any electronic address provided either in this AGM notice or any related documents (including the Chairman's letter and proxy form) to communicate for any purposes other than those expressly stated.
- (19) As at 13 September 2010, being the latest practicable time prior to the publication of this notice, there were 703,556,669 Ordinary Shares in issue (after deducting 5,368,331 shares held in treasury), each carrying an equal right to attend and vote at general meetings of the Company. As at 13 September 2010, being the latest practicable time prior to the publication of this notice, the total number of voting rights in the Company was therefore 703,556,669.

Attending the Annual General Meeting

The AGM will be held at Kingsway Hall Hotel, 66 Great Queen Street, London WC2B 5BX at 12 noon on Thursday, 28 October 2010



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www.ashmoregroup.com