

ORDINARY AND SPECIAL RESOLUTIONS

OF

BROOKS MACDONALD GROUP PLC

(the "Company")

(Pursuant to Section 283 of the Companies Act 2006)

Passed on 28 October 2025

AT the **ANNUAL GENERAL MEETING** of the Company, duly convened, and held 21 Lombard Street, London, EC3V 9AH on 28 October 2025 the following Resolution 14 was duly passed as an **ORDINARY RESOLUTION** and Resolutions 15 to 18 were duly passed as **SPECIAL RESOLUTIONS**:

ORDINARY RESOLUTION

14. Allotment authority

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 preemptive 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

15. Power to disapply pre-emption rights

That, if resolution 14 is passed, the Board be authorised 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 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.

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

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.

17. Company's authority to purchase its own shares

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.

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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.

18. Notice of general meetings

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.

A handwritten signature in dark ink, appearing to read 'P. Naylor', with a stylized flourish at the end.

Phil Naylor

Company Secretary

Date: 28 October 2025