

Brooks Macdonald Group plc

Notice of Annual General Meeting 2026

Tuesday, 13 October 2026 at 9.00am
40 Leadenhall Street, London, EC3A 2BJ

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")

11 September 2026

Dear Shareholder

2026 Annual General Meeting

The Company's 2026 Annual General Meeting ("AGM") will be held at our London head office at 40 Leadenhall Street, London, EC3A 2BJ on Tuesday, 13 October 2026 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.

Shareholders intending to attend the AGM are encouraged to visit the Company's website for any updates regarding the meeting arrangements. Shareholders attending in person should bring valid photographic identification, such as a passport or driving licence, to facilitate access to the Company's offices. To help expedite registration on the day, shareholders are invited to notify the Company of their intention to attend by emailing AGM2026@brooksmacdonald.com. Shareholders may be asked to provide evidence of their shareholding or confirmation of their attendance registration and are encouraged to arrive in good time to allow for security checks and registration procedures before the meeting commences.

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 AGM2026@brooksmacdonald.com in advance of the meeting. Responses 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, 30 September 2026 on or before Wednesday, 7 October 2026 to provide shareholders with time to consider the responses to questions ahead of the proxy voting deadline on Friday, 9 October 2026.

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 2026 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.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.

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. Shareholders may appoint a proxy electronically via the Investor Centre app or web browser at <https://uk.investorcentre.mpms.mufig.com/>. 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 18 of this Notice for further details on how to appoint a proxy electronically. You will not receive a hard copy form of proxy for the AGM in the post, unless specifically requested. Please contact MUFG Corporate Markets if you would like to receive a hard copy form of proxy.

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: 40 Leadenhall Street, London, EC3A 2BJ

Notice of Annual General Meeting 2026

Notice is given that the AGM of the Company will be held at 40 Leadenhall Street, London, EC3A 2BJ on Tuesday, 13 October 2026 at 9.00am to consider and, if thought fit, pass the resolutions detailed below. Resolutions 1 to 16 are proposed as ordinary resolutions and resolutions 17 to 20 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 2026.
2. To receive the revision by supplementary note of the Annual Report and Accounts of the Company for the financial year ended 30 June 2025.

Final dividend

3. To declare a final dividend of 52 pence per ordinary share for the year ended 30 June 2026.

Remuneration report

4. To approve the Directors' remuneration report for the financial year ended 30 June 2026 as set out on pages 80 to 95 of the 2026 Annual Report and Accounts.

New Long Term Incentive Plan

5. That the rules of the Brooks Macdonald Group Long Term Incentive Plan ("LTIP"), the principal terms of which are summarised in Appendix I to this Notice of Annual General Meeting, produced in draft to this meeting and, for the purposes of identification, initialled by the Chair of the Meeting, be and are hereby approved and the Directors be authorised to:
 - a) make such modifications to the LTIP as they may consider appropriate to take account of the requirements of best practice and for the implementation of the LTIP and to adopt the LTIP as so modified and to do all such other acts and things as they may consider appropriate to implement the LTIP; and
 - b) establish further plans based on the LTIP but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans are treated as counting against the limits on individual or overall participation in the LTIP.

Election and re-election of Directors

6. To re-elect Maarten Slendebroek as a Director.
7. To re-elect Andrea Montague as a Director.
8. To re-elect Katherine Jones as a Director.
9. To re-elect John Linwood as a Director.
10. To re-elect Dagmar Kershaw as a Director.
11. To re-elect Robert Burgess as a Director.
12. To re-elect James Rawlison as a Director.
13. To elect Euan Munro as a Director.

Reappointment of the Auditor

14. 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

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

Allotment authority

16. 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 £52,924; and
- b) comprising equity securities (as defined in section 560(1) of the Act) up to an aggregate nominal amount of £52,924 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 15 months after the passing of this resolution or, if earlier, at the conclusion of the Company's 2027 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

17. That, if resolution 16 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/or 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 £15,877; 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 15 months after the passing of this resolution or, if earlier, at the conclusion of the Company's 2027 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

Notice of Annual General Meeting 2026

continued

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

18. That if resolution 16 is passed, the Board be authorised in addition to any authority granted under resolution 17 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 £15,877 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 15 months after the passing of this resolution or, if earlier, at the conclusion of the Company's 2027 annual general meeting but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

Company's authority to purchase its own shares

19. 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 793,800;
- b) the maximum price which may be paid for each ordinary share shall 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 (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 15 months after the passing of this resolution or, if sooner, the conclusion of the Company's 2027 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

20. 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

11 September 2026

Registered in England No. 4402058
Registered office: 40 Leadenhall Street, London, EC3A 2BJ

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 2026 be received and adopted.

Resolution 2 – Receiving the Revision by Supplementary Note to the 2025 Annual Report and Accounts

The Board proposes that the Revision by Supplementary Note of the Company's Annual Report and Accounts of the Directors and the auditors for the year ended 30 June 2025 be received and adopted. The Company wrote to shareholders in June 2026 to inform them that it had revised its financial statements for the year ended 30 June 2025 by way of supplementary note in order to correct a list of the Company's subsidiaries requiring an audit exemption due to one such subsidiary being omitted from the original Company financial statements.

Resolution 3 – To approve the payment of a final dividend

The Board recommends a final dividend of 52 pence per ordinary share. Subject to approval by shareholders, the final dividend will be paid on 6 November 2026 to shareholders whose names appear on the register on 18 September 2026.

Resolution 4 – Approval of the Directors' remuneration report

The report of the Remuneration Committee, which can be found on pages 80 to 95 of the Company's Annual Report and Accounts gives details of the Directors' remuneration for the year ended 30 June 2026. 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 5 – Approval of the Brooks Macdonald Long Term Incentive Plan

The Company's current LTIP rules were adopted when the Company was listed on AIM and are approaching the end of their normal 10-year term. The Board is therefore bringing new LTIP rules to shareholders for approval at the 2026 AGM. These new proposed LTIP rules will reflect the structure of the Company's current LTIP, with relevant updates to reflect current Main Market practice. The terms of the new LTIP are appropriately linked to the Directors' Remuneration Policy, including the limit on individual awards to Executive Directors. The principal terms of the proposed new LTIP are summarised in Appendix I to this Notice of Annual General Meeting. The Directors are of the view that the LTIP will provide a fair and proportionate long-term incentive scheme and is in the best interests of shareholders.

Resolutions 6 to 13 – 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 13 proposes the election of Euan Munro as a Director, having been appointed to the Board on 3 December 2025.

Furthermore, 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 14 and 15 – Auditors

Resolution 14 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 72 to 75 of the annual report and accounts for the year ended 30 June 2026.

It is normal practice for a company's directors to be authorised to agree how much the auditor should be paid and resolution 15 grants this authority to the Directors.

Resolution 16 – 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 2025 annual general meeting, being a general authority in respect of one-third of the issued share capital of the Company and a further authority to

Explanatory notes to the Annual General Meeting resolutions

continued

allot up to an additional one-third of the issued share capital of the Company in connection with a fully pre-emptive offer.

Resolution 16(a) seeks to grant the Directors 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 £52,924. This represents 5,292,400 ordinary shares of 1 penny each, which is approximately one-third of the issued share capital of the Company as at 9 September 2026 (the latest practicable date prior to the publication of the Notice).

In accordance with the Guidelines, Resolution 16(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 £52,924. This represents 5,292,400 ordinary shares of 1 penny each, which is approximately one-third of the issued share capital of the Company as at 9 September 2026 (the latest practicable date prior to the publication of the Notice).

These authorities expire on the date falling 15 months after the passing of this resolution or, if earlier, at the conclusion of the Company's 2027 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 17 to 20

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

Resolutions 17 and 18 – Disapplication of pre-emption rights

The Directors also request 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 2025 Annual General Meeting be renewed. This authority is 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"), and will expire on the date falling 15 months after the passing of this resolution or, if earlier, at the conclusion of the Company's 2027 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 17, 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:

- i. under paragraph (b) of the resolution, up to an aggregate nominal amount of £15,877, being approximately 10% of the Company's issued ordinary share capital as at 9 September 2026 (the latest practicable date before the publication of this Notice); and
- ii. 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 £3,175 (representing approximately 2% of the Company's issued ordinary share capital as at 9 September 2026)

The total maximum nominal amount of equity securities to which resolution 17 relates is £19,052 (representing approximately 12% of the Company's issued ordinary share capital as at 9 September 2026).

The purpose of resolution 18, 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 16, or sell treasury shares for cash, without first being required to offer such securities to existing shareholders:

- i. under paragraph (a) of the resolution, up to a further nominal amount of £15,877, being approximately 10% of the Company's issued ordinary share capital as at 9 September 2026 (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
- ii. 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 £3,175 (representing approximately 2% of the Company's issued ordinary share capital as at 9 September 2026).

The total maximum nominal amount of equity securities to which resolution 18 relates is £19,052 (representing approximately 12% of the Company's issued ordinary share capital as at 9 September 2026). The authority granted by resolution 18 would be in addition to the general authority to disapply pre-emption rights under resolution 17. The maximum nominal value of equity securities that could be allotted if both authorities were used would be £38,104, which represents approximately 24% of the Company's issued ordinary share capital as at 9 September 2026, being the latest practicable date before the publication of this Notice.

The Board confirms that, should it exercise the authorities granted by resolutions 17 or 18, 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 15 months after the passing of this resolution or, if earlier, at the conclusion of the Company's 2027 Annual General Meeting.

Resolution 19 – Share buybacks

This resolution would renew the authority for the Company to buy back its own ordinary shares in the market. The Directors have no present intention of exercising this authority. However, 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 793,800 ordinary shares. This is not more than 5% of the issued share capital as at 9 September 2026. The resolution also sets a minimum and maximum price.

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 9 September 2026. Details are as follows:

- i. the total number of ordinary shares that may be issued on the exercise of outstanding options as at 9 September 2026 is 915,176 which represents approximately 5.76% of the Company's issued share capital at that date. As at 9 September 2026, 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 6.07% of the Company's issued share capital as at 9 September 2026;
- 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

Explanatory notes to the Annual General Meeting resolutions

continued

conclusion of the AGM) and under this resolution, then these options and awards would represent 6.41% of the Company's issued ordinary share capital as at 9 September 2026.

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 20 – 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 2027 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 and the circumstances surrounding that business are time sensitive and where calling a general meeting on Short Notice is in the interests of the shareholders as a whole.

Appendix I: Brooks Macdonald Long Term Incentive Plan

A summary of the principal terms of the Brooks Macdonald Group Long Term Incentive Plan (the “**LTIP**”) is set out below. In this summary, “**Group Company**” means the Company and any subsidiary of the Company.

The operation of the LTIP will be overseen by the Company’s Remuneration Committee (the “**Committee**”). Decisions of the Committee are final and conclusive.

1. ELIGIBILITY

Any employee (including an Executive Director) of any Group Company may be granted an award under the LTIP at the discretion of the Committee.

Awards may also be granted to: a former employee (including an Executive Director) of any Group Company, to effect the deferral of all or part of the bonus earned whilst the individual was an employee (“**Deferred Bonus Award**”); and (b) where it is considered appropriate, a non-employee (but not including a Non-Executive Director of the Company) , in accordance with the terms of the LTIP.

2. FORM OF AWARDS

Awards under the LTIP may be in the form of: (a) a conditional right to acquire ordinary shares in the Company (“**Shares**”) at no cost to the Award Holder (a “**Conditional Share Award**”) or (b) an option to acquire Shares with an exercise price (if any) set by the Committee at the date of grant (an “**Option**”) (together, “**Awards**”).

An award granted to an Executive Director of the Company will comply with the shareholder-approved Directors’ Remuneration Policy in effect at that time.

Awards may be granted over newly issued Shares, treasury Shares or Shares purchased in the market. Awards are not transferable (other than automatically on death).

The Committee may also decide to grant cash-settled ‘phantom’ awards of an equivalent value to share-settled awards, for example, where securities laws make the use of share-settled awards difficult.

No payment will be required for the grant of an Award. Awards will not form part of pensionable earnings.

3. PERFORMANCE CONDITIONS

Awards may be granted subject to the satisfaction of one or more performance conditions which will determine the proportion (if any) of the Award which vests. Vesting of Deferred Bonus Awards will normally not be subject to performance conditions.

Any performance condition may be amended if an event occurs which causes the Committee to consider that it would be appropriate to amend such condition. Any amended performance condition would not be materially easier to satisfy than the performance condition it replaces but for the event in question.

Where Awards are granted without performance conditions, they will typically vest following the end of a vesting period and it is expected that award levels will be lower than where performance targets apply. This takes into account the higher certainty of vesting in non-performance related awards.

4. PERFORMANCE ADJUSTMENT

The Committee may adjust the extent to which an Award vests (including to zero) if it considers that the extent to which the Award would otherwise vest is not a fair reflection of the performance of underlying business performance.

5. PLAN LIMIT

The number of Shares issued or issuable pursuant to awards granted within the preceding ten-year period under the LTIP and under any other employees’ share scheme operated by the Company may not exceed 10 per cent. of the Company’s issued ordinary share capital from time to time.

This limit does not include Shares (i) subject to an award which lapsed or otherwise became incapable of vesting or exercise, or (ii) which may be acquired pursuant to awards which the Committee decides are to be satisfied otherwise than by Shares being issued (or are granted on such terms).

Treasury Shares will be treated as newly issued for the purpose of these limits until such time as guidelines published by institutional investor representative bodies determine otherwise.

Appendix I: Brooks Macdonald Long Term Incentive Plan

continued

6. INDIVIDUAL LIMIT

Awards will not be granted to an Executive Director of the Company in respect of any financial year over Shares with an aggregate market value in excess of any limit in the shareholder-approved Directors' Remuneration Policy which is in place at that time.

Awards granted to other participants may only be granted, in respect of any financial year, with an aggregate market value at each relevant grant date up to the limit determined by the Committee from time to time.

7. GRANT OF AWARDS

Awards can be granted at any time, subject to dealing restrictions, except that Awards may only be granted to an Executive Director of the Company within 42 days starting on any of the following: (a) the day the LTIP is approved by shareholders; (b) the day following the announcement or publication of the Company's results for any period; and (c) if the Company is restricted from granting Awards during any such period, the day those relevant restrictions are lifted.

Awards may also be granted to an Executive Director of the Company at any other time the Committee determines that exceptional circumstances have arisen which justify the grant.

An award may not be granted more than 10 years after the date on which the LTIP is approved by shareholders.

8. DIVIDEND EQUIVALENTS

The Committee may provide additional Shares (or the cash equivalent) to an Award Holder based on the value of the dividends which would have been paid on the number of Shares acquired pursuant to the Award had the Award Holder owned those Shares from the grant date until the date of vesting (or, in respect of an Option which is subject to a holding period, from the grant date until the earlier of the date the Option is exercised and the end of the holding period).

9. MALUS AND CLAWBACK

Awards will be subject to the Brooks Macdonald Group malus and clawback policy, as updated from time to time, unless otherwise determined by the Committee. Under the policy, the Board may decide to reduce, cancel or forfeit an award (malus) or recover all or part of the value of an award that has been satisfied (clawback) if certain circumstances occur.

10. VESTING AND EXERCISE

Awards will normally vest, to the extent that any performance conditions have been satisfied, on the later of the expiry of the vesting period and the date the Committee determines the extent to which the performance conditions have been met. A vested Award in the form of an Option will then normally be exercisable for a period set by the Committee on grant, which will end no later than the tenth anniversary of the grant date (save where it is extended to allow the exercise of an Option by an Award Holder who was prevented by dealing restrictions from exercising in the last 30 days of the normal exercise period).

Where a Conditional Share Award has vested, or an Option has been exercised, but the Shares have not been allotted or transferred to the Award Holder, the Committee may decide to pay an Award Holder a cash amount equal to the value of the Shares they would otherwise have received (less any exercise price).

Any Shares that are to be issued or transferred to an Award Holder in respect of a vested Award or an exercised Option will be issued or transferred within 30 days of the date of vesting or exercise (as applicable), save where dealing restrictions apply.

11. HOLDING PERIOD

Awards may be granted with a requirement that any shares which are acquired by employees pursuant to an Award must normally be held for a minimum period set by the Committee. The application of holding periods to Awards granted to Executive Directors of the Company will be consistent with the Company's shareholder-approved Directors' Remuneration Policy from time to time (currently two years).

Sale of Shares during the holding period is permitted to fund (i) any tax or social security liability arising in respect of the vesting or exercise of the Award or (ii) the payment of the exercise price of an Option. Holders of Options can comply with this requirement by deferring the exercise of their Option until the end of the holding period.

12. CESSATION OF EMPLOYMENT

If an Award Holder ceases to be employed by a Group Company by reason of death, injury, ill health, disability, redundancy, retirement (with the agreement of the Committee), the sale of the business or subsidiary that employs the

Award Holder to an entity which is not a Group Company, or for any other reason at the Committee's discretion, any unvested Award they hold will usually continue until the normal vesting date unless the Committee determines that the Award will vest earlier.

Awards will vest in respect of a number of Shares determined by the Committee, taking account of the extent to which any performance conditions have been achieved (where the Award vests early, over the shortened period, or would, in the opinion of the Committee, have been achieved over the full performance period) and, unless the Committee determines otherwise, the number of Shares which vest will be reduced to reflect the proportion of the performance period (or, in relation to an Award which is not subject to any performance conditions, the vesting period) that has elapsed at the date the Award Holder ceases employment. Deferred Bonus Awards will not be subject to time pro-rating.

Where Awards vest in these circumstances, an Option will normally be exercisable for 12 months after it vests. Options which are vested at the time employment ceases will normally be exercisable for 12 months after cessation.

If an Award Holder ceases employment with a Group Company in any other circumstances any Award they hold shall lapse on the date on which the Award Holder ceases employment (or, if the Committee so decides, the date they give or receive notice).

13. CORPORATE EVENTS

Unvested Awards will vest early if an acquiror acquires control of the Company.

The number of Shares which vest shall be determined by the Committee taking into account, among other factors, the period of time the Award has been held by the Award Holder and the extent to which the applicable performance conditions have been satisfied at that time (or would, in the opinion of the Committee, have been met over the full performance period).

Options will then be exercisable for a period set by the Committee, unless the Committee requires holders of Options who wish to exercise their Options to give, in advance of the change of control, a notice exercising their Options with effect from immediately before the change of control.

Alternatively, the Committee may permit or require Awards to be exchanged for equivalent awards which relate to shares in a different company.

Awards will also vest early on the passing of a resolution for the voluntary and solvent winding up of the Company, in a materially similar way to if the winding-up was a change of control. Unexercised options will lapse when the winding up begins.

14. VARIATION OF CAPITAL / EXTRAORDINARY DISTRIBUTION

If there is a variation of the Company's share capital or an extraordinary distribution (including a demerger or special dividend), the Committee may determine that Awards shall Vest in a materially similar way to if the variation or distribution was a change of control or, if the variation or distribution has materially affected the value of Awards, adjust the number and/or class of shares subject to the Award, and the exercise price of an Option.

15. AMENDMENT

The Committee may amend the LTIP and any Award at any time, provided that:

- a. materially adverse amendments to an Award Holder's existing rights may only be made; (i) with the Award Holder's prior written consent; (ii) with the consent of Award Holders who hold Awards that would be affected over at least 50% of the total number of Shares subject to such Awards; or (iii) to enable any Group Company to comply with any relevant legal or regulatory requirement, and
- b. prior approval of the Company's shareholders in a general meeting will be required for amendments to the advantage of eligible employees or Award Holders relating to eligibility, limits on the issue of shares or the maximum entitlement for any one Award Holder, the basis for determining an Award Holder's entitlement to, and the terms of, the Shares or cash comprised in an Award and the impact of any variation of capital (save that any minor amendment to benefit the administration of the LTIP, to take account of legislative changes, or to obtain or maintain favourable tax, exchange control or regulatory treatment (for Award Holders or any Group Company) may be made by the Committee without shareholder approval). Shareholder approval will also not be required for any amendments to any performance condition applying to an Award amended in line with its terms.

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 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 Chief Executive Officer on 1 October 2024.

Andrea has held Board and Executive level roles across the UK long-term saving, wealth management and asset management sectors. Her experience spans strategic, financial and operational leadership, with a particular focus on disciplined execution, client outcomes and sustainable growth.

Before joining Brooks Macdonald, Andrea was Group Chief Risk Officer at Aviva, where she had also served as Group Chief Financial Controller. She previously held senior roles at Royal London as Deputy Group Chief Financial Officer and at Standard Life plc as Group Chief Internal Auditor.

Andrea began her career at PricewaterhouseCoopers, where she qualified as a chartered accountant.

In 2026, she was appointed to the Board of the Personal Investment Management & Financial Advice Association (PIMFA), recognising her leadership and influence across the UK wealth management sector.

Committee membership

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

Katherine Jones

CFO

Key skills and experience

- Extensive expertise in strategic, financial and commercially focused 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 c.25 years of experience in Financial Services leading high-performing strategic financial planning, reporting and tax teams, finance transformation, investor relations and complex corporate transactions.

She is also an independent Non-Executive Director on the Board of the Metropolitan Police Friendly Society.

Before joining Brooks Macdonald, Katherine was most recently Group Finance Director at Phoenix Group, and prior to that, she held senior leadership roles at Prudential Plc and 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.

Appendix II: Directors' biographies

continued

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 Foreign Office. He is also a Trustee of the Wilton Park Foundation.

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

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.

Euan Munro

Independent Non-Executive Director

Key skills and experience

- Extremely strong credentials as an investor and takes a strong interest in ensuring that investment processes are delivering and fit for purpose.
- Highly strategic, always wanting to ensure that corporate strategy is both differentiated and embedded in the organisation.
- Proactively scans the horizon and exploring where disruption to the industry might come from.

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

Joined in: December 2025

Euan brings over thirty years of global asset management and insurance experience. He has a strong track record both as an investor and in delivering successful business growth. He has held leadership positions at Standard Life, Aviva and BNY group. At Aviva he was CEO of Aviva Investors and a member of the Aviva Group executive, and at BNY he was the CEO of Newton Investment Management.

Euan serves as an adviser on the Railpen investment committee and acts in a similar role for the Mercer Company. He is also a NED of Level E research, a private artificial intelligence firm that offers agentic AI solutions to fund managers.

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 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 MUFG Corporate Markets at 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, 9 October 2026 (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, CREST or Proxymity Proxy instruction or any other electronic voting 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.

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, 9 October 2026. 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, 9 October 2026 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).

Appendix III: Important notes

continued

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 them and the shareholder by whom they were 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, they 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, 9 October 2026 (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 their name at that time. Changes to entries on the Register of Members of the Company after close of business on Friday, 9 October 2026 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 AGM2026@brooksmacdonald.com in advance of the meeting. Responses 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, 30 September 2026 on or before Wednesday, 7 October 2026 to provide shareholders with time to consider the responses to questions ahead of the proxy voting deadline on Friday, 9 October 2026.

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 publish a statement about the auditor

14. 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 2026; 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

15. Copies of Directors' service agreements or letters of appointment and a copy of the amended LTIP rules 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. A copy of the amended LTIP rules will also be available for inspection on the National Storage Mechanism at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism> from the date of this Notice.

Information available on website

16. 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](https://www.brooksmacdonald.com/fy-results), along with a copy of the 2026 Annual Report, which can be downloaded in PDF format.

Total voting rights

17. As at 9 September 2026, being the latest practicable date prior to publication of this document, the Company's issued share capital consists of 15,877,209 ordinary shares. The Company currently has no shares in treasury. Therefore, the total number of voting rights in the Company as at 9 September 2026 (being the latest practicable date prior to the publication of this document) is 15,877,209.

Communication

18. 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.

