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If you have sold or otherwise transferred all your Ordinary Shares please forward this document together with the accompanying Form of Proxy as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee. If you have sold or otherwise transferred only part of your holding of Ordinary Shares, you should retain this document.

ING Bank N.V., London Branch, which is regulated by the Dutch Central Bank and by the Financial Services Authority for the conduct of business in the UK, is acting exclusively for Panmure Gordon & Co. plc and for no one else in connection with the matters described herein and will not be responsible to anyone other than Panmure Gordon & Co. plc for providing the protections afforded to customers of ING Bank N.V., London Branch, or for advising any other person on the contents of this document or any matter referred to herein.

PricewaterhouseCoopers LLP, which is authorised and regulated in the United Kingdom by the Financial Services Authority, is acting exclusively for QInvest LLC and for no one else in connection with the matters described herein and will not be responsible to anyone other than QInvest LLC for providing the protections afforded to clients of PricewaterhouseCoopers LLP or for advising any other person on the contents of this document or any matter referred to herein.

Panmure Gordon & Co. plc

(Incorporated and registered in England with registered No. 02700769)

Notice of General Meeting

in respect of a

proposed placing of 67,514,813 new Ordinary Shares

at 34 pence per share

and approval of the Panel Waiver

Your attention is drawn to the letter from the Chairman of Panmure Gordon & Co. plc set out on pages 5 to 11 of this document which contains your Board's recommendation to vote in favour of the resolutions to be proposed at the General Meeting referred to below.

Notice of the General Meeting of the Company, to be held at the offices of Panmure Gordon & Co. plc at Moorgate Hall, 155 Moorgate, London EC2M 6XB at 2.00 p.m. on 18 June 2009, is set out at the end of this document. You will find attached a Form of Proxy for use at the General Meeting. To be valid, the Form of Proxy should be completed and returned to Computershare Investor Services PLC, PO Box 82, The Pavilions, Bridgwater Road, Bristol BS99 7NH, as soon as possible and in any event so as to be received no later than 2.00 p.m. on 16 June 2009.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

	<i>2009</i>
Publication of this document	2 June
Latest time and date for receipt of completed Forms of Proxy	2.00 p.m. on 16 June
General Meeting	2.00 p.m. on 18 June
Dealings in Placing Shares to commence on AIM	30 June*

* Subject to change depending upon the date of satisfaction of the regulatory conditions to the Subscription Agreement.

PLACING STATISTICS

Placing Price	34 pence
Number of Placing Shares to be issued	67,514,813
Gross proceeds of the Placing	£23.0 million
Net proceeds of the Placing (after costs and expenses)	£21.6 million
Existing Issued Share Capital	75,862,156
Enlarged Share Capital	143,376,969
Placing Shares as a percentage of the Enlarged Share Capital	47.1%
Concert Party holding as a percentage of the Enlarged Share Capital	48.6%

DEFINITIONS

The following definitions apply throughout this document, unless the context requires otherwise:

“2003 EBT”	the Panmure Gordon & Co. plc Employee Benefit Trust
“2005 EBT”	the Panmure Gordon & Co. plc No. 2 Employee Benefit Trust
“Act”	the Companies Act 1985 (as amended)
“Admission”	the admission of the Placing Shares to trading on AIM becoming effective in accordance with the AIM Rules
“AIM”	the AIM market of the London Stock Exchange
“AIM Rules”	the AIM Rules for Companies published by the London Stock Exchange
“Board” or “Directors”	the directors of the Company whose names are set out on page 5 of this document
“Company” or “Panmure Gordon”	Panmure Gordon & Co. plc, a company incorporated and registered in England and Wales with registered number 02700769
“Concert Party”	the concert party for the purposes of the Takeover Code, details of which are set out in paragraph 3 of Part II of this document
“CREST”	the relevant system (as defined in the Uncertificated Securities Regulations 2001) in respect of which Euroclear UK and Ireland Limited is the operator
“Enlarged Share Capital”	the 143,376,969 Ordinary Shares in issue immediately following Admission (assuming no exercise of any outstanding options over Ordinary Shares and excluding 3,470,531 Ordinary Shares held in treasury)
“Existing Issued Share Capital”	the 75,862,156 Ordinary Shares in issue on the date of this document (excluding 3,470,531 Ordinary Shares held in treasury)
“FINRA”	the Financial Industry Regulation Authority in the United States of America
“FSA”	the Financial Services Authority in the UK
“Form of Proxy”	the form of proxy accompanying this document for use in connection with the General Meeting
“FSMA”	the Financial Services and Markets Act 2000
“Fully Diluted Share Capital”	152,927,154 Ordinary Shares, being the 143,376,969 Ordinary Shares in issue immediately following Admission and the approximately 9,550,185 Ordinary Shares that would be issued pursuant to the exercise of all outstanding “in the money” options over Ordinary Shares (being any free share awards or options with an exercise price below the closing mid-market price of the Ordinary Shares on 1 June 2009, being the last business day preceding the date of this document) but excluding performance pool plan awards in respect of which the Company believes that the relevant conditions to such awards will not be met
“GCC”	the Gulf Co-operation Council (founded in 1981, to promote co-ordination and unity among member states and constituting the

	countries of Saudi Arabia, Bahrain, Kuwait, Qatar, Oman and the United Arab Emirates)
“General Meeting”	the general meeting of the Company convened for 2.00 p.m. on 18 June 2009, notice of which is set out at the end of this document
“Group”	the Company and its subsidiaries at the date of this document
“ING Corporate Finance”	the corporate finance division of ING Bank N.V., London Branch
“London Stock Exchange”	London Stock Exchange plc
“Optionholders”	the holders of options to subscribe for Ordinary Shares
“Ordinary Shares”	ordinary shares of 4p each in the capital of the Company
“Panel”	the Panel on Takeovers and Mergers
“Panel Waiver”	the waiver by the Panel of any obligation which would otherwise be imposed on the Concert Party or any member of the Concert Party, either collectively or individually, under Rule 9 of the Takeover Code as a result of the subscription by QInvest for the Placing Shares
“Placing”	the placing of the 67,514,813 Placing Shares to QInvest or its nominee(s) at the Placing Price
“Placing Price”	34 pence per Placing Share, or such higher price as QInvest and the Company may agree from time to time and notify by regulatory information service to Shareholders before the General Meeting
“Placing Shares”	the 67,514,813 new Ordinary Shares to be issued pursuant to the Placing
“Proposed Directors”	Shahzad Shahbaz, Rommie Bhutani, Asar Mashkooor and Nader Shenouda
“QInvest”	QInvest LLC, a company registered in the State of Qatar with Qatar Financial Centre registration number 00048 whose registered office is QIB Building, 1st Floor, Al Sadd Street, PO Box 26222, Doha, Qatar
“QInvest Responsible Persons”	each of the directors of QInvest (being Sheikh Jassim Bin Hamad Bin Jassim Bin Jabr Al Thani, Esam Yousif Janahi, Salah Mohammed Jaidah, Abdul Latif Al Meer, Hamad Al Shaya, Khalid Najibi, Salah Rahimi and Jean-Marc Riegel) and Shahzad Shahbaz
“Resolutions”	the resolutions set out in the notice of General Meeting which is at the end of this document and reference to a numbered Resolution shall be to the corresponding resolution as set out in that notice
“Shareholder(s)”	holder(s) of Ordinary Shares
“Subscription Agreement”	the conditional agreement entered into between the Company and QInvest dated 21 May 2009 (as may be amended from time to time by the Company and QInvest)
“Takeover Code”	the City Code on Takeovers and Mergers
“UK”	the United Kingdom of Great Britain and Northern Ireland

PART I

LETTER FROM THE CHAIRMAN

Panmure Gordon & Co. plc

(Incorporated and registered in England and Wales with registered No. 02700769)

Directors:

Anthony Lindsay Caplin, *Chairman*
Timothy James Thornton Linacre, *Chief Executive Officer*
David Lyon Liddell, *Chief Financial Officer*
John William Anthony Cann, *Non-executive Director*
Paul Arthur Gismondi, *Non-executive Director*
Simon John Newton Heale, *Non-executive Director*

Registered Office:

Moorgate Hall
155 Moorgate
London
EC2M 6XB

2 June 2009

To Shareholders and, for information only, to Optionholders

Dear Shareholder

Proposed Placing of 67,514,813 new Ordinary Shares and notice of General Meeting

1. Introduction

Your Board announced on 21 May 2009 that, following a process to solicit proposals for a subscription in Panmure Gordon, the Company has conditionally raised approximately £23.0 million before expenses (approximately £21.6 million net of expenses) through a placing of 67,514,813 new Ordinary Shares with QInvest at 34 pence per Ordinary Share. Your Board believes the Placing will significantly strengthen the Group's balance sheet (with pro forma regulatory capital as at 30 April 2009, including the net proceeds of the Placing, of over 3.5 times the regulator's required minimum) at a time of great opportunity for well capitalised stockbrokers. The relationship with QInvest will also give Panmure Gordon access to significant pools of capital in the Gulf region and, in the opinion of the Directors, give rise to other business opportunities.

The purpose of this document is to provide you with further information on the Placing and to convene the General Meeting to seek Shareholder approval for the Resolutions.

Trading conditions throughout 2008 were among the most difficult Panmure Gordon has ever experienced. The reduction in capital markets activity and volatility in equity prices inevitably impacted our financial performance in 2008. The Company has taken decisive action to reposition its business, cut costs and ensure it is well placed for similar market conditions in 2009.

While the start of 2009 has seen an improvement in performance, conditions remain difficult and there continues to be significant market uncertainty. Your Board believes, however, that there are a number of areas of opportunity to gain market share.

The Board believes that the Panmure Gordon name is well known for its integrity and excellence of client service. The Board is excited by the opportunity to work alongside QInvest in expanding Panmure Gordon's business offering to new product areas and geographies. In particular, we believe there is significant opportunity to leverage Panmure Gordon's brand and reputation to service institutional and corporate clients in the Gulf region.

2. Background to and reasons for the Placing

Stock markets during most of 2008 and early 2009 have been highly volatile with an underlying severe decline. This has resulted in investment banks and stockbrokers experiencing falling revenues caused by reduced institutional commission, as a result of both lower volumes and lower share prices, as well as a sharp reduction in investment banking revenues as a result of reduced mergers and acquisitions and equity capital markets activity. While Panmure Gordon has avoided any exposure to toxic debt and other similar instruments, the Company could not avoid the impact of these poor market conditions.

During the volatile markets, Panmure Gordon has been focussed on reducing costs while protecting the Company's balance sheet strength and has concentrated on reducing non-personnel costs (having sought to exit from and vacate office space as it became surplus to requirements). Cost reductions have unfortunately, however, also led to a significant number of redundancies. Furthermore, Panmure Gordon has also sought to de-risk its UK trading positions by reducing the size of its trading book. Whilst it was expensive to exit illiquid positions in the short run, the decline in markets has shown this was an appropriate decision.

We acquired ThinkEquity in April 2007, shortly before the economic downturn and the subsequent market turmoil became apparent. Up to the point of acquisition, ThinkEquity had been fast growing and, at the time of the acquisition, had recently become profitable. We saw the acquisition of ThinkEquity as a way of diversifying the Company's operations geographically by creating a transatlantic business. However, ThinkEquity's cost base and structure were inappropriate to cope with the very sharp decline in the markets. The business was also focussed on the initial public flotation of companies, a market which collapsed with the sudden sharp decline in equity markets. ThinkEquity has now been repositioned with far greater focus on mergers and acquisitions activity (where the business had a record year in 2008) and private placements. While we had to take dramatic action to reduce ThinkEquity's cost base, it is testament to the strength and focus of the new management team that this has been achieved.

All the cost reduction actions described above have impacted our balance sheet strength; whilst the revenue reductions caused by the falling markets were felt immediately, the cost reduction benefits take some time to take effect. We are aware that in difficult markets both corporate and institutional clients want to ensure that the broker and investment bank they deal with is financially robust. While we believe that our financial strength is satisfactory, with a significant buffer over our regulatory capital requirement, we understand that clients would prefer further comfort regarding our balance sheet strength combined with the excellent client service that we continue to provide.

As such, we began discussions with potential investors during the early part of 2009 which led to the announcement on 15 April 2009 of a conditional placing with BlueGem Water Holding B.V. ("BlueGem"). Subsequent to this we received further indicative proposals, certain of which we considered had sufficient merit to adjourn to 3 June 2009 the general meeting called to approve the BlueGem placing that had been scheduled for 8 May 2009. The Company and its independent advisers then ran a formal process to solicit and rigorously review proposals from interested parties. After careful consideration of all proposals received, and having taken into account the views of major shareholders, we announced a conditional placing with QInvest on 21 May 2009. Having reached an agreement with QInvest and having adjourned to 3 June 2009 the general meeting called to approve the BlueGem placing, the BlueGem placing will not now proceed and on 3 June 2009 the Chairman of the Board intends to propose that such meeting be adjourned indefinitely.

QInvest recognises that Panmure Gordon has established a reputation for excellence during its 130-year history as a corporate and institutional stockbroker and investment bank. We have a long-established and well-respected position in the London market and, through ThinkEquity, a potentially valuable position in North America. Like all of its competitors, Panmure Gordon's operating performance and share price has suffered from falling equity markets and therefore lower commissions and fees since the summer of 2007 and particularly since mid-September 2008. QInvest therefore welcomes the opportunity of becoming a supportive shareholder of Panmure Gordon, providing capital that the Board believes will enable the Group to take advantage of opportunities arising from current market conditions and to expand into new geographies. QInvest will work constructively with the Board in executing their plans for the profitable future development of the business.

3. About QInvest

QInvest was established in Doha in April 2007 as a Qatar Financial Centre-regulated investment bank. It has authorised capital of US\$1 billion (paid-up capital of US\$500 million) and a strong shareholder base comprising well-connected institutional and ultra high net worth private investors in the GCC, Qatar Islamic Bank and Gulf Finance House. Further details on QInvest and its principal shareholders can be found in paragraph 2 of Part II of this document.

The vision of the directors of QInvest is to build a world-class investment banking firm under Sharia'a principles. Previous notable investments by QInvest include: acting as lead investor and arranger on the £115 million investment in January 2008 in London's Shard of Glass, the commercial, retail and residential development which will become the tallest tower in Europe; acting as lead arranger and co-investor on the July 2008 investment in Suez Environnement, the France-based and World's second largest player in water and waste treatment; and investing alongside Qatar Islamic Bank in September 2007 in Al Esraa, a French real estate portfolio consisting of nine properties covering approximately 250,000 square metres of office and light industrial space.

4. Effect on the Company of the Placing

The Placing will significantly strengthen the Company's balance sheet. On a pro-forma basis, taking the qualifying regulatory assets of the Group as at 30 April 2009 (approximately £23.9 million) and adjusting for the net proceeds of the Placing, the Group will have qualifying regulatory assets of over £45 million, representing significantly enhanced regulatory capital headroom. In the opinion of the Directors this will place the Group in a strong position to withstand any further market turbulence and provide the Group with further strength to execute transactions on behalf of clients and also to be a counter-party of choice to institutional investors.

On completion of the Placing, Shahzad Shahbaz, Rommie Bhutani, Asar Mashkoor and Nader Shenouda will join the Board as non-executive Directors.

5. The Board

As at the date of this document the Board comprises the Directors as set out on page 5 above. Following Admission, the board of the Company will also include:

Shahzad Shahbaz, age 49, Non-executive Director

Shahzad is a UK national with close to 30 years banking experience, including 13 years in London with Bank of America, at first heading up the emerging markets business, and then as head of the regional investment banking platform for Europe, the Middle East and Africa. Shahzad spent two years as Chief Executive Officer of Emirates NBD investment bank, successfully setting up and building a regional investment banking, asset management and private equity business with approximately 100 employees. Shahzad holds a BA in Economics from Oberlin College, Ohio USA.

Rommie Bhutani, age 40, Non-executive Director

Rommie has more than 18 years of hedge fund, investment banking and finance experience. Prior to joining QInvest, Rommie co-founded and served as Chief Investment Officer of the Brevan Howard India Special Opportunities Fund. Rommie previously founded and served as Co-Head and Managing Director of the leveraged finance and sponsor coverage businesses at Bank of America for Europe, the Middle East and Africa, and served on various committees including the EMEA Global Markets Management Committee. Rommie holds an MBA from the Schulich School of Business at York University in Canada and qualified as a Chartered Accountant with the Canadian Institute of Chartered Accountants.

Asar Mashkoor, age 36, Non-executive Director

Asar is the Head of Financing & Advisory at QInvset. He has 16 years of investment banking and finance experience, including 7 years at Merrill Lynch in London. Asar joined QInvest from Emirates NBD investment bank where he was Co-Head of Capital Markets, Structured Finance and Advisory. He is a

qualified chartered accountant (ICAEW) and holds an Honours degree in Information Systems Engineering from Imperial College (University of London).

Nader Shenouda, age 43, Non-executive Director

Nader is the Head of Placement & Distribution at QInvest. He has 18 years of client relationship management experience in the MENA region, joining QInvest from Coutts & Co in the UK, where as Executive Vice President based in London he led the Middle East Wealth Management team. Prior to joining Coutts, Nader was a Financial Consultant with Merrill Lynch International based in London where he focused on ultra high net worth families, family offices and institutional clients in the Middle East. He holds a BSc in Mechanical Engineering from the American University in Cairo and studied Investment Management at London Business School.

6. Dispensation from Rule 9 of the Takeover Code

Shareholders should be aware that, if approved at the General Meeting, the issue of the Placing Shares to QInvest would result in the Concert Party holding 48.6 per cent. of the Enlarged Share Capital (being 45.5 per cent. of the Fully Diluted Share Capital).⁽¹⁾

Under Rule 9 of the Takeover Code, any person, or group of persons acting in concert, which acquires an interest in shares which, when taken together with an interest in shares already held by him or an interest in shares held or acquired by persons acting in concert with him, carry 30 per cent. or more of the voting rights of a company which is subject to the Takeover Code, that person is normally obliged to make a general offer in cash to all shareholders.

In addition, Rule 9 provides that where any person, together with persons acting in concert with him, is interested in shares which in aggregate carry not less than 30 per cent. of the voting rights of a company, but does not hold shares carrying more than 50 per cent. of such voting rights, and such person, or any person acting in concert with him, acquires an interest in any other shares which increases the percentage of shares carrying voting rights in which he is interested, such person is normally required to make a general offer to shareholders.

An offer under Rule 9 must be made in cash and at the highest price paid within the preceding 12 months for any shares in the company by the person required to make the offer or any person acting in concert with him.

The Panel will normally waive the requirement for a general offer to be made in accordance with Rule 9 if the shareholders of the company who are independent of the acquirer and its concert party pass an ordinary resolution on a poll approving such a waiver.

For the purposes of the Takeover Code, a concert party arises where persons acting in concert pursuant to an agreement or understanding (whether formal or informal) co-operate to obtain or consolidate control of a company or to frustrate the successful outcome of an offer for a company. Control means an interest, or interests, in shares carrying in aggregate 30 per cent. or more of the voting rights of the company, irrespective of whether such interest or interests give *de facto* control.

The Panel has agreed to waive the obligation to make a general offer that would otherwise arise on members of the Concert Party as a result of the Placing, subject to the approval of Shareholders who are independent of the Concert Party. Accordingly, Resolution 3 is being proposed at the General Meeting and will be taken on a poll, and Shareholders deemed to be acting in concert with QInvest (as described in paragraph 3(e) of Part II of this document) will not be eligible to vote on Resolution 3.

The Company and QInvest have entered into a relationship agreement under which, *inter alia*, the Company has agreed that it will not undertake any activity or propose any resolution which would lead to a requirement for QInvest and/or any member or members of the Concert Party to make a general offer under Rule 9 of the Takeover Code without the consent of each of the Appointed Directors. In this paragraph 6, "Appointed

(1) Concert Party holding comprises the Placing Shares issued to QInvest (representing 47.1 per cent. of the Enlarged Share Capital) and a 2.8 per cent. holding in the Existing Issued Share Capital held by a member of the Concert Party (representing 1.5 per cent. of the Enlarged Share Capital). See paragraph 3 of Part II of this document for more information on the Concert Party.

Directors” has the meaning given to that term in paragraph 12.1(a) of Part II of this document. Further information on the relationship agreement referred to in this paragraph is contained in paragraph 12.1(b) of Part II of this document.

7. Potential Disposals of Ordinary Shares by QInvest and changes of ownership of QInvest

There are no agreements, arrangements or understandings currently in place pursuant to which QInvest will transfer any Ordinary Shares. Furthermore, there are no formal arrangements currently in place for the transfer of any securities of QInvest. However, subject to the terms of the lock in agreement which are set out in paragraph 12.1(c) of Part II of this document, QInvest may dispose of Ordinary Shares and the shareholders of QInvest may in the future seek to dispose of shares held by them in QInvest and QInvest may issue additional securities to its existing shareholders or other persons.

8. Employee Incentive Schemes

The Board and QInvest believe that a key element of the Company’s retention and reward strategy for employees will be to align their interests with those of all Shareholders, as well as to encourage employee share ownership and to facilitate the retention of key staff through the operation of employee incentive schemes. It is the Company’s intention to review and revise existing arrangements to ensure they provide positive incentivisation for employees.

9. Details of the Placing

Subject to the passing of the Resolutions at the General Meeting, the Company is proposing to raise approximately £23.0 million before expenses (approximately £21.6 million net of expenses) by the issue of the Placing Shares pursuant to the Placing. The Placing Shares will represent 44.1 per cent. of the Fully Diluted Share Capital and 47.1 per cent. of the Enlarged Share Capital. Pursuant to the terms of the Subscription Agreement, QInvest has agreed, subject to the satisfaction of the conditions set out therein, to subscribe for the Placing Shares at the Placing Price.

The Placing Shares will, when allotted and fully paid, rank *pari passu* in all respects with the existing Ordinary Shares.

Admission is expected to take place and dealings in the Placing Shares to commence on AIM on 30 June 2009, subject to the satisfaction of the regulatory conditions to the Subscription Agreement.

10. Terms and Conditions of the Placing

The Company and QInvest entered into the Subscription Agreement under which QInvest has agreed to subscribe for the Placing Shares at the Placing Price subject to the satisfaction of the following conditions:

- (i) the receipt by QInvest of a change of controller approval from the FSA in respect of the Placing and the passage of 30 calendar days after the filing of a substantially completed continuing membership application submitted by ThinkEquity LLC to FINRA with regard to the change in ownership arising as a result of the Placing;
- (ii) the passing of the Resolutions (without material amendments) at the General Meeting or any adjournment thereof; and
- (iii) Admission,

occurring in each case on or before the later of (a) 1 September 2009 and (b) such later date as the parties may agree.

QInvest does not have the right to terminate the Subscription Agreement, however the Placing will not be completed if any of the conditions are not satisfied or (where capable of waiver) waived within the required period.

Further information on the Subscription Agreement is contained in paragraph 12.1(a) of Part II of this document.

11. Disapplication of pre-emption rights

As explained above, the Board believes that a stronger balance sheet will place the Group on a sound financial footing to weather the continued economic turmoil.

Due to the strategic nature of QInvest's investment, as well as the increased cost and time required in order to offer the opportunity to subscribe for new Ordinary Shares to all Shareholders, the Board believes that it is in the best interests of the Company and of the Shareholders as a whole to approve the disapplication of pre-emption rights in connection with the Placing pursuant to Resolution 4.

12. Current trading and prospects

Trading conditions in the first quarter remained difficult, though April and May have shown a marked improvement. Equity markets have rallied strongly since their lows in March; the economic outlook, however, is still very uncertain.

In the UK, we have executed a number of significant corporate finance deals. Our UK investment banking transaction revenue has already in the year to date exceeded the total billed for all of 2008. Commission income is in line with that achieved last year, which represents a significant growth in market share given weak markets. Our trading book is positive and has benefited from the reduction in size carried out at the end of last year.

In the US, commission and trading income to the end of April is slightly below that achieved in the first four months of 2008 (although this is in the context of reduced headcount). However, May looks likely to be a stronger month. Wealth advisory income and investment banking revenue are weaker than last year due to market conditions, but we expect to complete two significant investment banking transactions before the end of June. The pipeline of potential investment banking transactions for the second half of the year is encouraging. As a consequence of the significant cost reduction exercise carried out in the US, the operational performance of the business is much improved and this cost reduction exercise has continued into 2009.

Looking to the future, ThinkEquity has successfully repositioned itself as a leading boutique advisory investment bank. The Directors believe its clear focus on some of the most exciting sectors, such as greentech, stands it in good stead to flourish over the coming years. The Group has also positioned itself to be a beneficiary of market changes with a continued focus on clients, and the business has been successful in both executing high quality transactions and winning new business. Both parts of the firm do, however, have to contend with markets which, while they have rallied, are likely to remain challenging for at least the next few months.

As described in paragraph 4 above, the net proceeds of the Placing will further strengthen the Company's ability to weather market turmoil and will assist it to take advantage of growth opportunities. The Board believes that the appropriate action has been taken to position the business for a successful 2009 and beyond and views the future with confidence.

13. General Meeting

A notice convening the General Meeting to be held on 18 June 2009 at 2.00 p.m. at the offices of Panmure Gordon & Co. plc at Moorgate Hall, 155 Moorgate, London EC2M 6XB is set out at the end of this document. At this meeting ordinary resolutions will be proposed to:

1. increase the authorised share capital of the Company from £4,020,284.68 to £8,800,000 by the creation of an additional 119,492,883 Ordinary Shares (being an increase of approximately 118 per cent. of the existing authorised share capital);

2. authorise the directors of the Company, pursuant to Section 80 of the Act, to allot the Placing Shares (at 34 pence per share or such higher price as may be agreed between the Company and QInvest and notified by regulatory information service to Shareholders before the General Meeting) and other relevant securities having an aggregate nominal amount of £1,911,693; and

3. approve the Panel Waiver; and

a special resolution will be proposed to:

4. disapply statutory pre-emption rights in relation to:

- (i) the Placing (whether at 34 pence per share or such higher price as may be agreed between the Company and QInvest and notified by regulatory information service to Shareholders before the General Meeting);
- (ii) any offer by way of rights to holders of Ordinary Shares; and
- (iii) otherwise than pursuant to the disapplications referred to in sub-paragraphs (i) and (ii) above, the allotment of equity securities for cash up to an aggregate nominal amount of £573,508 (representing approximately 10 per cent. of the Enlarged Share Capital).

14. Action to be taken

A Form of Proxy for use by Shareholders at the General Meeting is enclosed. Whether or not you intend to be present at the meeting, you are requested to complete, sign and return the Form of Proxy as soon as possible in accordance with the instructions printed thereon to the Company's registrar, Computershare Investor Services PLC, PO Box 82, The Pavilions, Bridgwater Road, Bristol BS99 7NH so as to arrive no later than 2.00 p.m. on 16 June 2009. The completion and return of a Form of Proxy will not affect your right to attend and vote at the General Meeting if you wish.

If you have any questions relating to this document or the Form of Proxy, please call Computershare Investor Services PLC on 0870 707 1236 or, if calling from outside the United Kingdom or the Channel Islands, +44 870 707 1236. Computershare Investor Services PLC will not be able to provide advice on the merits of the Resolutions or give financial advice.

15. Additional information

Your attention is drawn to the additional information about the Company and the Concert Party set out in Part II of this document and to the financial information referred to in Part III of this document.

16. Recommendation

The Board, who have been so advised by ING Corporate Finance, believes that the Placing and Panel Waiver are fair and reasonable and are in the best interests of the Shareholders and the Company as a whole. Therefore, the Directors recommend that you vote in favour of the Resolutions to be proposed at the General Meeting as they intend to do in respect of their own beneficial holdings, which amount in aggregate to 3,474,205 Ordinary Shares (representing approximately 4.6 per cent. of the Existing Issued Share Capital).

In providing advice to the Board, ING Corporate Finance has taken into account the Board's commercial assessments.

I very much look forward to working alongside Shahzad Shahbaz, Rommie Bhutani, Asar Mashkooor and Nader Shenouda in my role as Chairman going forward. I am excited by this important step for Panmure Gordon and the opportunities the Placing will bring.

Yours faithfully

Tony Caplin
Chairman

PART II

ADDITIONAL INFORMATION

1. Principal Activities of the Company

- 1.1 The Company was incorporated in England on 26 March 1992 with registered number 02700769. Its registered office is at Moorgate Hall, 155 Moorgate, London EC2M 6XB.
- 1.2 The principal activities of the Company are to carry on the business of an investment bank and institutional stockbroking firm. The Company's shares are traded on AIM. The Company's nominated adviser is Grant Thornton UK LLP.

2 Background to QInvest, its shareholders and its board

- 2.1 QInvest was established in Doha in April 2007 as a Qatar Financial Centre-regulated investment bank. It has authorised capital of US\$1 billion (paid-up capital of US\$500 million) and a strong shareholder base comprising well-connected institutional and ultra high net worth private investors in the GCC (60 per cent.), Qatar Islamic Bank ("QIB") (25 per cent.) and Gulf Finance House ("GFH") (15 per cent.).

Led by Chairman H.E. Sheikh Jassim Bin Hamad Bin Jassim Bin Jabr Al Thani and Chief Executive Officer Shahzad Shahbaz, the vision of the directors of QInvest is to build a world-class investment banking firm under Sharia'a principles, with the highest standards of governance and transparency. The platform offers a broad range of expertise that enables QInvest to deliver high value services to clients, covering investment, financing and advisory products.

- 2.2 QIB was founded in July 1982 in Doha and is listed on the Doha Securities Market. QIB provides Sharia'a-compliant personal and corporate banking products. It has no major shareholders owning 20% or more of its share capital. QIB owns 66% of its UK subsidiary, European Finance House, which is registered and regulated by the FSA.

QIB is a company registered with the Qatari Ministry of Business and Trade with registration number 8338, whose registered office is at 559 Grand Hamad Street, Doha, Qatar. QIB has a 25 per cent. holding in QInvest.

- 2.3 GFH was founded in the Kingdom of Bahrain in 1999 as an Islamic investment bank and is listed on the Bahrain, Kuwait, Dubai and London stock exchanges. GFH specialises in infrastructure and real estate development projects; venture capital and private equity across a range of industries; investment banking, focused on debt capital markets, equity capital markets and investment advisory services; and asset management, offering Islamic asset management services for GCC equities, international equities, property and alternative investments.

GFH is a company incorporated in the Kingdom of Bahrain under Commercial Registration Number 44136 and is licensed and regulated as an Islamic wholesale investment bank by the Central Bank of Bahrain. Its registered office is at Bahrain Financial Harbour, P.O. Box 10006, Manama, Kingdom of Bahrain. GFH has a 15 per cent. holding in QInvest.

- 2.4 Certain high net worth private investors have shareholdings in QInvest through QInvest Investment Company ("QIC"), which was set up in 2006 in the Cayman Islands as a special purpose vehicle. QIC holds for the benefit of several hundred GCC private investors a combined 21.7 per cent. of QInvest shares. It has no single shareholder owning 20% or more of its share capital. QIC has no purpose other than to serve as a conduit for these private investors.

QIC is an exempted company limited by shares incorporated in the Cayman Islands with registered number WK-165046, whose registered office is at the offices of Walkers SPV Limited, Walker House, 87 Mary Street, George Town, Grand Cayman KY1-9002, Cayman Islands.

2.5 QInvest has eight directors on its board, as follows:

Sheikh Jassim Bin Hamad Bin Jassim Bin Jabr Al Thani, Chairman

Sheikh Jassim has been Chairman of QInvest since April 2007. He is also Chairman of QIB, European Finance House and Al Zaman Islamic Insurance Co. and a board member of several other companies specialised in investment and real estate activities, including ARCAPITA Bank, Qatar Insurance Company and Al Jazeera Islamic Co.

Esam Yousif Janahi, Vice Chairman

In addition to his position at QInvest, Mr. Janahi is Chairman of numerous companies, including GFH (of which he was a co-founder), Bahrain Financial Harbour and First Energy Bank. Mr. Janahi is a regular speaker at global and regional economic forums and was named the 'Islamic Banker of the Year' in 2003 at the World Islamic Banking Conference in Bahrain. Mr. Janahi has also been awarded the 'Young CEO of the Year' for 2005 and has also recently been elected a member of the parliament of the Shuraa Council of the Kingdom of Bahrain for the second term in a row.

Salah Mohammed Jaidah, board member

Mr. Jaidah became CEO of QIB in June 2005 and also holds leading positions on the board of several other QIB affiliates. Prior to taking up his position at QIB, Mr. Jaidah spent four years as the General Manager for Doha Bank, the third largest commercial bank in Qatar. He was also formerly a member of both the Qatar Chamber of Commerce & Industry and the Qatari Committee in the IMF (International Monetary Fund).

Professor Abdul Latif Al Meer, Managing Director

Professor Al Meer has extensive experience in Islamic as well as investment banking and is an active member of a number of financial institutions, including QIB, GFH, Khaleeji Commercial Bank and European Finance House. He has considerable transactional experience and holds a Doctorate in International Business Administration from Nova University Florida (USA), an MBA in Marketing & Business Administration and a BSc in Business Administration, both from Cornell University, USA.

Hamad Al Shaya, board member

Mr. Al Shaya is Deputy Chairman and Managing Director of M.H. Alshaya Co., W.L.L. (Kuwait), Vice Chairman of GFH and is a board member of various companies including Bahrain Financial Harbour Holding Company BSC and Kuwait Automotive Imports Co., W.L.L. He holds a BSc in Business Administration from San Francisco State University, USA.

Khalid Najibi, board member

Mr. Najibi is Vice Chairman and Managing Director of Capital Management House and the founder and executive director of Bahrain-based Najibi Investment Company. He is also a board member for numerous companies including Bahrain Islamic Bank and Arbah Capital (Saudi Arabia). Mr. Najibi holds a B.A. in Business Administration with a major in Finance from Schiller International, UK.

Salah Rahimi, board member

Mr. Rahimi is Deputy CEO and CFO of GFH, responsible for the organisation, restructuring and streamlining of the bank's operations, and Deputy Chairman of Al Khaleej Fund and Investment Company BSC. He is also a board member for Royal Resorts Malabata, Al Khamsa and First Energy Bank BSC, among others. Mr. Rahimi is a Certified Public Accountant (CPA) with a Bachelor's Degree in Business Administration from University of Southern California.

Jean-Marc Riegel, board member

Mr. Riegel is the General Manager of the Investment Banking & Development Group at QIB. Prior to joining QIB, he was the Head of the Islamic banking unit of BNP Paribas in Bahrain. He is a board member of European Finance House and Asian Finance Bank (Malaysia). Mr. Riegel holds a Masters

Degree in Business Administration (MBA) from HEC-Montreal in Canada and is an associate Professor at both ESA, Beirut, developing and teaching the Islamic Finance Master course since 2005 and at Université Robert Schuman in Strasbourg, France since 2009.

3. The Concert Party

The Concert Party comprises:

- (a) QInvest and its board of directors;
- (b) Qatar Islamic Bank and its board of directors;
- (c) QIC (as defined above in paragraph 2 of Part II of this document) and its board of directors;
- (d) subsidiaries and associates of QInvest, QIC and Qatar Islamic Bank; and
- (e) close relatives and related trusts of directors of QInvest (N.B. a close relative of a director of QInvest has an indirect interest through Lynchwood Nominees Limited in 2.8 per cent. of the Existing Issued Share Capital).

4. Responsibility Statements

- 4.1 The Directors accept responsibility for the information contained in this document other than information for which responsibility is taken by others pursuant to paragraphs 4.2 and 4.3 below. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.
- 4.2 The QInvest Responsible Persons accept responsibility for the information contained in this document which relates to the Concert Party. To the best of the knowledge and belief of the QInvest Responsible Persons (who have taken all reasonable care to ensure that such is the case) the information contained in this document which relates to the Concert Party is in accordance with the facts and does not omit anything likely to affect the import of such information.
- 4.3 Each of the QInvest Responsible Persons accept responsibility for the information contained in this document which relates to themselves and to members of their immediate families, related trusts and persons connected with them (within the meaning of section 96B of FSMA). To the best of the knowledge and belief of the QInvest Responsible Persons (who have taken all reasonable care to ensure that such is the case) the information contained in this document which relates to themselves and to members of their immediate families, related trusts and persons connected with them, is in accordance with the facts and does not omit anything likely to affect the import of such information.

5. Share capital

- 5.1 The authorised and issued share capital of the Company as at the date of this document is as follows:

<i>Authorised</i>		<i>Issued</i>	
<i>Number</i>	<i>Amount</i>	<i>Number</i>	<i>Amount</i>
100,507,117	£4,020,284.68	79,332,687*	£3,173,307.48

*Including 3,470,531 Ordinary Shares held in treasury

- 5.2 The authorised and issued share capital of the Company immediately following Admission will be:

<i>Authorised</i>		<i>Issued</i>	
<i>Number</i>	<i>Amount</i>	<i>Number</i>	<i>Amount</i>
220,000,000	£8,800,000	146,847,500*	£5,873,900.00

*Including 3,470,531 Ordinary Shares held in treasury

6. Interests and Dealings

- 6.1 At the close of business on 1 June 2009 (being the latest practicable date prior to the publication of this document) and immediately following Admission, the interests of the Directors in the issued share capital of the Company were (and will be following Admission) as follows:

<i>Name</i>	<i>Number of Ordinary Shares*</i>	<i>Percentage of the Existing Issued Share Capital</i>	<i>Percentage of the Enlarged Share Capital</i>
Tony Caplin	324,104	0.43	0.23
Tim Linacre	2,559,478	3.37	1.79
David Liddell	329,421	0.43	0.23
Anthony Cann	196,962	0.26	0.14
Simon Heale	64,240	0.08	0.04
Paul Gismondi	–	–	–
	<u>3,474,205</u>	<u>4.58</u>	<u>2.42</u>

*Including options over existing Ordinary Shares held by an Employee Benefit Trust where the director has voting rights

- 6.2 On 12 November 2008, the following persons, who were each at the relevant time directors of the Company, purchased a total of 640,125 Ordinary Shares as follows:

<i>Name</i>	<i>Ordinary Shares purchased</i>	<i>Price per Ordinary Share (p)</i>
Tony Caplin	196,962	20.2344
Tim Linacre	49,240	20.2344
David Liddell	98,481	20.2344
Simon Bax	49,240	20.2344
Anthony Cann	196,962	20.2344
Simon Heale	49,240	20.2344
	<u>640,125</u>	

- 6.3 A close relative of a director of QInvest has an indirect interest through Lynchwood Nominees Limited in 2.8 per cent. of the Existing Issued Share Capital.
- 6.4 Save as disclosed in paragraph 6.3 no member of the Concert Party has any interest in, rights to subscribe for, or short positions in, the relevant securities of the Company, nor has any such person dealt in any relevant securities in the period of 12 months preceding the date of this document.
- 6.5 Save as disclosed in paragraphs 6.1, 6.2 and 6.3 above and 9 below of this Part II, neither:
- any associate of the Company; nor
 - any connected adviser of the Company, of any person acting in concert with the Company or of a company falling within paragraph 6.5(a) above; nor
 - any person controlling, controlled by or under the same control as any connected adviser referred to in paragraph 6.5(b) above (other than an exempt principal trader or an exempt fund manager); nor
 - the Directors (together with their close relatives and related trusts); nor
 - any employee benefit trust of the Company or of a company falling within paragraph 6.5(a) above; nor
 - any pension fund of the Company or pension fund of a company falling within paragraph 6.5(a) above,

has any interest in, right to subscribe for or holds a short position in relation to, relevant securities.

6.6 No member of the Concert Party (nor the Company nor any of the Directors) has borrowed or lent any relevant securities.

6.7 No agreement, arrangement or understanding exists between the Concert Party and any other person to transfer any relevant securities.

6.8 Neither the Company nor any of the Company's directors have any interest in or right to subscribe for or hold a short position in relation to any securities of QInvest, nor has any such person dealt in any such securities in the period of 12 months preceding the date of this document.

6.9 In this paragraph 6:

“arrangement” includes indemnity or option arrangements, or any agreement or understanding, formal or informal, of whatever nature, relating to relevant securities which may be an inducement to deal or refrain from dealing;

“associate” has the meaning given to it in the Takeover Code and includes (without limitation) in relation to a company:

- (i) its parent, subsidiaries and fellow subsidiaries, its associated companies and companies of which any such companies are associated companies;
- (ii) connected advisers (as defined in the Takeover Code) to it or a company covered in (i) above, including persons (other than exempt principal traders or exempt fund managers) controlling, controlled by or under the same control as such connected advisers;
- (iii) its directors and the directors of any company in (i) above (together in each case with their close relatives and related trusts);
- (iv) its pension funds or the pension funds of a company falling within (i) above;
- (v) its employee benefit trusts or those of a company falling within (i) above;
- (vi) an investment company, unit trust or other person whose investments an associate (as otherwise defined in this paragraph) manages on a discretionary basis, in respect of the relevant investment accounts; and
- (vii) a company having a material trading arrangement with the company in question;

“associated company” ownership or control of 20 per cent. or more of the equity share capital of a company is regarded as the test of associated company status;

“connected adviser” has the meaning given to it by the Takeover Code;

“control” has the meaning given to it by the Takeover Code;

“derivative” includes any financial product whose value, in whole or part, is determined directly or indirectly by references to the price of any underlying security;

“interest” means “interests in securities” as defined in the Takeover Code;

“relevant securities”	means shares or any other securities in the capital of the Company and securities convertible into, rights to subscribe for, shares or options (including traded options) in respect of, and derivatives referenced to, such securities, including any short positions; and
“short position”	means a short position whether conditional or absolute and whether in the money or otherwise including any short position under a derivative, any agreement to sell or any delivery obligations or right to require another person to take delivery.

7. Share Option Plans

7.1 The Company has a number of share option plans. A summary of the options outstanding pursuant to these plans is set out in the table below:

<i>Name of Plan</i>	<i>Date of grant of options</i>	<i>Exercise price</i>	<i>Options outstanding</i>	<i>Exercise period</i>
2005 Performance Share Option Plan	26 April 2005	£0.04	872,731	Currently exercisable.
	26 April 2005	£0.04	872,731	There is no expiry date. Currently exercisable. Expire on 22 November 2009
			1,745,462	
Matching Share Plan	31 March 2007	Nil	950,552	Vest 31 March 2010
	26 April 2007	Nil	200,000	Vest 26 April 2010
	11 July 2007	Nil	264,000	Vest 11 July 2010
	19 October 2007	Nil	136,460	Vest 19 October 2010
	30 October 2007	Nil	31,811	Vest 30 October 2010
	20 November 2007	Nil	50,000	Vest 20 November 2010
			1,632,823	
Performance Share Plan	22 July 2008	Nil	5,922,400	Vest 22 July 2011 or 22 July 2012 ⁽¹⁾
	6 October 2008	Nil	120,000	Vest 6 October 2011 or 6 October 2012 ⁽²⁾
			6,042,400	

(1) These shares will vest on the first vesting date if the relevant performance condition is satisfied. If such performance condition is not satisfied, the shares will vest on the second vesting date if a further revised performance condition is satisfied.

(2) These shares will vest on the first vesting date if the relevant performance condition is satisfied. If such performance condition is not satisfied, the shares will vest on the second vesting date if a further revised performance condition is satisfied.

<i>Name of Plan</i>	<i>Date of grant of options</i>	<i>Exercise price</i>	<i>Options outstanding</i>	<i>Exercise period</i>
ThinkEquity Accrued Bonus Plan	30 March 2007	N/A	183,807	Vest 30 March 2010 ⁽³⁾
2002 Approved Share Option Plan	6 June 2003	£1.20	33,036	Exercisable between 6 June 2006 and 6 June 2013
	11 August 2003	£1.74	3,964	Exercisable between 11 August 2006 and 11 August 2013
	12 May 2004	£1.25	51,943	Exercisable between 12 May 2007 and 12 May 2014
	23 April 2007	£1.60	18,750	Exercisable between 23 April 2010 and 23 April 2017
	23 April 2007	£1.67	17,964	Exercisable between 23 April 2010 and 23 April 2017
	20 June 2007	£1.76	47,045	Exercisable between 20 June 2010 and 20 June 2017
	19 September 2007	£1.25	1,064,000	Exercisable between 19 September 2010 and 19 September 2017
			1,236,702	
2002 Unapproved Share Option Plan	6 June 2003	£1.03	186,642	Exercisable between 6 June 2005 and 6 June 2013
	11 August 2003	£1.71	192,884	Exercisable between 11 August 2005 and 11 August 2013
	12 May 2004	£1.25	387,532	Exercisable between 12 May 2006 and 11 May 2014
	7 December 2004	£0.64	208,000	Exercisable between 7 December 2006 and 7 December 2014
	26 April 2005	£1.20	500,000	Exercisable between 26 April 2007 and 26 April 2015
	23 April 2007	£1.60	156,250	Exercisable between 23 April 2011 and 23 April 2017
	23 April 2007	£1.67	7,036	Exercisable between 23 April 2011 and 23 April 2017
	20 June 2007	£1.60	157,955	Exercisable between 20 June 2011 and 20 June 2017
			1,796,299	

(3) These shares will vest automatically on the vesting date at no cost to the recipients of the shares. The actual number of shares issued to a participant on vesting is net of taxation and so will be approximately 129,500 shares in aggregate. The exact number to be issued is not known until vesting, as taxation rates vary.

<i>Name of Plan</i>	<i>Date of grant of options</i>	<i>Exercise price</i>	<i>Options outstanding</i>	<i>Exercise period</i>
Overseas Share Plan	30 March 2007	£1.815	233,072	Exercisable between 30 March 2010 and 30 March 2017
	16 May 2007	£1.815	56,000	Exercisable between 16 May 2010 and 16 May 2017
			289,072	
2005 Employee Share Option Plan	Various	£0.04	11,921,754	Various exercise periods. No expiry date.
TOTAL			24,848,319⁽⁴⁾	

(4) In addition to the outstanding options listed above, a Performance Pool Plan was established at the time of the acquisition of ThinkEquity. The maximum number of Ordinary Shares that may potentially be issued under this plan is 8,424,529. These shares would be issued in three equal tranches on 30 March 2011, 2012 and 2013. Whether any shares are to be issued and the number of shares to be issued will be dependent upon the satisfaction of performance conditions during the plan year running from 1 April 2009 to 31 March 2010.

7.2 The 2003 EBT holds options over Ordinary Shares. It does not hold Ordinary Shares. The number of options over Ordinary Shares held by the 2003 EBT at the date of this document is 975,058. During the 12 months preceding the date of this document, no options over Ordinary Shares held by the 2003 EBT were exercised.

7.3 The number of Ordinary Shares held by the 2005 EBT at the date of this document is 12,706,981 of which 11,921,754 Ordinary Shares are the subject of granted options described above in the section relating to the 2005 Employee Share Option Plan. During the 12 months preceding the date of this document, the 2005 EBT transferred 2,671,647 Ordinary Shares to individuals who exercised options over Ordinary Shares. No Ordinary Shares were issued or transferred to the 2005 EBT during this period.

8. Directors' Appointment Letters and Service Contracts

8.1 Each of the Directors has entered into an agreement with the Company providing for them to act as a director. Their annual fees, excluding all reasonable expenses incurred in the course of their duties which will be reimbursed by the Company, and the other principal terms of such agreements, are as follows:

<i>Name</i>	<i>Effective Date of Contract</i>	<i>Position</i>	<i>Current Annual Remuneration</i>	<i>Pension Contribution % of salary</i>	<i>Notice period</i>
Tony Caplin	14.01.02	Non-executive Chairman	£43,000	–	3 months
Tim Linacre	26.04.05	CEO	£175,000	7.5	12 months
David Liddell	06.04.04	CFO	£140,000	7.5	12 months
Anthony Cann	01.09.07	Non-executive Director	£40,000	–	3 months
Simon Heale	01.01.07	Non-executive Director	£43,000	–	3 months
Paul Gismondi	01.12.07	Non-executive Director	–	–	—*

* Paul Gismondi's contract is governed by the terms of a relationship agreement in place between Panmure Gordon & Co. plc, UKPG Holdings LLC and Lazard & Co., Limited

8.2 No new service contracts or amendments to existing service contracts have been entered into between the Company and the Directors within the period of six months preceding the date of this document.

- 8.3 Each of the Proposed Directors has entered into a non-executive appointment letter with the Company, conditional upon completion of the Subscription Agreement, providing for them to act as a director of the Company. The Proposed Directors will receive a nominal fee of £1.00 per annum and will not receive any benefits, although all reasonable expenses incurred in the course of their duties will be reimbursed by the Company. The Proposed Directors are not subject to any period of notice.

9. Directors' Share Options and Awards

9.1 2002 Approved Share Option Plan

<i>Name of grantee and date of grant</i>	<i>Earliest exercise date</i>	<i>Expiry date</i>	<i>Exercise price (p)</i>	<i>Number outstanding</i>
Tony Caplin 06.06.03	06.06.06	06.06.13	120	25,000
David Liddell 12.05.04	12.05.07	12.05.14	125	24,000
				49,000

9.2 2002 Unapproved Share Option Plan

<i>Name of grantee and date of grant</i>	<i>Earliest exercise date</i>	<i>Expiry date</i>	<i>Exercise price (p)</i>	<i>Number outstanding</i>
David Liddell 26.04.05	26.04.07	26.04.15	120	500,000

Some of the 2002 Unapproved Share Option Plan options held in the 2003 EBT have been sub-trusted for the potential benefit of certain Directors or their beneficiaries. The current allocations, which are subject to change at the trustees' discretion, are as follows:

<i>Name of beneficiary and date of sub-trusting</i>	<i>Earliest exercise date</i>	<i>Expiry date</i>	<i>Exercise price (p)</i>	<i>Number outstanding</i>
Tony Caplin 10.07.03	06.06.05	06.06.13	103	167,828
31.10.03	11.08.05	11.08.13	171	35,172
				203,000

<i>Name of beneficiary and date of sub-trusting</i>	<i>Earliest exercise date</i>	<i>Expiry date</i>	<i>Exercise price (p)</i>	<i>Number outstanding</i>
David Liddell 13.05.04	06.06.05	06.06.13	103	5,715
13.05.04	11.08.05	11.08.13	171	23,560
13.05.04	12.05.06	12.05.14	125	96,725
26.04.05	07.12.06	07.12.14	64	130,000
				256,000

9.3 2005 Employee Share Option Plan

The trustees of the 2005 EBT have granted options to Directors as follows:

<i>Name of grantee and date of grant</i>	<i>Earliest exercise date</i>	<i>Expiry date</i>	<i>Exercise price (p)</i>	<i>Number outstanding</i>
David Liddell 26.04.05	26.04.06	Undated	4	64,646
26.04.05	26.04.07	Undated	4	64,647
26.04.05	26.04.08	Undated	4	64,647
				193,940

<i>Name of grantee and date of grant</i>	<i>Earliest exercise date</i>	<i>Expiry date</i>	<i>Exercise price (p)</i>	<i>Number outstanding</i>
Tim Linacre				
26.04.05	26.04.06	Undated	4	824,246
26.04.05	26.04.07	Undated	4	824,246
26.04.05	26.04.08	Undated	4	824,246
				<u>2,472,738</u>

9.4 *Performance Share Option Plan*

<i>Name of grantee and date of grant</i>	<i>Earliest exercise date</i>	<i>Expiry date</i>	<i>Exercise price (p)</i>	<i>Number outstanding</i>
Tim Linacre				
26.04.05	01.06.05	Undated	4	436,365
26.04.05	09.08.05	Undated	4	436,366
				<u>872,731</u>

9.5 *Matching Share Plan*

<i>Name of grantee and date of grant</i>	<i>Vesting date</i>	<i>Exercise price (p)</i>	<i>Number outstanding</i>
David Liddell			
31.03.07	31.03.10	–	11,000
Tim Linacre			
31.03.07	31.03.10	–	12,500
			<u>23,500</u>

10. **Material Changes**

Save as disclosed in paragraph 12 of Part I of this document, there has been no material change in the financial or trading position of the Company since 31 December 2008, the date to which the last audited consolidated accounts were prepared.

11. **Middle Market Quotations**

11.1 The following table sets out the closing middle market quotations for an Ordinary Share, as derived from the AIM Appendix to the Daily Official List of the London Stock Exchange, for the first business day in each of the six months immediately preceding the date of this document including for 1 June 2009 (being the latest practicable date prior to the publication of this document):

<i>Date</i>	<i>Price per Ordinary Share (pence)</i>
2 January 2009	20.50
2 February 2009	24.50
2 March 2009	29.50
1 April 2009	31.50
1 May 2009	34.00
1 June 2009	42.00

12. **Material Contracts**

12.1 The following contracts, not being contracts entered into in the ordinary course of business, have been entered into by the Company or members of the Group during the period beginning two years prior to the date of this document and are or may be material:

(a) ***Subscription Agreement***

The Company and QInvest entered into the Subscription Agreement on 21 May 2009 under which QInvest agreed to subscribe for the Placing Shares at the Placing Price subject to the following conditions having been satisfied or waived:

- (i) the receipt by QInvest of a change of controller approval from the FSA in respect of the Placing and the passage of 30 calendar days after the filing of a substantially completed Continuing Membership Application to be submitted by ThinkEquity LLC to FINRA pursuant to NASD Rule 1017(a)(4) with regard to the change in ownership arising as a result of the Placing;
- (ii) the passing of the Resolutions (without material amendment) at the General Meeting or any adjournment thereof; and
- (iii) Admission,

occurring in each case on or before the later of: (a) 1 September 2009; and (b) such later date as the Company and QInvest may agree.

The Company has given no warranties to QInvest in the Subscription Agreement. QInvest does not have the right to terminate the Subscription Agreement, however the Placing will not be completed if any of the conditions are not satisfied or (where capable of waiver) waived within the required period.

Pursuant to the Subscription Agreement, while QInvest has a beneficial interest in 25 per cent. or more of the issued Ordinary Shares it is entitled to appoint to the board of the Company at any time a maximum of four non-executive directors in the event that the board is comprised of ten or fewer directors inclusive of those appointed pursuant to such right (“**Appointed Directors**”). If QInvest’s beneficial interest in the issued Ordinary Shares falls below 25 per cent., it will only be entitled to appoint two Appointed Directors. If QInvest’s beneficial interest in the issued Ordinary Shares falls below 10 per cent., its right to appoint any Appointed Directors ceases. The Appointed Directors will be appointed on similar terms as the Company’s other non-executive directors (but will not receive any remuneration). QInvest is entitled to remove any Appointed Director from office and appoint another person in the Appointed Director’s place.

If at a time when there are any Appointed Directors on the Board, it is proposed that further directors are appointed such that the Board would be comprised of more than ten directors inclusive of the Appointed Directors, any such appointment will require the approval of the Appointed Directors.

(b) ***Relationship Agreement***

The Company and QInvest have entered into a relationship agreement (the “**Relationship Agreement**”) dated 21 May 2009. The Relationship Agreement is conditional upon completion of the Subscription Agreement. The Relationship Agreement is intended to regulate transactions involving the relationship between (i) the Company and the other members of the Group and (ii) QInvest and any persons deemed by the Panel to be acting in concert with QInvest from time to time (the “**Relevant Parties**”), for so long as QInvest and/or the Relevant Parties retain, individually or collectively, Control (as defined below) over the Company.

QInvest has undertaken that it shall, and shall procure so far as it is able, that it and the Relevant Parties shall at all times exercise their voting rights on the board or as shareholders of the Company so as to procure that:

- (i) the Company is capable at all times of carrying on its business independently of QInvest and the Relevant Parties;

- (ii) all transactions, agreements or arrangements entered into between a member of the Group and QInvest or the Relevant Parties will be made at arm's length and on a normal commercial basis;
- (iii) the provisions of the Relationship Agreement are observed;
- (iv) at all times there shall be not less than two directors who are independent of QInvest and the Relevant Parties (the "**Independent Directors**") on the Board;
- (v) the Company complies with the provisions of the Combined Code, having regard to the nature and size of the Group and its business.

QInvest has also undertaken to the Company that QInvest shall not and shall procure so far as it is able that each of the Relevant Parties and the Appointed Directors shall not:

- (i) propose or vote in favour of a resolution for the cancellation of the admission of any of the Company's shares to trading on AIM or for the cancellation of the admission of any of the Company's shares to the Official List unless such resolution is supported by a majority of the Independent Directors;
- (ii) propose or vote in favour of a resolution consenting to QInvest disposing of any shares in the Company for the purposes of the lock in deed referred to in paragraph (c) below unless such resolution is supported by a majority of the Independent Directors; or
- (iii) undertake any activity in conflict with those of the Group which may render any member of the Group incapable of carrying on its business independently or lead to transactions and relationships between the Company and/or its subsidiaries and QInvest or any of the Relevant Parties which are not at arm's length or on a normal commercial basis.

The Relationship Agreement shall terminate on the earlier to occur of (i) QInvest and the Relevant Parties (individually or collectively) ceasing to retain Control (as defined below) in relation to the Company and (ii) the Company's shares ceasing to be admitted to trading on AIM or another recognised investment exchange or regulated market.

In the Relationship Agreement, "**Control**" means the right of a person in relation to a body corporate directly or indirectly either to exercise or control the exercise of 30 per cent. or more of the votes able to be cast at general meetings or to appoint or remove directors holding a majority of voting rights at board meetings on all or substantially all matters or otherwise to secure that the affairs of the body corporate are conducted in accordance with such person's wishes.

(c) ***Lock-in Deed***

The Company and QInvest have entered into a lock-in deed (the "**Lock-In Deed**") dated 21 May 2009. The Lock-In Deed is conditional upon completion of the Subscription Agreement.

Pursuant to the terms of the Lock-In Deed, QInvest has undertaken to the Company not to dispose of any of the Placing Shares (save for in limited circumstances) during the period of 12 months from the date of Admission (the "**Expiry Date**") and until the Expiry Date and for a further 12 month period it will notify the Company and the Company's broker from time to time of any proposed disposal by it of any of its shareholding in the Company to a third party and (save for in limited circumstances) effect any proposed disposal through such broker (provided that the price and settlement terms offered by such broker are not less favourable than the price and settlement terms offered by any other stockbroker or dealer in securities in respect of the same disposal).

(d) ***Contracts entered into as described in previous circular***

The information set out in paragraph 12.1 of Part II of the circular to Shareholders dated 21 April 2009 relating to contracts entered into by the Company or members of the Group

during the period beginning two years prior to the date of that document other than in the ordinary course of business, is hereby incorporated by reference into this document.

Save as disclosed above, no other agreement or arrangements exist between QInvest or any person acting in concert with it and any of the Directors, recent directors, Shareholders or recent shareholders of the Company.

- 12.2 Other than the contracts referred to in paragraph 12.1(a), (b) and (c) of this Part II, QInvest and its subsidiaries have not entered into any contracts, other than those entered into in the ordinary course of business, during the period beginning two years prior to the date of this document which are or may be material.

13. General

- 13.1 QInvest will finance its subscription for the Placing Shares from existing cash resources. QInvest does not intend that the payment of interest on, repayment of or security for any liability (contingent or otherwise) will depend to any significant extent on the business of the Company.
- 13.2 No agreement, arrangement or understanding (including any compensation arrangement) exists between QInvest and any of the Directors, recent directors, Shareholders or recent shareholders of the Company having any connection with or dependence upon the Panel Waiver.
- 13.3 QInvest has confirmed that, it is not presently proposing any changes to the employment rights of the employees of the Company nor any redeployment of its fixed assets nor any change to the location of its place of business.
- 13.4 The business address of QInvest is QIB Building, 1st Floor, Al Sadd Street, PO Box 26222, Doha, Qatar.

14. Letters of consent

- 14.1 ING Corporate Finance has given and not withdrawn its written consent to the inclusion of its name in this document in the form and context in which it is included.
- 14.2 Grant Thornton UK LLP has given and not withdrawn its written consent to the inclusion of its name in this document in the form and context in which it is included.
- 14.3 PricewaterhouseCoopers LLP has given and not withdrawn its written consent to the inclusion of its name in this document in the form and context in which it is included.

15. Documents Available For Inspection

- 15.1 Copies of the following documents will be available for inspection at the Company's registered office, Moorgate Hall, 155 Moorgate, London EC2M 6XB, and at the offices of Berwin Leighton Paisner LLP, Adelaide House, London Bridge, London, EC4R 9HA, during usual business hours on any weekday (Saturdays, Sundays and public holidays excepted) from the date of posting of this document up to the close of the General Meeting:
- (a) the memorandum and articles of association of the Company;
 - (b) the audited consolidated accounts of the Company for the financial years ended 31 December 2008, 31 December 2007 and 31 December 2006;
 - (c) the Directors' service agreements and appointment letters (as applicable) with the Company;
 - (d) the appointment letters entered into with the Proposed Directors as referred to in paragraph 8.3 of this Part II;
 - (e) the material contracts referred to in paragraph 12 above; and
 - (f) the written letters of consent as referred to in paragraph 14 above.

2 June 2009

PART III

FINANCIAL INFORMATION RELATING TO PANMURE GORDON

Incorporation of relevant information by reference

The information listed below relating to Panmure Gordon is hereby incorporated by reference into this document.

No Information

1. Revenue, net profit or loss before and after taxation, the charge for tax, extraordinary items, minority interests, the amount absorbed by dividends and earnings and dividends per share for Panmure Gordon for the two years ended 31 December 2008 and 31 December 2007

Source of Information

Panmure Gordon Annual Report & Accounts 2007, Consolidated Income Statement on page 26.

If you are reading this document in hard copy, please enter the below web address in your web browser to be brought to the relevant document. If you are reading this document in soft copy, please click on the web address below to be brought to the relevant document.

<http://www.panmure.com/Downloads/PanmureAnnualReport2007.pdf>

Panmure Gordon Annual Report & Accounts 2008, Consolidated Income Statement on page 25.

If you are reading this document in hard copy, please enter the below web address in your web browser to be brought to the relevant document. If you are reading this document in soft copy, please click on the web address below to be brought to the relevant document.

<http://www.panmure.com/Downloads/PanmureAnnualReport2008.pdf>

2. Details relating to the items referred to in 1 above in respect of the interim statement for Panmure Gordon for the six months ending 30 June 2008

Panmure Gordon Interim Report 2008, Condensed Consolidated Income Statement on page 9.

If you are reading this document in hard copy, please enter the below web address in your web browser to be brought to the relevant document. If you are reading this document in soft copy, please click on the web address below to be brought to the relevant document.

<http://www.panmure.com/Downloads/InterimReport2008.pdf>

3. A statement of the assets and liabilities shown in the audited accounts for Panmure Gordon for the year ended 31 December 2008.

Panmure Gordon Annual Report & Accounts 2008, Consolidated Balance Sheet on page 27.

If you are reading this document in hard copy, please enter the below web address in your web browser to be brought to the relevant document. If you are reading this document in soft copy, please click on the web address below to be brought to the relevant document.

<http://www.panmure.com/Downloads/PanmureAnnualReport2008.pdf>

No Information

4. A cash flow statement as provided in the audited accounts for Panmure Gordon for the year ended 31 December 2008

5. Significant accounting policies together with any points from the notes to the accounts which are of major relevance to an appreciation of the figures

Source of Information

Panmure Gordon Annual Report & Accounts 2008, Consolidated Cash Flow Statement on page 30.

If you are reading this document in hard copy, please enter the below web address in your web browser to be brought to the relevant document. If you are reading this document in soft copy, please click on the web address below to be brought to the relevant document.

<http://www.panmure.com/Downloads/PanmureAnnualReport2008.pdf>

Panmure Gordon Annual Report & Accounts 2008, the Significant Accounting Policies and the Notes to the Accounts on pages 32 to 72.

If you are reading this document in hard copy, please enter the below web address in your web browser to be brought to the relevant document. If you are reading this document in soft copy, please click on the web address below to be brought to the relevant document.

<http://www.panmure.com/Downloads/PanmureAnnualReport2008.pdf>

Panmure Gordon Annual Report & Accounts 2007, the Significant Accounting Policies and the Notes to the Accounts on pages 33 to 64.

If you are reading this document in hard copy, please enter the below web address in your web browser to be brought to the relevant document. If you are reading this document in soft copy, please click on the web address below to be brought to the relevant document.

<http://www.panmure.com/Downloads/PanmureAnnualReport2007.pdf>

Panmure Gordon Annual Report & Accounts 2006, the Significant Accounting Policies and the Notes to the Accounts on pages 27 to 44.

If you are reading this document in hard copy, please enter the below web address in your web browser to be brought to the relevant document. If you are reading this document in soft copy, please click on the web address below to be brought to the relevant document.

<http://www.panmure.com/downloads/PanmureGordonAnnualReport2006.pdf>

The results for Panmure Gordon for the years ended 31 December 2006, 2007, 2008 and for the six months ended 30 June 2008 are available free of charge on the Panmure Gordon website at www.panmure.com.

The annual reports and interim results are available in “read-only” format and can be printed from the Panmure Gordon website. The Company Secretary will provide within two business days, without charge, to each person to whom a copy of this document has been delivered, upon their written or verbal request, a copy of any documents incorporated by reference in this document. Copies of any documents incorporated by reference in this document will not be provided unless such a request is made. Requests for copies of any such document should be directed to the Company Secretary (Moorgate Hall, 155 Moorgate, London EC2M 6XB. Telephone number 020 7459 3600).

PANMURE GORDON & CO. PLC

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a general meeting of Panmure Gordon & Co. plc (the “**Company**”) will be held at the offices of Panmure Gordon & Co. plc at Moorgate Hall, 155 Moorgate, London EC2M 6XB on 18 June 2009 at 2.00 p.m. for the following purposes:

To consider and, if thought fit, pass the following resolutions numbered 1 to 3 as ordinary resolutions (ordinary resolution 3 to be taken on a poll) and resolution 4 as a special resolution:

1. Increase the authorised share capital

That subject to, and conditional upon, resolutions 2 to 4 inclusive being passed, the authorised share capital of the Company be increased from £4,020,284.68 to £8,800,000 by the creation of an additional 119,492,883 ordinary shares of 4p each (“**Ordinary Shares**”) in the capital of the Company.

2. Authority to allot shares

That subject to, and conditional upon, resolution 1 and resolutions 3 and 4 being passed, in substitution for all existing authorities granted to the directors of the Company (the “**Directors**”) in respect of the allotment of relevant securities but without prejudice to the proper exercise of such authorities, the Directors be generally and unconditionally authorised in accordance with section 80 of the Companies Act 1985 (the “**Act**”) to exercise all the powers of the Company to allot the following relevant securities (within the meaning of section 80(2) of the Act):

- (a) 67,514,813 Ordinary Shares pursuant to the Placing (as defined in the circular of the Company to its shareholders dated 2 June 2009 (the “**Circular**”) to which this notice is attached); and
- (b) other relevant securities up to an aggregate nominal amount of £1,911,693.

Such authority shall expire at the end of the annual general meeting of the Company in 2010 or, if earlier, upon 18 June 2010 save that the Company may, before such expiry, make an offer or agreement which would, or might, require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred by this resolution had not expired.

3. Takeover Panel Waiver

That subject to, and conditional upon, resolutions 1, 2 and 4 being passed, the waiver by the Panel on Takeovers and Mergers of any requirement under Rule 9 of the City Code on Takeovers and Mergers for the Concert Party (as defined in the Circular) or any member of the Concert Party, individually or collectively, to make a general offer to the Company’s shareholders as a result of the subscription for 67,514,813 Ordinary Shares in the Company by QInvest pursuant to the Placing be and is hereby approved.

4. Authority to disapply pre-emption rights

That subject to, and conditional upon, resolutions 1 to 3 inclusive being passed, the Directors be empowered, pursuant to section 95 of the Act, to allot equity securities (within the meaning of section 94(2) to section 94(3A) of the Act) for cash pursuant to the authority conferred by resolution 2 as if section 89(1) of the Act did not apply to such allotment but without prejudice to the prior exercise of such authorities, provided that this power shall be limited to the allotment:

- (a) of 67,514,813 Ordinary Shares pursuant to the Placing;
- (b) of equity securities in connection with an offer of such securities by way of rights to holders of Ordinary Shares on a fixed record date, open for acceptance for a period fixed by the Directors, in

proportion (as nearly as may be practicable) to their respective holdings of such shares, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of any territory, or the requirements of any regulatory body or stock exchange in any territory; and

- (c) otherwise than pursuant to sub-paragraphs 4(a) and (b) above, up to an aggregate nominal amount of £573,508,

and shall expire at the end of the annual general meeting of the Company in 2010, or, if earlier, upon 18 June 2010, save that the Company may, before such expiry, make an offer or agreement which would, or might, require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if the authority conferred by this resolution had not expired.

This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 94(3A) of the Act as if in the first paragraph of this resolution the words “pursuant to the authority conferred by resolution 2” were omitted.

By order of the Board

Sarah Wigley
Company Secretary

Registered Office
Moorgate Hall
155 Moorgate
London EC2M 6XB

2 June 2009

Notes:

1. Only holders of Ordinary Shares, or their duly appointed representatives, are entitled to attend, vote and speak at the meeting. A member so entitled may appoint (a) proxy(ies), who need not be (a) member(s), to attend, speak and vote on his/her behalf. A form of proxy is enclosed with this notice.
2. To be effective, a completed and signed form of proxy and any power of attorney under which it is signed (or a notarially certified copy of such power of attorney) must be lodged with the Company's Registrars, Computershare Investor Services PLC, PO Box 82, Bridgwater Road, Bristol, BS99 7NH, not less than 48 hours before the time of the meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a shareholder from attending and voting at the meeting in person.
3. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Register of Members of the Company as at the close of business on the day which is two days before the date of the meeting (or, if the meeting is adjourned, those members registered on the Register of Members of the Company as at the close of business on the day which is two days before the date of the adjourned meeting) shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their names at that time. Subsequent changes to entries on the register after this time shall be disregarded in determining the rights of any persons to attend or vote at the meeting.
4. In the case of joint holders, the signature of only one of the joint holders is required on the form of proxy, but the vote of the first named on the Register of Members of the Company will be accepted to the exclusion of other joint holders.
5. Voting on Resolution 3 shall be conducted by means of a poll of shareholders of the Company who are independent of the Concert Party (as defined in the Circular).