

Letter to shareholders

Notice of meeting

Form of proxy

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 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 who arranged the sale or transfer (such as the stockbroker, bank or other agent through whom the sale was effected) 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, 18 May 2010 at 13.00 is set out at the end 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 16 May 2010.

Letter to shareholders

Directors

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



Brammer plc, Claverton Court, Claverton Road,
Wythenshawe, Manchester M23 9NE

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Registered in England and Wales under number 162925 at the above address.
www.brammer.biz

9 April 2010

Dear Shareholder

The 2010 annual general meeting of the company will be held at 43-45 Broad Street, Teddington, Middlesex TW11 8QZ on Tuesday, 18 May 2010 at 13.00. The formal notice convening the meeting is set out in this document.

With regard to resolutions 4 and 5, Mr Fraser and Mr Thwaite retire by rotation and offer themselves for re election at the annual general meeting. With regard to resolution 6, Mr Irving-Swift seeks approval from shareholders for his appointment as a director as he was appointed to the board on 27 January 2010 (with an effective date of 1 March 2010), after the last annual general meeting of the company.

Mr Fraser is the chief executive and has been a member of the board since 1998.

Mr Thwaite is the finance director and joined the board in 2002.

Mr Irving-Swift's appointment, which took effect on 1 March 2010, followed an extensive search by the company for a non-executive director with recent and relevant expertise and who had previously had listed company board level experience, to replace Mr Forman who stepped down from the board on 28 February 2010. Mr Irving-Swift has a wide ranging international industrial background having held senior positions in TT Electronics plc, Dana Corporation and T&N plc. In particular, he has had a long association with the automotive manufacturing industries on a worldwide basis.

A profile of all directors is set out on page 20 of the annual report. Following board evaluation it has been determined that the performance of Mr Fraser and Mr Thwaite continues to be effective and that each of them continues to demonstrate commitment to their respective roles.

In addition to the ordinary business to be conducted at the meeting, we are asking shareholders to approve a number of amendments to our articles of association primarily to reflect the implementation of the Shareholder Rights Directive in the UK in August 2009 and the remaining provisions of the Companies Act 2006. An explanation of the main changes between the proposed and the existing articles of association of the company is set out on pages 8 and 9 of this document.

Explanatory notes on the resolutions to be considered at this year's AGM appear on pages 7 and 8 of this document.

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 they intend to do in respect of their own beneficial holdings.

You are asked to complete and return the enclosed form of proxy as soon as possible and in any event not later than 48 hours before the time appointed for the meeting. Completion and return of the form of proxy will 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

Inspection of documents

The following documents will be available for inspection at (i) the company's registered office during normal business hours on any weekday (Saturdays and Sundays excepted) from 9 April 2010 until the time of the AGM and (ii) at 43-45 Broad Street, Teddington, Middlesex TW11 8QZ from 15 minutes before the meeting until it ends:

- copies of the executive directors' service contracts;
- copies of letters of appointment of the non-executive directors;
- a copy of the existing memorandum of association; and
- a copy of the proposed new articles of association of the company (referred to in resolution 11 of the notice of the annual general meeting) together with a copy of the existing articles of association marked to show the changes proposed to be made.

Notice of meeting

Notice is hereby given that the 90th annual general meeting of Brammer plc will be held at 43-45 Broad Street, Teddington, Middlesex TW11 8QZ on 18 May 2010 at 13.00 and will deal with the following items of business:

As ordinary business

- 1 To receive the accounts of the company for the year ended 31 December 2009 and the reports of the directors and the auditors thereon.
- 2 To approve the directors' remuneration report for the year ended 31 December 2009.
- 3 To declare a final dividend of 3.6 pence per share on the ordinary shares.
- 4 To re-elect Ian Fraser as a director.
- 5 To re-elect Paul Thwaite as a director.
- 6 To appoint Charles Irving-Swift, who was appointed to the board since the last annual general meeting, as a director.
- 7 To re-appoint PricewaterhouseCoopers LLP as auditor to the company and to authorise the directors to fix their remuneration.

As special business

To consider and, if thought fit, pass the following resolutions. Resolution 8 will be proposed as an ordinary resolution and resolutions 9, 10, 11 and 12 will be proposed as special resolutions.

- 8 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 £14,171,411.60 (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 number 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 £7,085,705.80 (such amount to be reduced by the aggregate nominal amount of Relevant Securities allotted pursuant to paragraph (a) of this resolution in excess of £7,085,705.80), 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 18 August 2011 (whichever is the earlier), save that the company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or rights to subscribe for or to convert securities into shares to be granted after this authority expires and the board may allot shares or grant rights to subscribe for or convert securities into shares 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 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.
- 9 That, subject to the passing of resolution 8 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 8 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 (but, in the case of an allotment pursuant to the authority granted by paragraph (a) of resolution 8, 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

Notice of meeting

- (b) in the case of an allotment pursuant to the authority granted by paragraph (b) of resolution 8, to the allotment of equity securities (otherwise than pursuant to paragraph (a) of this resolution) up to an aggregate nominal value of £1,062,855.80, 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 18 August 2011 (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.
- 10 That, in accordance with section 701 of the Companies Act 2006 (“Act”), the company be and 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 authorised which may be purchased is the lesser of 10,628,558, being approximately 10 per cent. of issued ordinary share capital at 1 April 2010 (excluding treasury shares), 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);
- (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 18 August 2011 (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.
- 11 That:
- (a) the existing articles of association of the company be amended by deleting all the provisions of the company’s memorandum of association which, by virtue of section 28 of the Companies Act 2006, are to be treated as provisions of the company’s articles of association; and
- (b) the articles of association produced to the meeting and, for the purposes of identification only, initialled by the chairman of the meeting, be and are hereby adopted as the articles of association of the company in substitution for, and to the exclusion of, the existing articles of association of the company.
- 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
 9 April 2010

Registered office:
 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 14 May 2010 (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.
- 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 6ZX 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 16 May 2010 (or if the meeting is adjourned, no later than 48 hours 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 16 May 2010 (or, if the meeting is adjourned, no later than 48 hours 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 connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST manual concerning practical limitations of the CREST system and timings.

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 As at 1 April 2010 (being the last practicable date before the publication of this notice) the company's issued share capital consists of 106,285,588 ordinary shares, carrying one vote each. The company does not hold any ordinary shares in treasury. Therefore, the total voting rights in the company as at 1 April 2010 are 106,285,588.

Notes to notice of meeting

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

- 8 Under section 527 of the Companies Act 2006 shareholders who meet the threshold requirements set out in that section have the right to require the company to publish on a website a statement setting out any matter relating to: (i) the audit of the company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the 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 Companies Act 2006. The company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the annual general meeting includes any statement that the company has been required under section 527 of the Companies Act 2006 to publish on a website.
- 9 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 Companies Act 2006. The company must cause to be answered any such question unless (a) to do so would interfere unduly with the preparation for the meeting or would 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.
- 10 The following documents will be available for inspection during normal business hours at the registered office of the company 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;
 - (c) a copy of the existing memorandum of association; and
 - (d) a copy of the proposed new articles of association of the company (referred to in resolution 11) together with a copy of the existing articles of association marked to show the changes being proposed.
- 11 Biographical details of all those directors who are offering themselves for reappointment and/or re-election at the meeting are set out on pages 20 of the enclosed 2009 annual report and accounts.
- 12 Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
- 13 You may not use any electronic address provided in either this Notice of General Meeting or any related documents (including the Proxy Form) to communicate with the company for any purposes other than those expressly stated.
- 14 A copy of this notice, and other information required by section 311A of the Companies Act 2006, can be found at www.brammer.biz.

Explanatory notes accompanying the notice of meeting

Part 1

The notes on the following pages give an explanation of the proposed resolutions set out in the notice of general meeting.

Resolutions 1 to 8 (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 9, 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.

Resolutions 1 to 7: Ordinary business

The articles of association of the company provide that the matters set out in resolutions 1 to 7 form part of the ordinary business of the company. It is therefore not proposed to detail the purpose of such resolutions in these explanatory notes, other than in relation to resolution 2 in respect of which an explanation is set out below.

Resolution 2: The directors' remuneration report

In accordance with section 439 of the Companies Act 2006 shareholders are being given the opportunity to vote to approve the report of the directors on remuneration matters, which is set out on pages 37 to 45 of the 2009 annual report and which 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 director's remuneration are reasonable and that they deserve shareholder support. You should be aware that the vote is advisory 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 8: Authority to allot ordinary shares

This resolution proposes to give authority to the directors to allot ordinary shares in the company up to a maximum of 70,857,058 ordinary shares of 20p each, representing approximately two thirds of the issued ordinary share capital of the company as at 1 April 2010. 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 2006, up to a maximum of 35,428,529 ordinary shares of 20p each, representing one third of the issued ordinary share capital of the company as at 1 April 2010. The authority granted by resolution 8 would expire on the earlier of the conclusion of the company's next annual general meeting held after the passing of this resolution and 18 August 2011.

In the event that:

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

then, in accordance with guidelines issued by the Association of British Insurers, it is intended that all members of the board wishing to remain in office would stand for re-election at the next annual general meeting of the company following the decision to undertake the issue in question.

Resolution 9: Disapplication of statutory pre-emption rights

This is a resolution the board proposes each year at the annual general meeting. The Companies Act 2006 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 5,314,279 ordinary shares of 20p each being 5% of the company's issued ordinary share capital as at 1 April 2010. 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 18 August 2011. 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 Association of British Insurers, 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.

Explanatory notes accompanying the notice of meeting

Resolution 10: 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 18 August 2011. As usual, 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 Companies Act 2006 (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 10,628,558 ordinary shares of 20p each representing 10 per cent. of the issued ordinary share capital of the company as at 1 April 2010, 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 1 April 2010, options over a total of 422,883 ordinary shares were outstanding and not exercised. That number of ordinary shares represents 0.40 per cent. of the company's issued ordinary share capital at 1 April 2010. It would represent 0.44 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 11: Adoption of new articles of association

It is proposed in resolution 11 to adopt new articles of association ("New Articles") in order to update the company's current articles of association ("Current Articles"), primarily to take account of the coming into force of the Companies (Shareholders' Rights) Regulations 2009 ("Shareholders' Rights Regulations") and the implementation of the last parts of the Companies Act 2006.

The removal of the references to the company's memorandum of association and the principal changes introduced in the New Articles are summarised in part 2 below. Other changes, which are of a minor, technical or clarifying nature and also some amendments which merely reflect changes made by the Companies Act 2006 and the Shareholders' Rights Regulations or conform the language of the New Articles with that used in the model articles for public companies produced by the Department for Business, Innovation and Skills have not been noted in part 2. The New Articles showing all of the changes to the Current Articles are available for inspection, as noted on page 2 of this document.

Resolution 12: Notice of general meetings

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

Before the coming into force of the Shareholders' Rights Regulations on 3 August 2009, the company was able to call general meetings, other than an AGM, on 14 clear days' notice without obtaining such shareholder approval. In order to preserve this ability, resolution 12 seeks such approval. The approval will be effective until the company's next annual general meeting, when it is intended that a similar resolution will be proposed. The company proposes to call a general meeting on less than 21 clear days' notice only if 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.

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

Part 2

Explanatory notes of principal changes to the company's articles of association.

1 The Company's objects

The provisions regulating the operations of the company are currently set out in the company's memorandum and articles of association. The company's memorandum contains, amongst other things, the objects clause which sets out the scope of the activities the company is authorised to undertake. This is drafted to give a wide scope.

The Companies Act 2006 ("2006 Act") significantly reduces the constitutional significance of a company's memorandum. The 2006 Act provides that a memorandum will record only the names of subscribers and the number of shares each subscriber has agreed to take in the company. Under the 2006 Act, the objects clause and all other provisions which are contained in a company's memorandum, with effect from 1 October 2009, are deemed to be contained in the company's articles of association but the company can remove these provisions by special resolution.

Explanatory notes accompanying the notice of meeting

Furthermore, the 2006 Act states that, unless a company's articles provide otherwise, a company's objects are unrestricted. This abolishes the need for companies to have objects clauses. For this reason, the company is proposing to remove its objects clause together with all other provisions of its memorandum which, by virtue of the 2006 Act, are treated as forming part of the company's articles of association, as of 1 October 2009. As the effect of this resolution will be to remove the statement currently in the company's memorandum of association regarding limited liability, the New Articles also contain an express statement regarding the limited liability of shareholders.

2 Articles which duplicate statutory provisions

Provisions in the Current Articles which replicate provisions contained in the 2006 Act are in the main to be removed in the New Articles. This is in line with the approach advocated by the Government that statutory provisions should not be duplicated in a company's constitution.

3 Form of resolution

The Current Articles contain a provision that, where for any purpose an ordinary resolution is required, a special or extraordinary resolution is also effective and that, where an extraordinary resolution is required, a special resolution is also effective. This provision is being removed as the concept of extraordinary resolutions has not been retained in the 2006 Act. Further, the remainder of the provision is reflected in full in the 2006 Act.

The Current Articles enable members to act by written resolution. Under the 2006 Act, public companies can no longer pass written resolutions. These provisions have therefore been removed in the New Articles.

4 Fractions

The Current Articles contain a provision providing that, if a consolidation or subdivision of shares results in members being entitled to fractions of shares, the board can deal with such fractions as it thinks fit, including selling the fractions and distributing the proceeds in proportion amongst the members. For clarity, this provision has been amended in the New Articles to provide that, where any member's entitlement to a portion of the proceeds of sale of the fractions amounts to less than £3.00, the board can distribute that member's proceeds to charity.

5 Change of name

Under the Companies Act 1985, a company could only change its name by special resolution. Under the 2006 Act, a company is able to change its name by other means provided for by its articles. To take advantage of this provision, the New Articles enable the directors to pass a resolution to change the company's name.

6 Authorised share capital and unissued shares

The 2006 Act abolishes the requirement for a company to have an authorised share capital and the New Articles reflect this. Directors will still be limited as to the number of shares they can at any time allot because allotment authority continues to be required under the 2006 Act, save in respect of employee share schemes.

7 Redeemable shares

Under the Companies Act 1985, if a company wished to issue redeemable shares, it had to include in its articles the terms and manner of redemption. The 2006 Act enables directors to determine such matters instead, provided they are so authorised by the articles. The New Articles contain such an authorisation. The company has no plans to issue redeemable shares, but if it did so, the directors would need shareholders' authority to issue new shares in the usual way.

8 Authority to purchase own shares, consolidate and sub divide shares and reduce share capital

Under the Companies Act 1985, a company required specific enabling provisions in its articles to purchase its own shares, to consolidate or sub divide its shares and to reduce its share capital or other undistributable reserves as well as shareholder authority to undertake the relevant action. The Current Articles include these enabling provisions. Under the 2006 Act, a company only requires shareholder authority to do any of these things and it is no longer necessary for articles to contain enabling provisions. Accordingly the relevant enabling provisions have been removed in the New Articles.

9 Electronic conduct of meetings

Amendments made to the 2006 Act by the Shareholders' Rights Regulations specifically provide for the holding and conducting of electronic meetings. The Current Articles have been amended to reflect more closely the relevant provisions.

10 General

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

Directions to meeting

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

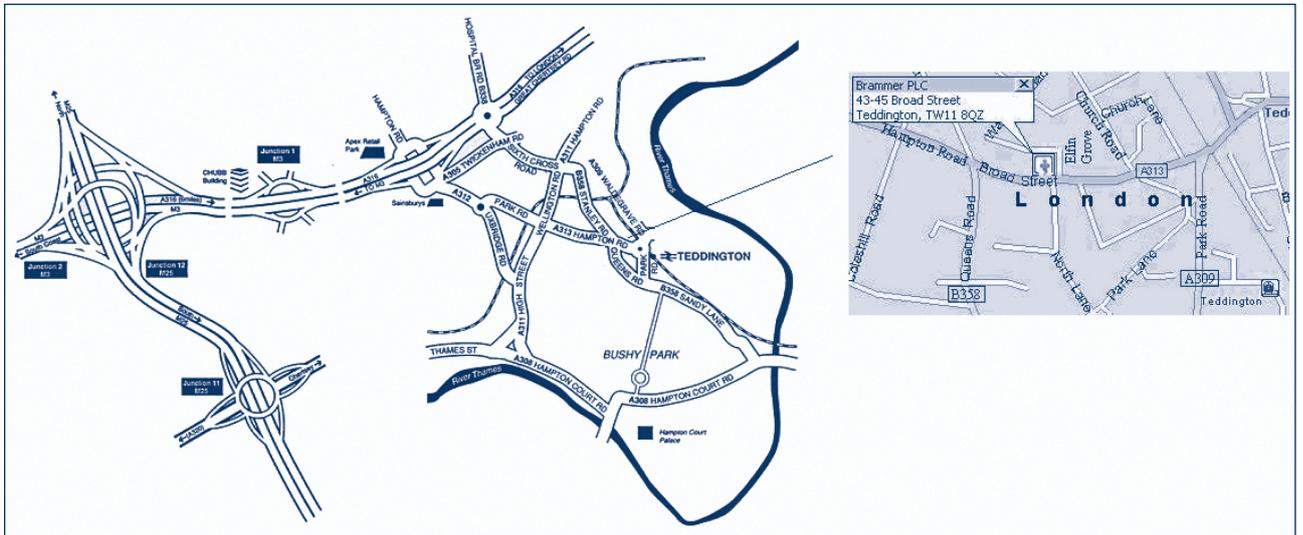
T +44 20 8614 1040
enquiries@brammer.biz
www.brammer.biz

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 Dunn¹ 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 18 May 2010 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

- 1 Members are entitled to appoint a proxy of their choice. 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.
- 2 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 the address shown overleaf 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.
- 3 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.
- 4 If the appointer is a corporation this form must be signed as a deed or appropriately signed by a duly authorised officer or attorney.
- 5 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.

- 6 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 before the time fixed for the holding of the meeting.
- 7 Any alteration in this proxy must be initialled.
- 8 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.
- 9 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 Ian Fraser | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5 To re-elect Paul Thwaite | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6 To appoint Charles Irving-Swift as a director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7 To re-appoint PricewaterhouseCoopers LLP as auditor to the company and to authorise the directors to fix their remuneration | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8 To authorise the directors to allot shares to specific limits | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9 To disapply statutory pre-emption rights | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 10 To authorise the company to purchase its own shares | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 11 To adopt new articles of association of the company | <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