

Brammer plc

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 your own advice from a stockbroker, bank manager, solicitor, accountant or other professional adviser duly authorised under the Financial Services and Markets Act 2000, as amended if you are in the United Kingdom, or another appropriately authorised independent adviser if you are in a territory outside the United Kingdom.

If you have sold or otherwise transferred all of your shares in Brammer plc, please send this document together with the accompanying documents to the purchaser or transferee, or to the person through whom the sale or transfer was effected (such as a stockbroker or bank) so that they can pass these documents to the person who now holds the shares.

Notice of the Annual General Meeting of the company to be held at 43-45 Broad Street, Teddington, Middlesex TW11 8QZ on Tuesday, 17 May 2011 at 13.00 is set out on pages 3 and 4 of this document.

Whether or not you propose to attend the Annual General Meeting, please complete and submit the enclosed proxy form in accordance with the instructions printed thereon. The proxy form must be received by the company's Registrars, Equiniti Limited, at Aspect House, Spencer Road, Lancing, West Sussex BN99 6ZX not later than 13.00 on 13 May 2011.

Letter to shareholders
Notice of annual general meeting
Form of proxy

BRAMMER 

Letter to shareholders

Directors

David Dunn
Ian Fraser
Paul Thwaite
Terry Garthwaite
Bill Whiteley
Charles Irving-Swift



Brammer plc, Claverton Court, Claverton Road,
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Registered in England and Wales under number 162925 at the above address.
www.brammer.biz

6 April 2011

Dear Shareholder

I am pleased to inform you that the 2011 annual general meeting of the company will be held at 43-45 Broad Street, Teddington, Middlesex TW11 8QZ on Tuesday, 17 May 2011 at 13.00. The formal notice convening the meeting is set out on pages 3 and 4 of this document. Explanatory notes on each of the resolutions to be considered at this year's annual general meeting appear on pages 7 to 9 of this document.

I would like to take this opportunity to make special mention of resolutions 4 and 5 which relate to the retirement by rotation and offer for re-election at the annual general meeting of both myself and Mr Garthwaite. I am the non-executive chairman and have been a member of the board since 2001. Mr Garthwaite is the senior independent non-executive director and joined the board in 2004.

Shareholders should note that the UK Corporate Governance Code requires directors of UK listed companies, who have served on a company's board of directors for longer than nine years, to offer themselves up for re-election at each annual general meeting. In my case, this year's annual general meeting represents the first such general meeting where I will be standing for re-election in accordance with the relevant provisions of the UK Corporate Governance Code. I am also required to retire by rotation and offer myself for re-election in accordance with the company's articles of association.

A profile of all of the directors of the company is set out on page 22 of the annual report. Following board evaluation it has been determined that both myself and Mr Garthwaite continue to contribute effectively and demonstrate our commitment to the board and committee roles that we respectively hold.

Action to be taken

Your directors consider that all of the resolutions set out in the notice of the annual general meeting are in the best interests of the company and its shareholders as a whole. Accordingly, they strongly recommend you to vote in favour of all of the resolutions, as each director intends to do in respect of his own beneficial holdings.

Even if you are unable to come to the annual general meeting in person, your vote is still important. I would encourage you to complete and return the enclosed form of proxy as soon as possible and in any event not later than 48 hours (excluding any part of a day that is not a working day) before the time appointed for the meeting. Completion and return of the form of proxy does not prevent you from attending and voting at the meeting in person.

The other directors and I look forward to seeing you at the meeting.

Yours sincerely

David Dunn
Chairman

Notice of meeting

Notice is hereby given that the 91st annual general meeting of Brammer plc will be held at 43-45 Broad Street, Teddington, Middlesex TW11 8QZ on Tuesday, 17 May 2011 at 13.00 and will deal with the following items of business. Resolutions 1 to 9 (inclusive) will be proposed as ordinary resolutions and resolutions 10, 11 and 12 will be proposed as special resolutions.

As ordinary business

- 1 To receive the accounts of the company for the year ended 31 December 2010 and the reports of the directors and the auditors thereon.
- 2 To approve the directors' remuneration report for the year ended 31 December 2010.
- 3 To declare a final dividend for the year ended 31 December 2010 of 4.5p per share on the ordinary shares.
- 4 To re-elect David Dunn as a director.
- 5 To re-elect Terry Garthwaite as a director.
- 6 To re-appoint PricewaterhouseCoopers LLP as the auditor to the company until the conclusion of the next annual general meeting of the company.
- 7 To authorise the directors to agree the remuneration of the company's auditors.

As special business

- 8 That, pursuant to section 366 of the Companies Act 2006 ("Act"), the company and any company which is or which becomes its subsidiary at any time during the period for which this resolution is effective be and are hereby authorised to:
 - (a) make political donations to political parties and/or to independent election candidates not exceeding £5,000 in total;
 - (b) make political donations to political organisations other than political parties not exceeding £5,000 in total; and
 - (c) incur political expenditure not exceeding £5,000 in total,

in each case, during the period beginning with the date on which this resolution is passed and ending at the conclusion of the next annual general meeting of the company held after such date, provided that: (i) the aggregate amount of political donations made and political expenditure incurred by the company and its subsidiaries pursuant to this authority shall not exceed £5,000; and (ii) each of the amounts referred to in this resolution may comprise one or more sums in different currencies which, for the purposes of calculating any such amount, shall be converted at such rate as the directors may, in their absolute discretion, determine to be appropriate.

In this resolution, the terms "political donations", "political parties", "independent election candidates", "political organisations" and "political expenditure" have the meanings set out in sections 363 to 365 of the Act.

- 9 That, in substitution for all existing authorities under such section (which, to the extent unused at the date of this resolution, are hereby revoked with immediate effect), the board be and it is hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 ("Act"), to exercise all powers of the company to allot Relevant Securities:
 - (a) comprising equity securities (within the meaning of section 560(1) of the Act) up to an aggregate nominal amount of £14,181,491.20 (such amount to be reduced by the aggregate nominal amount of Relevant Securities allotted pursuant to paragraph (b) of this resolution) in connection with a rights issue (as defined in the listing rules published by the Financial Services Authority):
 - (i) to holders of ordinary shares in the capital of the company in proportion (as nearly as practicable) to the respective numbers of ordinary shares held by them; and
 - (ii) to holders of other equity securities in the capital of the company, as required by the rights of those securities or, subject to such rights, as the board otherwise considers necessary, but subject to such exclusions or other arrangements as the board may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange; and
 - (b) otherwise than pursuant to paragraph (a) of this resolution, comprising equity securities (within the meaning of section 560(1) of the Act) up to an aggregate nominal amount of £7,090,745.66 (such amount to be reduced by the aggregate nominal amount of Relevant Securities allotted pursuant to paragraph (a) of this resolution in excess of £7,090,745.66), provided that (unless previously revoked, varied or renewed) this authority shall expire at the conclusion of the next annual general meeting of the company after the passing of this resolution or on 17 August 2012 (whichever is the earlier), save that the company may, before such expiry, make an offer or agreement which would or might require Relevant Securities to be allotted after this authority expires and the board may allot Relevant Securities in pursuance of such an offer or agreement as if the authority granted hereby had not expired.

In this resolution, "Relevant Securities" means shares in the company or rights to subscribe for or to convert any security into shares in the company; a reference to the allotment of Relevant Securities (or any similar expression) includes the grant of such a right; and a reference to the nominal amount of a Relevant Security which is a right to subscribe for or to convert any security into shares in the company is to the nominal amount of the shares which may be allotted pursuant to that right.

Notice of meeting

- 10 That, subject to the passing of resolution 9 and in substitution for all existing authorities under such section (which, to the extent unused at the date of this resolution, are hereby revoked with immediate effect), the board be and it is hereby generally empowered pursuant to section 570 of the Companies Act 2006 ("Act"), to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authorities granted by resolution 9 as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited:
- (a) to the allotment of equity securities in connection with an offer of equity securities (whether by way of rights issue, open offer or otherwise), but, in the case of an allotment pursuant to the authority granted by paragraph (a) of resolution 9, such power shall be limited to the allotment of equity securities in connection with a rights issue (as defined in the listing rules published by the Financial Services Authority) to holders of ordinary shares in the capital of the company in proportion (as nearly as practicable) to the respective numbers of ordinary shares held by them but subject to such exclusions or other arrangements as the board may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange; and
 - (b) in the case of an allotment pursuant to the authority granted by paragraph (b) of resolution 9, to the allotment of equity securities (otherwise than pursuant to paragraph (a) of this resolution) up to an aggregate nominal value of £1,063,611.80,
- and (unless previously revoked, varied or renewed) this power shall expire at the conclusion of the next annual general meeting of the company after the passing of this resolution or on 17 August 2012 (whichever is the earlier), save that the company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted for cash after such expiry and the board may allot equity securities for cash in pursuance of such an offer or agreement as if the power granted hereby had not expired.
- 11 That, in accordance with section 701 of the Companies Act 2006 ("Act"), the company be and it is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 20p each in the capital of the company ("ordinary shares") provided that:
- (a) the maximum aggregate number of ordinary shares which may be purchased is the lesser of 10,636,118, being approximately 10 per cent. of issued ordinary share capital of the company at 5 April 2011 (excluding treasury shares (if any)), and 10 per cent. of the number of ordinary shares issued by the company at the date of passing of this resolution (excluding treasury shares (if any));
 - (b) the maximum price (not including expenses) which may be paid for each ordinary share is the higher of:
 - (i) an amount equal to 105 per cent. of the average of the middle market quotations for an ordinary share, as derived from the Daily Official List of the London Stock Exchange plc 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 on the trading venue where the purchase is carried out; and
 - (c) the minimum price (not including expenses) which may be paid for each ordinary share is 20p per ordinary share,
- and (unless previously revoked, varied or renewed) this power shall expire at the conclusion of the next annual general meeting of the company after the passing of this resolution or on 17 August 2012 (whichever is the earlier), save that the company may, before such expiry, enter into a contract to purchase ordinary shares under which such purchase will or may be completed or executed wholly or partly after such expiry and may make a purchase of ordinary shares pursuant to such contract as if the authority granted hereby had not expired.
- 12 That a general meeting of the company other than an annual general meeting may be called on not less than 14 clear days' notice.

By order of the board
Chris Short
Secretary
6 April 2011

Brammer plc
Claverton Court
Claverton Road
Wythenshawe
Manchester M23 9NE

Notes to notice of meeting

1 To be entitled to attend and vote at the annual general meeting (and for the purpose of the determination by the company of the votes they may cast), shareholders must be registered in the register of members of the company at 18.00 on 13 May 2011 (or, in the event of any adjournment, on the date which is two working days before the time of the adjourned meeting). Changes to entries in the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote (and the number of votes they may cast) at the meeting.

2 Shareholders are entitled to appoint another person as their proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A proxy need not be a shareholder of the company. A shareholder may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. Failure to specify the number of shares each proxy appointment relates to or specifying a number which when taken together with the numbers of shares set out in the other proxy appointments is in excess of the number of shares held by the shareholder may result in the proxy appointment being invalid.

A proxy may only be appointed in accordance with the procedures set out in paragraphs 3 to 5 below and the notes to the proxy form.

3 A proxy form which may be used to appoint a proxy and give proxy instructions accompanies this notice. When appointing more than one proxy, please complete a separate proxy form in relation to each appointment. Additional proxy forms may be obtained by contacting the company's registrar, Equiniti, at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA or the proxy form may be photocopied. Please state clearly on each proxy form the number of shares in relation to which the proxy is appointed.

To be valid, proxy forms must be completed, signed and sent to the offices of the company's registrar, Equiniti, at Aspect House, Spencer Road, Lancing, West Sussex BN99 6ZX, so as to arrive no later than 13.00 on 13 May 2011 (or if the meeting is adjourned, no later than 48 hours (excluding any part of a day that is not a working day) before the time of any adjourned meeting).

4 The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in paragraph 5 below) will not prevent a shareholder attending the meeting and voting in person if he/she wishes to do so.

5 CREST members who wish to appoint a proxy or proxies for the meeting (or any adjournment of it) through the CREST electronic proxy appointment service may do so 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 the 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 & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via www.euroclear.com/site/public/EUI). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the company's registrar, Equiniti Limited (ID RA19), by no later than 13.00 on 13 May 2011 (or, if the meeting is adjourned, no later than 48 hours (excluding any part of a day that is not a working day) before the time of any adjourned meeting). 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 Equiniti Limited 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 providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular 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 or her 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 respect, CREST members and, where applicable, their CREST sponsors or voting service providers 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.

6 Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

7 As at 5 April 2011 (being the last practicable date before the publication of this notice) the company's issued share capital consists of 106,361,185 ordinary shares of 20 pence each, carrying one vote per ordinary share. The company does not hold any ordinary shares in treasury. Therefore, the total voting rights in the company as at 5 April 2011 are 106,361,185.

Notes to notice of meeting

- 8 Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 (“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 meeting. 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.

The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 2 to 5 above does not apply to Nominated Persons. The rights described in such notes can only be exercised by shareholders of the company.

- 9 A shareholder or shareholders having a right to vote at the meeting and holding at least five per cent of the total voting rights of the company (see paragraph 7 above and the website referred to in paragraph 15), or at least 100 shareholders having a right to vote at the meeting and holding, on average, at least £100 of paid up share capital, has the right to require the company to publish on a website a statement setting out any matter relating to: (i) the audit of the company’s accounts (including the auditor’s report and the conduct of the audit) that are to be laid before the annual general meeting; or (ii) any circumstance connected with an auditor of the company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Act.

Any such request must:

- (a) identify the statement to which it relates, by either setting out the statement in full or, if supporting a statement requested by another shareholder, clearly identifying the statement which is being supported;
- (b) comply with the requirements set out in paragraph 10; and
- (c) be received by the company at least one week before the meeting.

Where the company is required to publish such a statement on its website:

- (a) it may not require the shareholders making the request to pay any expenses incurred by the company in complying with the request;
- (b) it must forward the statement to the company’s auditors no later than the time when it makes the statement available on the website; and
- (c) the statement may be dealt with as part of the business of the meeting.

- 10 Any request by a shareholder or shareholders to require the company to publish audit concerns as set out in paragraph 9, may be made either:

- (a) in hard copy, by sending it to Brammer plc, Claverton Court, Claverton Road, Wythenshawe, Manchester M23 9NE; or
 - (b) in electronic form, by sending it to +44 (0)161 902 5595, marked for the attention of Graham Jones or enquiries@brammer.biz (please state “Brammer plc: AGM” in the subject line of the email),
- and must state the full name(s) and address(es) of the shareholder(s). Where such a request is made in hard copy form or by fax, it must be signed by the shareholder(s) making the request.

- 11 Shareholders must not use any electronic address provided in this notice of meeting to communicate with the company for any purposes other than those expressly stated.

- 12 Shareholders have the right to ask questions at the meeting relating to the business being dealt with at the meeting in accordance with section 319A of the Act. The company must cause to be answered any such question unless (i) to do so would interfere unduly with the preparation for the meeting or would involve the disclosure of confidential information; (ii) the answer has already been given on a website in the form of an answer to a question, or (iii) it is undesirable in the interests of the company or the good order of the meeting that the question be answered.

- 13 The following documents will be available for inspection during normal business hours at the registered office of the company (on any weekday, bank holidays excepted) from the date of this notice until the time of the meeting. They will also be available at the place of the meeting from at least 15 minutes before the time of the meeting until it ends:

- (a) copies of the service contracts of the executive directors;
- (b) copies of letters of appointment of the non-executive directors; and
- (c) a copy of the existing articles of association of the company.

- 14 Biographical details of all those directors who are offering themselves for re-election at the meeting are set out on page 22 of the enclosed 2010 annual report and accounts.

- 15 A copy of this notice, and other information required by section 311A of the Act, can be found at www.brammer.biz.

Explanatory notes accompanying the notice of meeting

The notes on the following pages provide a brief explanation of the proposed resolutions set out in the notice of general meeting.

Resolutions 1 to 9 (inclusive) will be proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 10, 11 and 12 will be proposed as special resolutions. This means that, for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Resolution 1: To receive the report and accounts for the year ended 31 December 2010

In accordance with the Companies Act 2006 ("Act") and the company's articles of association adopted at last year's annual general meeting, the directors are required to lay, before the shareholders of the company, the company's annual report and accounts at the annual general meeting.

If you previously elected to receive printed shareholder communications or if you have become a shareholder since 22 January 2010, a copy of the report and accounts for the year ended 31 December 2010 is enclosed. Alternatively, a copy of the 2010 report and accounts is available to view, print and download via the company's website, www.brammer.biz, however, Adobe Reader or similar software will be required to do so. Adobe Reader can be downloaded free of charge from www.adobe.com/downloads.

Resolution 2: The directors' remuneration report

The report of the directors on remuneration matters is set out on pages 41 to 49 of the 2010 annual report. That report sets out details of the company's remuneration process and the remuneration paid to the directors. Your directors are satisfied that the company's policies and practices in relation to directors' remuneration are reasonable and that they deserve shareholder support.

In accordance with the Act, the directors' remuneration is required to be laid before the company's shareholders. However, you should be aware that the vote is advisory only and that no aspect of an individual director's entitlement under a service contract or terms of appointment will be conditional on the vote being carried.

Resolution 3: To declare a final dividend

The board has recommended a final dividend of 4.5 pence per ordinary share in the capital of the company. If approved by shareholders at the annual general meeting, the proposed dividend would be paid on 5 July 2011 to those shareholders on the register of members of the company at the close of business on 10 June 2011.

Resolutions 4 and 5: To re-elect David Dunn and Terry Garthwaite as directors

As has already been mentioned in the letter accompanying the notice of the annual general meeting, resolutions 4 and 5 relate to the proposed retirement by rotation and proposed re-election of David Dunn and Terry Garthwaite as directors of the company. In accordance with the company's articles of association and (in the case of David Dunn only) the UK Corporate Governance Code, both such directors are required to retire by rotation and would like to offer themselves for re-election at the annual general meeting.

Shareholders should note that, in compliance with the provisions of the UK Corporate Governance Code, David Dunn (who has now served the company for longer than nine years) whilst he remains on the board, is required to offer himself up for re-election at this year's annual general meeting as well as at future annual general meetings.

The Nominations Committee of the board has carried out formal evaluations of both directors and has concluded that each of them continues to contribute effectively and demonstrates their commitment to the respective board and committee roles that they hold. Further details are set out on page 36 of the 2010 annual report and accounts.

Resolution 6: To reappoint the auditors

The appointment/re-appointment of the company's auditors is subject to the approval of shareholders at each annual general meeting at which the annual report and accounts are laid. The auditors so appointed/reappointed would then hold office until the conclusion of the next annual general meeting.

The Audit Committee of the board has reviewed the effectiveness, independence and objectivity of the company's external auditors, PricewaterhouseCoopers LLP. The board therefore proposes their reappointment as the company's auditors.

Resolution 7: To authorise the directors to agree the remuneration of the auditors

In accordance with the good corporate governance practice, a separate resolution is being proposed at this year's annual general meeting to authorise the directors to negotiate and agree the remuneration of the auditors. Such approval has historically been obtained in the same resolution as that proposing the appointment of the company's auditors. In practice, the Audit Committee of the board will consider and approve (on the board's behalf) the audit fees payable by the company.

Explanatory notes accompanying the notice of meeting

Resolution 8: Political donations and political expenditure

It is not the company's policy to make donations to political parties, or to make other political donations within the normal meaning of that expression, and the directors have no intention of changing that policy.

However, as a result of the wide definitions of political expenditure, political donations and political organisations in the Act, normal business activities and expenditure of the company and its subsidiaries which might not be ordinarily considered to be political expenditure or a political donation to a political organisation, may fall within the restrictions of the Act. For example, sponsorship of industry forums, funding of seminars and other functions to which politicians are invited, matching employees' donations to certain charities, expenditure on organisations concerned with matters of public policy, law reform and representation of the business community, and communicating with the Government and political parties at local, national and European level might be construed as political expenditure or as a political donation to a political organisation.

Resolution 8 does not purport to authorise any particular donation or expenditure, but is expressed in general terms, as required by the Act, and is intended to authorise normal donations and expenditure while avoiding inadvertent infringement of the Act. If passed, resolution 8 would allow the company and its subsidiaries to make political donations to political parties, other political organisations and independent election candidates and to incur political expenditure up to an aggregate limit of £5,000 in the period beginning with the date on which resolution 8 is passed and ending at the conclusion of the next annual general meeting of the company. The authority will not be used to make political donations within the normal meaning of that expression.

It is the directors' intention to renew the authority proposed to be granted by resolution 8 each year.

Resolution 9: Authority to allot ordinary shares

At the company's last annual general meeting on 18 May 2010, the directors were given authority by shareholders to allot ordinary shares in the capital of the company up to an aggregate maximum nominal amount of £14,171,411.60, representing approximately two-thirds of the company's then issued ordinary share capital. That authority is due to expire at the end of the annual general meeting of the company proposed to take place on 17 May 2011.

In accordance with the guidelines issued by the Association of British Insurers ("ABI"), the directors are entitled to seek, and treat as routine, resolutions seeking authority from shareholders to allot shares representing up to two-thirds of the company's issued share capital, provided always that the additional authority (that is the authority to allot shares in the capital of the company representing a further one-third of its issued share capital) can only be utilised to allot shares in connection with a rights issue (which is undertaken on a fully pre-emptive basis).

Resolution 9, in accordance with the ABI guidelines, proposes to give authority to the directors to allot ordinary shares in the company up to a maximum of 70,907,456 ordinary shares of 20p each, representing approximately two-thirds of the issued ordinary share capital of the company as at 5 April 2011. The maximum authority to allot ordinary shares provides the directors with the flexibility to undertake a rights issue. If the authority is not utilised in connection with a rights issue, the directors would only have the authority to allot, pursuant to section 551 of the Companies Act, up to a maximum of 35,453,728 ordinary shares of 20p each, representing one-third of the issued ordinary share capital of the company as at 5 April 2011. The authority granted by resolution 9 would expire at the conclusion of the company's next annual general meeting held after the passing of this resolution or on 17 August 2012 (whichever is the earlier).

The directors are aware of and intend to comply with the ABI's recommendation that, should:

- (a) the actual usage of the authority granted by resolution 9, exceed one-third of the nominal value of the issued ordinary share capital of the company; and also
- (b) such issue of shares in the capital of the company being in whole or in part by way of a fully pre-emptive rights issue, the monetary proceeds of which exceed one-third of the pre-issue market capitalisation of the company,

then all members of the board willing to remain in office should seek re-election at the next annual general meeting of the company following the decision to undertake the issue in question.

Explanatory notes accompanying the notice of meeting

Resolution 10: Disapplication of statutory pre-emption rights

This is a resolution the board proposes each year at the annual general meeting. The Act requires that, subject to certain exceptions, before directors of the company can issue new shares for cash the new shares must first be offered to existing shareholders in proportion to their existing shareholdings.

It is customary for companies to take a limited authority to issue new shares for cash without first offering those shares to existing shareholders. Accordingly, as in previous years, the board is seeking authority to issue a limited number of shares for cash. The directors are not currently contemplating any such issue of new shares for cash but this authority would provide the directors with flexibility to act in the best interests of shareholders when opportunities arise.

The authority would permit the allotment of up to 5,318,059 ordinary shares of 20p each being 5 per cent. of the company's issued ordinary share capital as at 5 April 2011. The authority would expire on the earlier of the conclusion of the company's next annual general meeting held after the passing of this resolution and 17 August 2012. As usual, the directors intend to seek renewal of a similar power at subsequent annual general meetings.

In compliance with the Statement of Principles issued by the Pre-Emption Group of the ABI, it is the intention of the company that the cumulative usage of the authority granted by this resolution within a rolling three year period shall not exceed 7.5 per cent. of the company's issued share capital without prior consultation with shareholders.

Resolution 11: Authority to purchase own shares

The board considers that it would be in the best interests of the company and its shareholders to renew for a further year the authority to allow the company to purchase its own ordinary shares in the market. There is no present intention of exercising the authority but the directors wish to retain the flexibility to do so. The authority would expire on the earlier of the conclusion of the company's next annual general meeting held after the passing of this resolution and 17 August 2012. The directors intend to seek renewal of a similar power at subsequent annual general meetings.

When considering the purchase of shares by the company the directors will follow the procedures laid down in the Act (as amended or superseded) and will take into account cash resources, capital requirements and the effect of any purchase on appropriate gearing levels. They will only consider exercising the authority when satisfied that it is in the best interests of the company and shareholders.

The proposed authority would permit the purchase of up to 10,636,118 ordinary shares of 20p each representing 10 per cent. of the issued ordinary share capital of the company as at 5 April 2011, at a price per share not exceeding 105 per cent. of the average of the middle market quotations as derived from the London Stock Exchange Daily Official List for the five business days preceding each purchase and not less than 20p (the nominal value of each share). Such share purchases will only be made on the London Stock Exchange.

As at 5 April 2011 options over a total of 226,951 ordinary shares were outstanding and not exercised. That number of ordinary shares represents 0.21 per cent. of the company's issued ordinary share capital at 5 April 2011. It would represent 0.24 per cent. of the issued ordinary share capital if the authority to purchase the company's own ordinary shares had been exercised in full at that date.

Resolution 12: Notice of general meetings

Before the Shareholders' Rights Regulations ("Regulations") came into force on 3 August 2009, the company was able to call general meetings, other than annual general meetings, on 14 clear days' notice without obtaining prior shareholder approval. However, the Regulations (which amended the Act) increased the minimum notice period required to be given by listed companies to 21 days save where two conditions have been complied with, namely:

- (a) the company must make a means of electronic voting available to all shareholders for that meeting. This condition would be satisfied by the company making accessible to all shareholders, a facility to appoint proxies through a designated website; and
- (b) the company's shareholders approving the reduction of the minimum notice period (from 21 days to 14 clear days) on an annual basis.

The company would again like to take advantage of the flexibility afforded by the Act and therefore resolution 12 allows the company to hold general meetings (other than annual general meetings) on 14 clear days' notice. The approval will be effective until the company's next annual general meeting, when it is intended that a similar resolution will be proposed.

The company does not propose to utilise the shorter notice period (of 14 clear days) unless the circumstances dictated such a requirement and to do so would be to the benefit of the company's shareholders as a whole. Such circumstances may arise, for example, where due to extraneous circumstances, the company is required to undertake an urgent capital raising exercise. In those circumstances, the company is confident that a facility to permit electronic voting can be made available to all of the company's shareholders.

Directions to the meeting

Brammer plc
43–45 Broad Street
Teddington
Middlesex TW11 8QZ

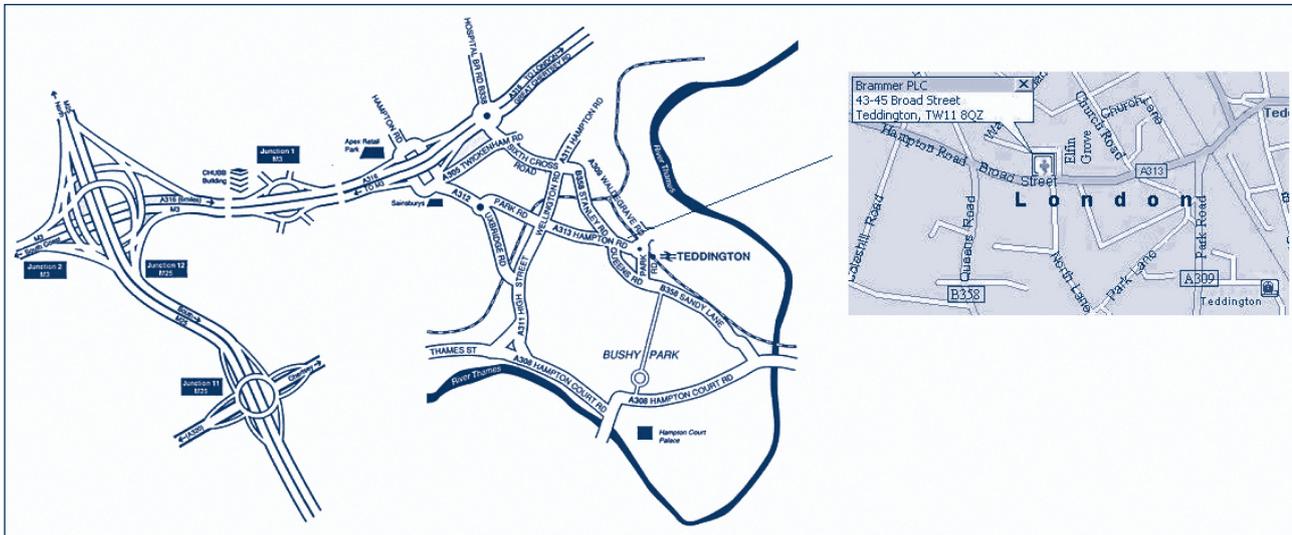
T +44 (0)20 8614 1040
enquiries@brammer.biz
www.brammer.biz

Directions

Broad Street is located to the South-West of London, in Teddington (close to the National Physical Laboratory) and only six miles from Heathrow Airport.

By road: You will find the entrance on the corner of the A313 Broad Street and Elfin Grove, two floors above retail outlets opposite North Lane.

By rail: From Waterloo, take the local service direct to Teddington. 43-45 Broad Street is approximately 10 minutes walk from Teddington Station at the west end of Teddington High Street.



Form of proxy for annual general meeting

I/we _____
PLEASE USE BLOCK LETTERS

of _____

being (a) member(s) of Brammer plc, hereby appoint

 regarding _____ shares

or David Dunn or failing him the duly appointed chairman of the meeting, as my/our proxy to vote on my/our behalf at the annual general meeting of the company to be held at 13.00 on Tuesday, 17 May 2011 and at any adjournment thereof. Please indicate by placing a tick in the appropriate boxes opposite how you wish your proxy to vote on the resolutions to be submitted to the meeting.

Signed _____ Date _____

Notes

- Members are entitled to appoint a proxy of their choice to attend, speak and vote at the meeting. If any other proxy is preferred, strike out the name 'David Dunn', add the name of the proxy you wish to appoint and initial the alteration. A proxy need not be a member of the company.
- If you are appointing more than one proxy you must indicate the number of shares in respect of which you are making this appointment, you should include the number in the box provided for your first named proxy and either obtain (an) additional proxy form(s) from Equiniti at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA or you may photocopy this form. Please return all the forms together and tick the box to indicate each form is one of multiple instructions being given. Please take care when completing the number of shares; if the total number of shares exceeds the total held by the member, all appointments may be invalid.
- If this form is returned without any indication as to how the person appointed proxy shall vote, the proxy will exercise discretion as to how the proxy votes or whether the proxy abstains from voting. The proxy may vote (or abstain from voting) on any other matter which may properly come before the meeting.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the meeting if you so wish. If you do attend the meeting in person, your proxy appointment(s) will automatically be terminated.
- CREST members who wish to appoint a proxy or proxies for the meeting (or any adjournment of it) through the CREST electronic proxy appointment service may do so using the procedures described in the CREST Manual. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must be transmitted so as to be received by Equiniti (ID RA19), by no later than 13.00 on 13 May 2011 (or, if the meeting is adjourned, no later than 48 hours (excluding any part of a day that is not a working day) before the time of any adjourned meeting). Please refer to the notes to the notice of the meeting for further information on proxy appointments through CREST.

- If the appointer is a corporation this form must be signed as a deed or appropriately signed by a duly authorised officer or attorney.
- In the case of joint holders the signature of any one holder will be sufficient but the names of all joint holders should be stated. If more than one proxy is received from joint holders the proxy received from the holder of the most senior will be accepted. Seniority shall be determined by the order in which the names stand in the register of members.
- To be valid, this form must be completed and deposited, together with any powers of attorney under which it is signed, at the offices of Equiniti at the address shown overleaf not less than 48 hours (excluding any part of a day that is not a working day) before the time fixed for the holding of the meeting.
- Any alteration in this proxy must be initialled.
- If two or more valid forms of proxy are delivered in respect of the same share, the one which was delivered last (regardless of its date or the date of its execution) will be valid.
- The vote withheld option is provided to enable you to abstain on any particular resolution. It should be noted that a vote withheld is not a vote in law and will not be counted as a vote For or Against a resolution.

Please tick here if this proxy appointment is one of multiple proxies being made (see note 2)

Resolutions

	For	Against	Withheld
1 To receive the report and accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To approve the directors' remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To declare a final dividend	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 To re-elect David Dunn	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 To re-elect Terry Garthwaite	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 To re-appoint PricewaterhouseCoopers LLP as auditor to the company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 To authorise the directors to agree the remuneration of the auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 To authorise the company to make political donations up to specific limits	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 To authorise the directors to allot shares up to specific limits	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10 To disapply statutory pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11 To authorise the company to purchase its own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12 To authorise a general meeting (other than an AGM) to be held on 14 clear days' notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



Equiniti
Aspect House
Spencer Road
Lancing
West Sussex
BN99 6ZX