

Notice of Meeting

Notice is hereby given that the Annual General Meeting of Brewin Dolphin Holdings PLC will be held at Merchant Taylors' Hall, 30 Threadneedle Street, London EC2R 8JB on Tuesday 28 February 2006 at 12 noon for the following purposes:-

As ordinary business

1. To receive the Accounts and the Reports of the Directors and Auditors for the period ended 30 September 2005.
2. To re-elect as a Director Mr Robin Alec Bayford who retires by rotation.
3. To re-elect as a Director Mr John Peirs Hall who retires by rotation.
4. To re-elect as a Director Mr Vikram Lall who retires by rotation.
5. To elect as a Director Mr Simon Edward Callum Miller.
6. To reappoint Deloitte & Touche LLP as auditors of the Company at a remuneration to be fixed by the Directors.
7. To approve the Company's current dividend policy of paying two interim dividends per year, taking regard of anticipated profits for the year, and authorising the Directors to continue this policy for the year 2006.
8. To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

That the Directors be authorised generally and unconditionally to exercise all the powers of the Company to allot relevant securities (in accordance with Section 80 of the Companies Act 1985) up to an aggregate nominal amount of £661,704.48 (representing 33.3% of the issued share capital of the Company as at 10 November 2005), for the period expiring on 27 February 2011 but so that the Company may, before such expiry, make an offer or an agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities pursuant to such an offer or agreement as if the authority conferred hereby had not expired; this authority shall replace any previous authority granted pursuant to Section 80 of the Companies Act 1985, save that such previous authority shall continue in respect of shares issued, rights to subscribe or convert issued, or shares or rights contracted to be issued prior to the date of the passing of this resolution.

As **special business**, to consider and, if thought fit, pass the following resolutions, in the case of resolution 9 as an ordinary resolution and in the case of resolutions 10 and 11 as special resolutions.

9. To approve the Directors' Remuneration Report for the financial year ended 30 September 2005.
10. That the Directors be empowered to allot or make offers or agreements to allot for cash equity securities pursuant to the authority granted under Section 80 of the Companies Act 1985 at the 2006 Annual General Meeting of the Company and to sell or make offers or agreements to sell equity securities which immediately before the sale are held by the Company as treasury shares (as defined in Section 162A of the Companies Act 1985) (and to make any such offer or agreement which would or might require equity securities to be allotted after the expiry of that authority) in each case as if Section 89(1) of the Companies Act 1985 did not apply to the allotment of any such securities, such power being limited to:
 - (a) the allotment or sale of equity securities up to the aggregate nominal amount of £661,704.48 in connection with an issue of shares to holders of relevant shares or relevant employee shares, or in connection with any other form of issue of such securities in which such holders are offered the right to participate, in proportion (as nearly as may be) to their respective holdings, but subject to such exclusions or other arrangements as the Directors consider necessary or expedient to deal with any fractional entitlements or any legal or practical problems under the laws of any territory or the requirements of any stock exchange or regulatory authority; and
 - (b) the allotment or sale (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal amount of £99,255.67 (being 5% of the issued share capital of the Company as at 10 November 2005).
11. That the Company be generally and unconditionally authorised to make market purchases (within the meaning of Section 163 of the Companies Act 1985) of ordinary shares of 1p each in the capital of the Company ("ordinary shares") provided that:
 - (a) the maximum number of ordinary shares hereby authorised to be purchased shall be 19,851,134.

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- (b) the minimum price which may be paid for an ordinary share shall be 1p;
- (c) the maximum price which may be paid for an ordinary share shall be the higher of (1) 5% above the average market value of the Company's shares for the 5 business days prior to the day the purchase is made and (2) the higher of the last independent trade and the highest current independent bid on the Company's shares on the trading venues where the purchase is carried out;
- (d) the authority hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2007 or, if earlier, on 27 May 2007, unless such authority is renewed prior to such time; and
- (e) the Company may enter into contracts to purchase ordinary shares under the authority hereby conferred prior to the expiry of such authority, which contracts will or may be executed wholly or partly after the expiry of such authority, and may make purchases of ordinary shares pursuant to any such contracts.

By order of the Board

Angela Wright

30 November 2005

Notes.

1. A member entitled to attend and vote at the meeting convened by this notice is entitled to appoint one or more proxies to attend and, on a poll, to vote in his/her/its stead. A proxy need not be a member of the Company.
2. A form of proxy is enclosed and, to be valid, must be lodged with the Company's registrars, Lloyds Bank Plc, Registrars Department, The Causeway, Worthing, West Sussex BN99 6DA, not less than 48 hours before the time appointed for the holding of the meeting. Submitting a proxy does not prevent a member from attending the meeting and voting in person.
3. Under Regulation 41 of the Uncertificated Securities Regulations 2001, only those members who are registered on the Company's share register at 9 am on Monday 27 February 2006 are entitled to attend the meeting and to vote in respect of the number of shares registered in their names at that time. Changes to entries on the share register after 9 am on Monday 27 February 2006 shall be disregarded in determining the rights of any person to attend and/or vote at the meeting.
4. Brief biographies of the Directors are set out on page 58.
5. The Directors have no present intention of exercising the authority to allot relevant securities pursuant to resolution 8. As at 10 November 2005 and at the date of this notice, the Company does not hold any shares in treasury.
6. The directors have no present intention of exercising the authority to make purchases of the Company's shares pursuant to resolution 11. If exercised the shares would be held in treasury. If granted, the authority would only be exercised if it was expected that an improvement in earnings per share would result and that the purchase would be in the best interests of shareholders generally. As at 10 November 2005 the latest practicable date prior to publication of this notice there were outstanding options to subscribe for a total of 11,752,537 ordinary shares of 1p each in the Company. These options represent 5.9% of the Company's issued share capital as at 10 November 2005. If the authority under resolution 11 to make market purchases is granted and then exercised in full, the options would represent 6.6% of the Company's issued share capital as at 10 November 2005.

Electronic proxy appointment through CREST

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting to be held on 28 February 2006 and any adjournment(s) thereof 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 CRESTCo's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID 7RA01) by the latest time(s) for receipt of proxy appointments specified in the notice of 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 the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that CRESTCo 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 CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service 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.