

Brooks Macdonald Group plc

Notice of Annual General Meeting 2025

Tuesday, 28 October 2025 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, if you are in a territory outside the United Kingdom, is an appropriately authorised independent financial adviser.

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.

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

12 September 2025

Dear Shareholder

2025 Annual General Meeting

The Company’s 2025 Annual General Meeting (“AGM”) will be held at our London head office at 21 Lombard Street, London, EC3V 9AH on Tuesday, 28 October 2025 at 9.00am. The formal Notice of Meeting (the “Notice”) is included in this document. The purpose of the AGM is to seek shareholders’ approval of the resolutions set out in the Notice.

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 offer shareholders the opportunity to ask questions relating to the business of the AGM by email. If you have questions, please submit them by email to AGM2025@brooksmacdonald.com in advance of the meeting. Answers to these questions will be provided by email as soon as reasonably practicable. The Board will endeavour to respond to relevant questions received by close of business on Wednesday, 15 October 2025 on or before Wednesday, 22 October to provide shareholders with time to consider the responses to questions ahead of the proxy voting deadline on Friday, 24 October 2025.

Explanatory Notes

The explanatory notes which appear on pages 7 to 10 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 2025 has been published on the Company’s website (<https://www.brooksmacdonald.com/fy-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, MUFG Corporate Markets, 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 emailing MUFG Corporate Markets at shareholderenquiries@cm.mps.mufg.com. 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.

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 appoint a proxy electronically via the Investor Centre app or web browser at <https://uk.investorcentre.mpms.mufig.com/>. You will not receive a hard copy form of proxy for the AGM in the post, unless specifically requested. If you hold shares in CREST you may appoint a proxy electronically by using the CREST electronic proxy appointment service, or, if you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform. Please refer to the notes on page 23 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

Maarten Slendebroek
Chair

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

Notice of Annual General Meeting 2025

Notice is given that the AGM of the Company will be held at 21 Lombard Street, London, EC3V 9AH on Tuesday, 28 October 2025 at 9.00am to consider and, if thought fit, pass the resolutions detailed below. Resolutions 1 to 14 are proposed as ordinary resolutions and resolutions 15 to 18 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 2025.

Final dividend

2. To declare a final dividend of 51 pence per ordinary share for the year ended 30 June 2025.

Remuneration report

3. To approve the Directors' remuneration report for the financial year ended 30 June 2025 as set out on pages 78 to 94 of the 2025 Annual Report and Accounts.

Remuneration policy

4. To approve the Directors' Remuneration Policy as set out in the attached Appendix I.

Election and re-election of Directors

5. To re-elect Maarten Slendebroek as a Director.
6. To re-elect Andrea Montague as a Director.
7. To elect Katherine Jones as a Director.
8. To re-elect John Linwood as a Director.
9. To re-elect Dagmar Kershaw as a Director.
10. To re-elect Robert Burgess as a Director.
11. To re-elect James Rawlingson as a Director.

Reappointment of the Auditor

12. To reappoint PricewaterhouseCoopers LLP as the Company's auditor, to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.

Auditor's Remuneration

13. That the Board be authorised to set the remuneration of the Company's auditor.

Allotment authority

14. That the Directors be generally and unconditionally authorised pursuant to and in accordance with section 551 of the Companies Act 2006 (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 grant rights to subscribe for, or to convert any security into Shares ("Relevant Securities"):

- a) up to an aggregate nominal amount of £53,265; and
- b) comprising equity securities (as defined in section 560(1) of the Act) up to an aggregate nominal amount of £53,265 in connection with a fully pre-emptive offer to:
 - i. ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - ii. holders of other equity securities as required by the rights of those securities or, subject to such rights as the Directors otherwise consider necessary,

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider 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.

The authorities conferred on the Directors to allot Relevant Securities under paragraphs (a) and (b) shall expire on the date falling fifteen months after the passing of this resolution or, if earlier, at the conclusion of the Company's 2026 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

15. That, if resolution 14 is passed, the Board be authorised to allot equity securities (as defined in the the Companies Act 2006 (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 £15,979; and
- 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 2026 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

16. That if resolution 14 is passed, the Board be authorised in addition to any authority granted under resolution 15 to allot equity securities (as defined in the Companies Act 2006 (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 £15,979 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 2026 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.

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Company's authority to purchase its own shares

17. That the Company is hereby generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 (the "Act") to make market purchases (within the meaning of section 693(4) of the Act) of the ordinary shares of 1 penny each in the capital of the Company on such terms and in such manner as the Directors may from time to time determine, provided that:

- a) the maximum number of ordinary shares hereby authorised to be purchased is 798,900;
- b) the maximum price which may be paid for each ordinary share shall be not be more than the higher of: (i) 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 and (ii) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from The Stock Exchange Daily Official List (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 Company's 2026 annual general meeting, 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.

Notice of general meetings

18. That the period of notice required for general meetings of the Company (other than annual general meetings) shall be not less than 14 clear days' notice.

By order of the Board

Phil Naylor
Company Secretary

12 September 2025

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 2025 be received and adopted.

Resolution 2 – To approve the payment of a final dividend

The Board recommends a final dividend of 51 pence per ordinary share. Subject to approval by shareholders, the final dividend will be paid on 4 November 2025 to shareholders whose names appear on the register on 19 September 2025.

Resolution 3 – Approval of the Directors' remuneration report

The report of the Remuneration Committee, which can be found on pages 78 to 94 of the Company's Annual Report and Accounts gives details of the Directors' remuneration for the year ended 30 June 2025. The Directors' remuneration report has been approved by the Board.

In accordance with remuneration reporting rules, the vote on this resolution is an advisory vote and does not affect the remuneration paid to any director.

Resolution 4 – Approval of the Directors' Remuneration Policy

Under the Companies Act 2006 (the "Act"), the Company is required to present a Directors' Remuneration Policy for approval by shareholders in the first financial year which begins on or after the day on which the Company became listed on the Official List (i.e. at the 2025 AGM) and at least every three years thereafter or, if earlier, when the Directors' Remuneration Policy is amended. Accordingly, the Company is seeking shareholder approval of the Directors' Remuneration Policy as set out in the attached Appendix I. In accordance with the Act, the resolution to approve the Directors' Remuneration Policy is a binding vote. Once approved, the Company will not be able to make a remuneration payment to a current or past director unless that payment is consistent with the Directors' Remuneration Policy or has been approved by a resolution of the members of the Company. The main changes proposed to be made to the Directors' Remuneration Policy are summarised below. If approved by shareholders, the new proposed Directors' Remuneration Policy will take effect immediately upon conclusion of the AGM.

The changes to the Directors' Remuneration Policy reflect the move to being a Main Market listed company in accordance with the commitment made in the prospectus earlier this year. We have introduced a formal policy on post-employment shareholding, clarified the rules around the treatment of leavers and other minor amendments to be consistent with Main Market governance expectations compared to AIM.

Resolutions 5 to 11 – 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. Accordingly, resolution 7 proposes the election of Katherine Jones as a Director, having been appointed to the Board on 14 November 2024. 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 review, 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 II, together with details of the particular skills and experiences each Director brings to the Board.

Resolutions 12 and 13 – Auditors

Resolution 12 proposes that PricewaterhouseCoopers LLP be reappointed as the Company's auditor, to hold office until the conclusion of the next general meeting at which accounts are laid before the Company. The Company's Audit Committee oversees the relationship with the external auditor. It considered the effectiveness and performance of PricewaterhouseCoopers LLP and the audit process during the year and concluded that it was satisfied with PricewaterhouseCoopers LLP's performance. Further details of the work carried out by the Audit Committee are set out on pages 71 to 74 of the annual report and accounts for the year ended 30 June 2025.

It is normal practice for a company's directors to be authorised to agree how much the auditor should be paid and resolution 13 grants this authority to the Directors.

Resolution 14 – 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 Investment Association's Share Capital Management Guidelines (the "Guidelines"), the Directors propose to seek renewal of the allotment authority granted at the 2024 annual general meeting, and to seek a further authority to allot up to an additional one-third of

Explanatory notes to the Annual General Meeting resolutions

continued

the issued share capital of the Company in connection with a fully pre-emptive offer.

Resolution 14(a) seeks to grant the Director authority to allot, pursuant to section 551 of the Act, shares and grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal value of £53,265. This represents 5,326,500 ordinary shares of 1 penny each, which is approximately one-third of the issued share capital of the Company as at 10 September 2025 (the latest practicable date prior to the publication of the Notice).

In accordance with the Guidelines, Resolution 14(b) seeks to grant the Directors authority to allot ordinary shares in connection with a fully pre-emptive offer in favour of ordinary shareholders up to an aggregate nominal value of £53,265. This represents 5,326,500 ordinary shares of 1 penny each, which is approximately one-third of the issued share capital of the Company as at 10 September 2025 (the latest practicable date prior to the publication of the Notice).

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 2026 annual general meeting. 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.

Shares issued for the purposes of an employee share scheme (under s.549(2)(a) CA 2006) would be outside of the scope of this authority. 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 to ensure that the Company has maximum flexibility in managing the financial resources of the Company. The Company does not currently hold any shares in treasury.

Special Resolutions 15 to 18

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

Resolutions 15 and 16 – 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 2024 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 2026 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 15, 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 £15,979, being approximately 10% of the Company's issued ordinary share capital as at 10 September 2025 (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 £3,195 (representing approximately 2% of the Company's issued ordinary share capital as at 10 September 2025).

The total maximum nominal amount of equity securities to which resolution 15 relates is £19,175 (representing approximately 12% of the Company's issued ordinary share capital as at 10 September 2025).

The purpose of resolution 16, 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 14, 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 £15,979, being approximately 10% of the Company's issued ordinary share capital as at 10 September 2025 (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 £3,195 (representing approximately 2% of the Company's issued ordinary share capital as at 10 September 2025).

The total maximum nominal amount of equity securities to which resolution 16 relates is £19,175 (representing approximately 12% of the Company's issued ordinary share capital as at 10 September 2025). The authority granted by resolution 16 would be in addition to the general authority to disapply pre-emption rights under resolution 15. The maximum nominal value of equity securities that could be allotted if both authorities were used would be £38,350, which represents approximately 24% of the Company's issued ordinary share capital as at 10 September 2025, being the latest practicable date before the publication of this Notice.

The Board confirms that, should it exercise the authorities granted by resolutions 15 or 16, 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 2026 annual general meeting.

Resolution 17 – Share buybacks

On 28 January 2025, the Company announced a share buyback programme of up to £10 million, which was due to complete in September 2025. On 4 September 2025, the Company announced that it intended to continue this buyback programme and on 5 September 2025, the Company confirmed that the duration of the programme has been extended to 31 December 2025. Until the AGM, any buybacks under the programme will continue to be carried out in accordance with the Company's general authority to repurchase ordinary shares granted at its Annual General Meeting held on 24 October 2024. The Board intends to continue this buyback programme following the AGM, subject to approval of resolution 17 by the requisite majority at the AGM. As of 10 September, the buyback programme had resulted in the repurchase in aggregate of 541,000 of the Company's ordinary shares with an aggregate nominal value of approximately £5,410 (this represented approximately 3.27% of the Company's issued share capital as at 28 January 2025). All of these shares were cancelled.

This resolution would renew the authority for the Company to buy back its own ordinary shares in the market. The Board considers it desirable to have the general authority to do this in order to provide maximum flexibility in the management of the Group's capital resources. However, the authority would only be used if the Board was satisfied at the time that to do so would be for the benefit of the Company and of its shareholders generally, and could be expected to result in an increase in earnings per share of the Company, taking into account relevant factors and circumstances at that time. The authority would be restricted to a maximum of 798,900 ordinary shares. This is not more than 5% of the issued share capital as at 10 September 2025.

Explanatory notes to the Annual General Meeting resolutions

continued

To the extent that purchases are made to the fullest extent permitted under the share buyback and/or should the Board decide to purchase some of the Company's own shares pursuant to this authority, existing rights to subscribe for shares would represent a marginally increased proportion of the issued share capital as at 10 September 2025. Details are as follows:

- i. the total number of ordinary shares that may be issued on the exercise of outstanding options as at 10 September 2025 is 468,795 which represents approximately 2.93% of the Company's issued share capital at that date. As at 10 September 2025, there were no warrants over ordinary shares outstanding;
- ii. if the Company were to purchase shares up to the maximum permitted by the resolution, the proportion of ordinary shares subject to outstanding options would represent approximately 3.09% of the Company's issued share capital as at 10 September 2025;
- iii. if the Company were to purchase and cancel ordinary shares up to the maximum amount permitted under the remaining existing authority granted at the last AGM (prior to its expiry at the conclusion of the AGM) and under this resolution, then these options and awards would represent 3.15% of the Company's issued ordinary share capital as at 10 September 2025.

Under the Act, the Company may hold any shares bought back in treasury, which may then either be sold for cash, transferred for the purposes of an employee share scheme (subject, if necessary, to approval by shareholders at a general meeting) or cancelled. The Company, therefore, has the choice of either cancelling or holding in treasury any of its shares which it purchases. If the Company buys any of its shares under the authority given by the resolution, the Board will decide at the time of purchase whether to cancel them immediately or to hold them in treasury, based on the interests of the Company and shareholders as a whole at the relevant time.

In relation to treasury shares, the Board would also have regard to any investor guidelines in relation to the purchase of shares intended to be held in treasury or in relation to their holding or resale which may be in force at the time of any such purchase, holding or resale. 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.

Resolution 18 – Notice of general meetings

The notice period required by the Act for general meetings of the Company is 21 clear days unless shareholders approve a shorter notice period, which cannot, however, be less than 14 clear days. Annual general meetings must always be held on at least 21 clear days' notice. If prior shareholder approval has been obtained, companies may still hold general meetings (other than annual general meetings) on 14 clear days' notice provided electronic voting is made available to all shareholders. The Directors therefore request authority to hold general meetings in the forthcoming year on 14 clear days' notice ("Short Notice"), as they believe this gives greater flexibility and the ability for a faster response if an unexpected meeting is required. Such authority will be effective until the Company's 2026 annual general meeting when it is intended that a similar resolution will be proposed. It is intended that general meetings will not be called on Short Notice as a matter of routine, but that Short Notice will only be used, in accordance with the UK Corporate Governance Code, when the flexibility of using it is merited by the business of the meeting, the circumstances surrounding that business and where calling a general meeting on Short Notice is in the interests of the shareholders as a whole.

Appendix I: Directors' Remuneration Policy

("the Policy")

Set out below is the Brooks Macdonald Directors' Remuneration Policy which will be subject to a binding shareholder vote at the 2025 AGM on 28 October 2025.

1. Remuneration Policy principles

- To provide a 'pay for performance' framework to attract and retain Executive Directors while driving and rewarding achievement of the business strategy;
- To align remuneration outcomes with the delivery of our business strategy, objectives, values and long-term interests and outcomes of the Group's employees, customers and shareholders;
- To ensure that remuneration is set at an appropriate level, taking into account market rates and best practice;
- To ensure the ratio between fixed and variable remuneration is appropriate and does not encourage excessive risk-taking;
- To manage and mitigate potential conflicts of interest;
- To support the Equality Act 2010 and deliver gender neutral remuneration outcomes;
- To promote sound and effective risk management; and
- To comply with all regulatory requirements.

2. The Policy table:

Base salary	
Pay element and purpose	Provides fixed remuneration at an appropriate level to attract, retain and engage talent.
Operation	<p>Individual levels of base salary are reviewed annually with any increases normally effective from 1 July, unless there are reasons for increase at another time of the year.</p> <p>The review will take into account several factors including (but not limited to):</p> <ul style="list-style-type: none"> • The Executive's role, experience and skills; • The remuneration policies, practices and philosophy in place; • Business and individual performance; • Regulatory requirements; • Market data for similar roles and comparable companies; and • The economic environment.
Opportunity	While there is no maximum increase or maximum salary amount, increases as a percentage of salary will normally be aligned to those of the wider workforce, although the Committee may determine that it is appropriate to make higher increases than this considering the factors set out above.
Pension	
Pay element and purpose	To provide a competitive level of retirement benefits.
Operation	Executive Directors receive a pension contribution which can either be paid into the Group's defined contribution pension scheme, paid into an alternative pension scheme, or taken in cash (in part or in full).
Opportunity	Pension contribution rate not more than that available to the workforce. Pension contributions will increase from 6% of base salary earnings to 9% of base salary earnings at 1 January 2026.

Benefits

Pay element and purpose	To provide a competitive level of insured and other benefits.
Operation	<p>Executive Directors receive non-contractual benefits which presently include private medical insurance, income protection insurance, life assurance, critical illness insurance, as well as an annual health assessment and access to a green vehicle through a company scheme.</p> <p>The Committee may provide other benefits including (but not limited to) location or relocation expenses, tax equalisation and support in meeting specific costs incurred by Executives where it deems this to be appropriate.</p> <p>The Committee reviews benefit eligibility and cost periodically.</p>

Annual Bonus

Pay element and purpose	To drive and reward the delivery of sustainable performance over the annual performance period. Longer-term interests and outcomes are aligned with those of shareholders and other stakeholders through annual bonus deferral.
Operation	<p>The Annual Bonus award will be determined by the Committee according to performance against financial and non-financial performance targets.</p> <p>No more than two-thirds of the Annual Bonus earned will be paid in cash. The remaining amount will be deferred and be released pro-rata over three years. This deferral may be in the form of conditional awards or options over ordinary shares which will normally vest at the end of the deferral period or by the transfer of ordinary shares to the executive which are beneficially owned but subject to a holding period.</p> <p>The Group's control functions will input into the assessment of performance to ensure the appropriate alignment between risk and remuneration outcomes.</p> <p>Malus and clawback provisions apply to Annual Bonus awards under the Group's Malus & Clawback policy.</p>
Performance measures	<p>The Annual Bonus outcome is normally determined based on the satisfaction of a range of financial and non-financial objectives set by the Committee. The majority of the Annual Bonus outcome will be based on financial performance.</p> <p>Performance measures will be set each year in line with Company strategy.</p> <p>No more than one-third of the Annual Bonus maximum opportunity is payable for delivering a threshold level of performance.</p> <p>The Committee retains the discretion to adjust the Annual Bonus outcome if the Committee considers that such outcome is not a fair and accurate reflection of underlying business performance.</p>
Opportunity	The maximum Annual Bonus opportunity for the Executive Directors is up to 150% of salary.

LTIP

Pay element and purpose	To drive and reward the achievement of long-term sustainable growth and shareholder value and also provide alignment with shareholders' interests through greater Executive Director share ownership.
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LTIP

Operation	<p>Executive Directors may be considered for performance-based LTIP awards in the form of conditional shares or nil cost options.</p> <p>Awards will vest at the end of a performance period of normally three-years, subject to the satisfaction of performance targets and normally provided that the Executive Director remains employed by the Group.</p> <p>A holding period will apply so there is a five year period from the grant of an award and the earliest opportunity to sell the shares acquired (subject to any sales required to pay taxes on vesting or option exercise).</p> <p>An additional payment, normally in shares, may be made equal to the value of dividends which would have accrued on vested shares.</p> <p>Malus and clawback provisions apply to LTIP awards under the Group's Malus and clawback Policy.</p>
Performance measures	<p>Awards vest subject to the achievement of performance targets. The majority of the LTIP opportunity will be aligned to the financial performance measures.</p> <p>Threshold performance for each measure will normally result in no more than 25% of that portion of the award vesting.</p> <p>The Committee retains the discretion to adjust the LTIP outcome if the Committee considers that such outcome is not a fair and accurate reflection of underlying business performance.</p>
Opportunity	<p>The maximum LTIP award level for the Executive Directors is up to 200% of salary.</p>

All employee share plans

Purpose	<p>To provide greater alignment with shareholders and to promote Executive Director share ownership.</p>
Operation	<p>The Executive Directors may participate in any all-employee share plans approved by regulators and operated by the Group.</p>
Performance measures	<p>Aligned to the respective plan.</p>
Opportunity	<p>Participation will be capped by the HMRC limits applying to the respective plan.</p>

Shareholding requirements

Purpose	<p>To provide alignment with shareholders' interests and the long term sustainable performance of the Group.</p>
Operation	<p>During employment</p> <p>Executive Directors are required to build up and retain a shareholding equivalent to 200% of their base salary within five years of commencing in role.</p> <p>Post-employment</p> <p>Any Executive Director ceasing to be an Executive Director is required to retain the lower of the shares held on ceasing to be an Executive Director and shares to the value of 100% of salary for a period of two years. This requirement applies to shares acquired from incentives awarded following the approval of this Policy and not to shares acquired from awards granted before then or to shares acquired with the Executive Directors' own funds. In exceptional circumstances the Committee may amend this requirement.</p>

Non-Executive Directors

Pay element and purpose	To provide an appropriate fee level to attract and retain Non-Executive Directors and to appropriately recognise the responsibilities and time commitment of the role.
Operation	<p>Non-Executive Directors are paid a base fee and additional fees as are determined appropriate for additional roles such as for acting as Senior Independent Director and as Chair or member of Board Committees (or to reflect additional responsibilities and / or additional/unforeseen time commitments).</p> <p>Neither the Chair of the Board nor the Non-Executive Directors participate in any benefits, incentive or share plans.</p> <p>The fee for the Chair of the Board is set by the Committee, the Non-Executive Directors' fees are set by the Board (excluding the Non-Executive Directors).</p> <p>Normally fee increases will be in line with the increase in salaries for the rest of the workforce.</p> <p>The Company will reimburse any reasonable expenses incurred (and related tax if applicable).</p>

Notes to the Policy table

Choice of performance measures

Each year the Committee will select the most appropriate financial and non-financial performance measures for the Annual Bonus and LTIP. The measures selected will be aligned with Company strategy and key performance indicators.

Legacy arrangements

For the avoidance of doubt, the Committee may approve payments to satisfy commitments agreed prior to the approval of this Remuneration Policy, for example, any commitment made to a person before that person became a Director and remuneration awarded under a prior remuneration policy.

Discretion

The Committee operates the Annual Bonus and LTIP according to their respective rules. The Committee retains discretion as to the operation and administration of these incentive plans, within the limits of the plan rules, including but not limited to:

- Participants;
- Timings of grant and / or payment;
- Award size and / or payment;
- Settlement of the award;
- Choice and adjustment of performance measures and targets;
- Adjustment to outcomes if they are considered to be inappropriate, taking into account any relevant factors;
- Measurement of performance in certain circumstances such as change of control or other corporate events; and
- Determination of a good leaver.

More generally, the Committee may make minor amendments to the arrangements for the Executive Directors as described in the Policy, for regulatory, exchange control, tax or administrative purposes, or to take account of a change in legislation.

Malus and clawback

Both the Annual Bonus and LTIP arrangements are subject to malus and clawback in line with the Group's Malus & Clawback Policy. Under the malus provision, the Committee may apply its discretion to reduce (including to nil) any awards prior to the award vesting, if circumstances arise which justify a reduction. Under the clawback provision, the Committee has discretion to require an Executive Director to pay back vested awards. Clawback applies for three years from the later of the date the variable pay award (or relevant part of the award) is settled, or expiry of any related retention period, or such longer time as is specified in any applicable regulatory rules in force from time to time.

The circumstances in which the Committee may consider it appropriate to apply clawback and/or malus include, but are not limited to those summarised below:

- Behaviour by an Executive Director which fails to reflect the Group's governance and business values;
- The extent to which any condition was satisfied was based on an error, or on inaccurate or misleading information or assumptions which resulted either directly or indirectly in an award being granted or vesting to a greater extent than would have been the case had that error not been made;
- Material adverse change in the financial performance of the Company;
- A material financial misstatement of Company's audited financial accounts (other than as a result of a change in accounting practice);
- Any action which results in or is reasonably likely to result in reputational damage to the Company;
- A material failure in risk management;
- Corporate failure;
- Negligence or gross misconduct of an Executive Director; and/or
- Fraud effected by or with the knowledge of an Executive Director.

Fixed pay elements of remuneration are not subject to malus and clawback provisions.

Approach to remuneration for new Executive Director appointments

The remuneration arrangements for a new Executive Director are set in line with the Policy applicable at the time of appointment.

The Committee is mindful that the Company should avoid paying more than is necessary to recruit the desired candidate.

Set out below is the Group's Policy on the remuneration of Executive Director appointments.

External appointment to the Board

Salary	Base salary would be set at an appropriate level considering the factors mentioned in the Policy table above.
Relocation	If an Executive Director needs to re-locate in order to take up the role, the Group would pay to cover the costs of relocation including (but not limited to), actual relocation costs, accommodation for an appropriate period as determined by the Committee and travel expenses.
Buy-out awards	For external appointments, the Committee may (if it is considered appropriate) provide a buy-out award which is in the Committee's determination as far as possible equivalent to the value of any outstanding incentive awards (or other benefits as applicable) that will be forfeited on cessation of a director's previous employment. To the extent possible, the buyout award of any incentive forfeited will be made on a broadly like for like basis. The award will take into account the performance conditions attached to the vesting of the forfeited incentives, the timing of vesting, the likelihood of vesting and the nature of the awards (cash or equity). Any such buyout award may be granted under the LTIP or the provision available under UKLA Listing Rule 9.4.2. to enable awards to be made outside the LTIP in exceptional circumstances. All buy-out awards would be structured in order to comply with relevant regulatory requirements.
Annual Bonus	Joiners may receive a pro-rated Annual Bonus based on their employment as a proportion of the financial year and targets may be different to those set for another Executive.
LTIP	Grants will be set in line with the Policy in the year of joining.
Other elements	Benefits and pension will be set in line with Policy.

Internal appointment to the Board

Summary	When existing employees are promoted to the Board, the above policy will apply, from the point where they are appointed to the Board and not retrospectively. In addition, any existing awards will be honoured and form part of ongoing remuneration arrangements.
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Non-Executive Directors

Summary	Fees will be in line with the Policy and the fees provided for the other Non-Executive Directors.
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Exit payment policy

Any payments in the event of termination of an Executive Director will take account of the individual circumstances, including the reason for termination, any contractual obligations, consideration for payments in respect of the resolution of legal claims, the rules of the applicable incentive plans and the Policy in place at the time. In the event of termination for gross misconduct, neither notice nor payment in lieu of notice will be given, and the Executive Director will cease to perform their services immediately.

Treatment of Annual Bonus and LTIP will vary depending on whether an Executive is defined as a 'good' or 'bad' leaver. The Committee has the discretion to determine whether an Executive is a good leaver. Reasons for good leaver treatment are detailed in the plan rules and include, but are not limited to, retirement, injury, illness or disability, or otherwise with the agreement of the Committee.

The treatment of the various elements of pay on termination are summarised below.

Exit Payment Policy

Salary, benefits and pension	If notice is served by either party, the Executive will receive base salary, benefits and pension for the duration of their notice period. The Executive may be asked to perform their normal duties during their notice period, or they may be put on garden leave. The Group may, at its sole discretion, terminate the contract immediately, at any time after notice is served, by making a payment in lieu of notice equivalent to salary, benefits and pension, with any such payments being paid in monthly instalments over the remaining notice period. The Executive will normally have a duty to seek alternative employment and any outstanding payments will be subject to offset against earnings from any new role.
Annual Incentive	<p>Good leavers will be eligible to receive an Annual Bonus at the usual time with performance measured at usual time. The Annual Bonus will normally be pro-rated for service during the financial year.</p> <p>Bad leavers will not be eligible to receive an Annual Bonus and any unvested deferred shares or unexercised share awards will be forfeit on cessation of employment.</p> <p>For good leavers, unvested and unexercised deferred share awards will not be forfeited immediately on a cessation of employment, but will remain subject to clawback. Shares subject to a holding period will usually be released at the normal time.</p> <p>For good leavers, the Option Period associated with any shares awards may be shortened in accordance with the plan rules.</p>
LTIP	<p>Awards are forfeited on cessation of employment save for "good leavers" (where awards will normally vest subject to performance conditions and are normally scaled back pro rata to the proportion of the performance or vesting period served).</p> <p>Shares subject to a holding period will usually be released at the normal time.</p> <p>For good leavers, the Option Period associated with any shares awards may be shortened in accordance with the plan rules.</p>

Service agreements and letters of appointment

Executive Directors

The Executive Directors have permanent, rolling service contracts requiring 12-months' notice of termination from either party as shown below:

Executive Director	Date of appointment	Notice from the Company	Notice from the individual
Andrea Montague	01 August 2023	52 weeks	52 weeks
Katherine Jones	14 November 2024	52 weeks	52 weeks

Chair and Non-Executive Directors

The Chair and the Non-Executive Directors have letters of appointment.

Non-Executive Directors	Date of appointment	Notice from the Company	Notice from the individual
Maarten Slendebroek	27 November 2023	6 months	6 months
Robert Burgess	01 August 2020	3 months	3 months
Dagmar Kershaw	01 July 2020	3 months	3 months
John Linwood	19 September 2018	3 months	3 months
James Rawlingson	02 March 2023	3 months	3 months

External appointments

Directors are only permitted to take on external appointments with the approval of the Board. Such approval will only be given where the appointment will not impact on the Director's ability to devote sufficient time to their responsibilities with the Group.

Consideration of employment conditions elsewhere in the Group

A consistent remuneration philosophy is applied to all employees across the Group with the structure of the reward package for the wider employee population based on the principle that it should be sufficient to attract and retain the best talent and be competitive within our industry.

All employees are normally eligible to receive a discretionary performance-related annual bonus based on financial and non-financial objectives. The principle of mandatory bonus deferral applies to all MRTs and to employees whose bonuses exceed certain monetary thresholds.

Each year the Committee reviews the structure and quantum of the remuneration framework for employees, as well as the remuneration of the wider workforce, to enable the Committee to consider the broader employee context when setting the Policy and making Executive Director remuneration decisions.

Consideration of shareholder views

The Committee will engage with shareholders on key remuneration matters and understands the importance of meeting shareholders regularly to understand their views on the Executive Directors' remuneration arrangements and to consider how these should be taken into account when designing remuneration arrangements.

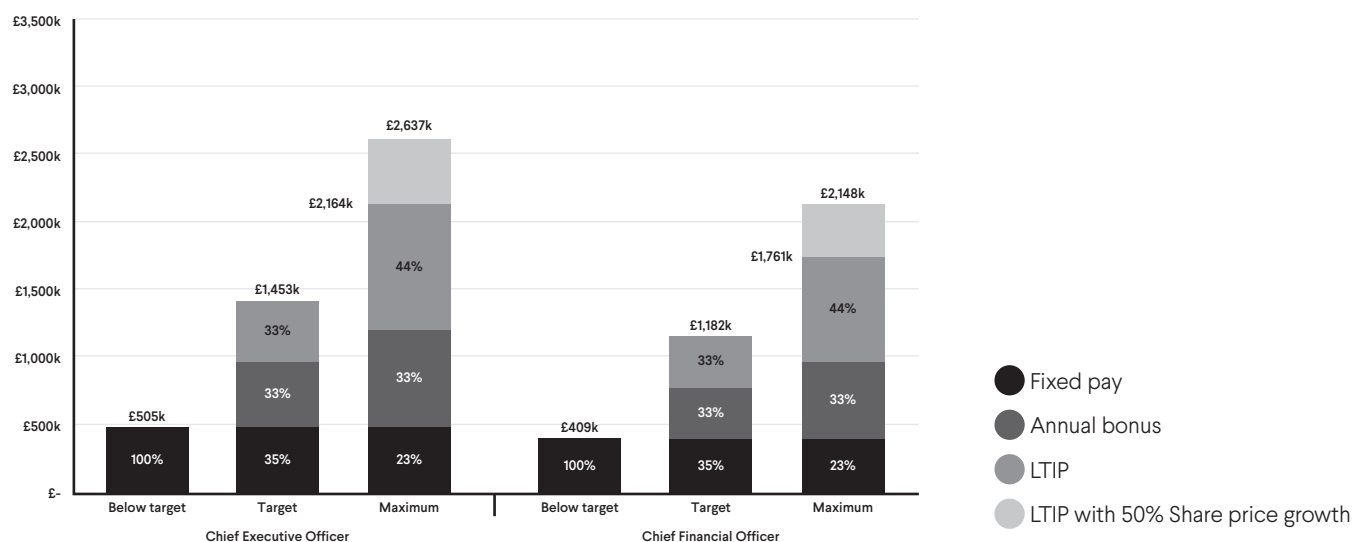
The Committee will monitor developments in corporate governance and market practice as well as shareholder views when reviewing executive remuneration structure and operation.

Summary of decision-making processes

During the year, the Committee reviewed the Policy to ensure that it supports the execution of Group's strategy and the delivery of sustainable long-term shareholder value. The Committee took into account the UK Corporate Governance Code, its move from AIM to the Main Market (and market practice and investor expectations as a result of this), regulatory requirements applicable to the Group, wider workforce remuneration and emerging best practice in relation to Executive Director remuneration, as well as input from management and its independent advisors.

FY26 remuneration scenarios for Executive Directors

The charts below illustrate the potential remuneration opportunities for the Executive Directors during FY26 based on different performance scenarios.



Scenario	Salary, pension and benefits	Annual Bonus outcome (% of maximum)	LTIP outcome (% of maximum)
Minimum (fixed remuneration)	In-line with contractual entitlement	Nil	Nil
On-plan performance (target achievement) for illustrative purposes only		66.6%	50%
Maximum performance (exceeds target)		100%	100%
Maximum performance plus share price appreciation		100%	100% + 50% share price growth

Appendix II: Directors' biographies

Chair

Maarten Slendebroek

Chairman

Key skills and experience

- Open, inclusive, collaborative leadership style enabling high-quality debate and decision-making at board level.
- Experience of initiating M&A projects across jurisdictions.
- Significant experience of asset and wealth management, including administration and portfolio management systems.

Committee membership:  N

Joined in: November 2023

Maarten joined Brooks Macdonald in November 2023 as a Non-Executive Director, taking over as Chair in March 2024.

Maarten has extensive experience in financial services, including as CEO of Jupiter Fund Management for five years from 2014 until 2019, having joined the firm as Strategy and Distribution Director in 2012. Prior to that, he worked at Blackrock and predecessor companies from 1994, holding several positions including head of BlackRock Solutions EMEA and head of International Retail.

Maarten started his career in 1987 as an equity analyst at Enskilda Securities in London. He is Chair of the Supervisory Board of Robeco, a global asset management company with its HQ in Rotterdam, and Chairman of Mintus, a London-based art investment fintech start-up. Maarten is also a Non-Executive Director of The Law Debenture Corporation p.l.c.

Executive Directors

Andrea Montague

CEO

Key skills and experience

- Substantial strategic leadership experience in the UK long-term savings and asset management industry.
- Commercially and client focused to deliver improved tangible performance value and outcomes.
- Significant expertise of delivering transformational change in a highly regulated environment.

Joined in: August 2023






Andrea joined Brooks Macdonald in August 2023 as Chief Financial Officer, and was appointed CEO Designate from 1 July 2024, assuming the role of CEO from 1 October 2024.

Andrea brings an impressive track record and experience of operating at Board and Executive level across the UK long-term savings and asset management sector.

Before joining Brooks Macdonald, Andrea was Group Chief Risk Officer at Aviva, where she had previously been Group Chief Financial Controller. Prior to that, Andrea has held senior leadership roles including Deputy Group CFO at Royal London and Group Chief Internal Auditor at Standard Life plc.

Andrea trained as a chartered accountant at PwC.

Committee membership

-  Committee Chair
-  Audit
-  Risk and Compliance
-  Nominations
-  Remuneration

Appendix II: Directors' biographies

continued

Katherine Jones

CFO

Key skills and experience

- Extensive expertise in strategic, financial and commercially focussed leadership across listed and regulated businesses.
- Proven track record of leading business and team restructures, cost transformation programmes, and complex transactions.
- Significant experience in equity and debt market transactions, M&A execution, market listings, and driving shareholder value

Katherine joined Brooks Macdonald in November 2024 as Chief Financial Officer, responsible for leading the overall strategic and financial performance of the business

Katherine has over 20 years of experience in Financial Services leading high-performing strategic financial planning, reporting and tax teams, finance transformation, investor relations and complex corporate transactions.

Before joining Brooks Macdonald, Katherine was most recently Group Finance Director at Phoenix Group, and prior to that, she held senior finance roles including Group Head of Financial Performance at Prudential Plc and Director of Investor Relations at Partnership Plc (now Just Group plc).

Katherine is a chartered accountant and qualified at KPMG in Insurance and Asset Management Audit and Transaction Services.

Non-Executive Directors

Robert Burgess

Senior Independent Non-Executive Director

Key skills and 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.

Committee membership

- Committee Chair
- (A) Audit
- (C) Risk and Compliance
- (N) Nominations
- (R) Remuneration

Dagmar Kershaw

Independent Non-Executive Director

Key skills and experience

- Senior financial services professional with broad experience, particularly in business development.
- Significant expertise across the investment management sector.
- Extensive leadership experience in alternative and structured investing, with a focus on debt markets.

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

Joined in: July 2020

Dagmar joined Brooks Macdonald as a Non-Executive Director in July 2020. She also attends Investment Committee.

Dagmar is currently a senior advisor to Strategic Value Partners, Non-Executive Chair of Volta Finance Ltd, a director of Royal London Asset Management and a director of Scotiabank Ireland.

Dagmar has over 30 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.

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) (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.

James has enjoyed a long executive and non-executive career principally in financial services, including roles at Charles Stanley plc, Coutts, and UBS and Arix Bioscience. He is a Chartered Accountant and a Chartered Member of the Chartered Institute for Securities and Investments.

Appendix II: Directors' Biographies

continued

John Linwood

Independent Non-Executive Director

Workforce Engagement Director

Key skills and 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 Energy System Operator Limited and Intercede Group plc.

Committee membership

- Committee Chair
- (A) Audit
- (C) Risk and Compliance
- (N) Nominations
- (R) Remuneration

Appendix III: 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 via the Investor Centre app or web browser at <https://uk.investorcentre.mpms.mufg.com/>. You will need to log into your Investor Centre account or register if you have not previously done so. To register you will need your investor code. This is detailed on your share certificate or available from our registrar, MUFG Corporate Markets. For instructions on appointing a proxy via CREST or Proxymity please see Note 5 below.

If you wish to receive a hard copy proxy form, or if you need help with voting online, please contact our Registrar, MUFG Corporate Markets, 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 shareholderenquiries@cm.mpms.mufg.com. 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.

Investor Centre is a free app for smartphone and tablet provided by MUFG Corporate Markets (the company's registrar). It allows you to securely manage and monitor your shareholdings in real time, take part in online voting, keep your details up to date, access a range of information including payment history and much more. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below. Alternatively, you may access the Investor Centre via a web browser at: <https://uk.investorcentre.mpms.mufg.com/>.



3. To be effective, the relevant Form of Proxy must be completed and lodged with the Company's Registrars, MUFG Corporate Markets, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL, no later than 9.00am on Friday, 24 October 2025 (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. 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. If you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform (see note 5 below).
4. Completion of the relevant Form of Proxy, or any CREST or Proxymity 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.

Appendix III: Important notes

continued

5. 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 Friday, 24 October 2025. 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.

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 Friday, 24 October 2025 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

6. 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 they think fit in relation to any other matter which is put before the AGM.

Joint holders

7. 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

8. 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.

Nominated Persons

9. Any person to whom this notice is sent who is a person nominated under section 146 of the Act to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. Nominated Persons are advised to contact the shareholder who nominated them for further information on this and the procedure for appointing any such proxy.

If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights. Such Nominated Persons are advised to contact the shareholders who nominated them for further information on this.

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 Friday, 24 October 2025 (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 Friday, 24 October 2025 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 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 AGM2025@brooksmacdonald.com in advance of the meeting. Answers to questions will be provided by email as soon as reasonably practicable. The Board will endeavour to respond to relevant questions received by close of business on Wednesday, 15 October 2025 on or before Wednesday, 22 October to provide shareholders with time to consider the responses to questions ahead of the proxy voting deadline on Friday, 24 October 2025.

Conduct at the AGM

13. Unacceptable behaviour will not be tolerated at the AGM and it will be dealt with appropriately by the Chair.

Right to include a resolution at the AGM

14. Under sections 338 and 338A of the Companies Act 2006, members who satisfy the threshold requirements in those sections have the right to require the Company:
- a) to give, to members of the Company entitled to receive notice of the meeting, notice of a resolution which may properly be moved and is intended to be moved at the meeting; and/or
 - b) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may be properly included in the business at the meeting.

Appendix III: Important notes

continued

A resolution may properly be moved or a matter may properly be included in the business at the meeting unless:

- a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise);
- b) it is defamatory of any person; or
- c) it is frivolous or vexatious.

Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the Company not later than 16 September 2025, being the date six weeks before the meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

Right to publish a statement about the auditor

15. Under section 527 of the Act, members who satisfy 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:

- a) 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 for the financial year ended 30 June 2025; or
- b) any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which an annual report and accounts were laid.

The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 (requirements as to website availability) of the Act.

Where the Company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the Company's auditor no later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM for the relevant financial year includes any statement that the Company has been required under section 527 of the Act to publish on a website.

Documents for inspection

16. Copies of Directors' service agreements or letters of appointment 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.

Information available on website

17. A copy of this notice, and other information required by section 311A of the Act, can be found at <https://www.brooksmacdonald.com/fy-results>, along with a copy of the 2025 Annual Report, which can be downloaded in PDF format.

Total voting rights

18. As at 10 September 2025, being the latest practicable date prior to publication of this document, the Company's issued share capital consists of 15,979,539 ordinary shares. The Company currently has no shares in treasury. Therefore, the total number of voting rights in the Company as at 10 September 2025 (being the latest practicable date prior to the publication of this document) is 15,979,539.

Communication

19. Any electronic address provided either in this notice or any related documents (including the form of proxy) may only be used for the limited purposes specified herein and not to communicate with the Company by electronic means or for any other more general purpose.

