

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 Friday 23 February 2007 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 2006.
2. To re-elect as a Director Mr Michael John Ross Williams who retires by rotation.
3. To re-elect as a Director Mr Francis Edward Worsley who retires by rotation.
4. To re-elect as a Director Mr William Nicholas Hood, aged 71.
5. To elect as a Director Mr David William McCorkell.
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 2006 dividend policy.
8. To consider and, if thought fit, 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 shares or any right to subscribe for, or to convert any security into, shares in the Company (in accordance with Section 80 of the Companies Act 1985) up to an aggregate nominal amount of £673,375.90 (representing 33.3% of the issued share capital of the Company as at 11 November 2006), for the period expiring on 22 February 2012 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 shares or grant rights to subscribe for, or to convert any security into, shares in the Company 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 resolutions 9, 12, 13 and 14 as ordinary resolutions 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 2006.
10. That the Directors be empowered to allot or make offers or agreements to allot for cash shares or any right to subscribe for, or to convert any security into, shares in the Company pursuant to the authority granted under Section 80 of the Companies Act 1985 at the 2007 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 £673,375.90 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 £101,006.39 (being 5% of the issued share capital of the Company as at 11 November 2006).

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11. That the Articles of Association of the Company be amended as follows:
 - (a) by inserting in Article 2(A) immediately after the definition of "Auditors" the following term:

"electronic means the meaning set out in the Companies Act 2006"
 - (b) in Article 164 by substituting for the first sentence the following new sentences: "Any notice or document to be sent or supplied by the Company under these Articles may be sent or supplied in any way in which documents or information may be sent or supplied by or to the Company for the purposes of the Companies Act 2006, notwithstanding that the notice or document must be in writing or that a particular manner of delivery is specified. Members shall notify the Company of their contact details, but unless they take action to provide different contact details members' contact details shall be presumed to be their addresses as recorded in the register of members."
 - (c) in Article 169 by adding at the end the following new sentences: "Where a document or information is sent or supplied by electronic means, and the Company is able to show that it was properly addressed, it shall be deemed to have been received by the intended recipient at the time it was sent. Where a document or information is sent or supplied by means of a website, it shall be deemed to have been received by the intended recipient at the time when the material was first made available on the website or if later when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website."
12. That the Company may use electronic means to convey information to shareholders and in particular may send or supply documents or information authorised or required by any provision of the Companies Acts or the Articles of Association of the Company to be sent or supplied by the Company:
 - (a) in electronic form (having the meaning given in section 1168 of the Companies Act 2006) in accordance with Part 3 of Schedule 5 to the Companies Act 2006; and
 - (b) to members (and the other persons mentioned in paragraph 10(1) of Schedule 5 to the Companies Act 2006) by making them available on a website in accordance with Part 4 of Schedule 5 to the Companies Act 2006.
13. That:
 - (a) the Company be authorised to:
 - (i) make donations to EU political organisations not exceeding £10,000; and
 - (ii) incur EU political expenditure not exceeding £10,000; and
 - (b) Brewin Dolphin Securities Limited, a wholly owned subsidiary of the Company, be authorised to:
 - (i) make donations to EU political organisations not exceeding £20,000; and
 - (ii) incur EU political expenditure not exceeding £160,000; and

during the period beginning on the date of the passing of this resolution and ending on 22 May 2008 or, if earlier, the date of the Annual General Meeting of the Company to be held in 2008. For the purposes of this resolution, the expressions "donations", "EU political organisations" and "EU political expenditure" have the meanings set out in Part XA of the Companies Act 1985 (as amended by the Political Parties, Elections and Referendums Act 2000).
14. 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 20,201,277;
 - (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;

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- (d) the authority hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2008 or, if earlier, on 22 May 2008, 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

14 December 2006

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 TSB Registrars Department, The Causeway, Worthing, West Sussex BN99 6ZL, not less than 48 hours before the time appointed for the holding of the meeting. CREST members can appoint a proxy by utilising the CREST electronic proxy appointment service in accordance with the procedures set out on page 76. 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 6 pm on Wednesday 21 February 2007 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 6 pm on Wednesday 21 February 2007 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 12. Further information on the proposed re-election of Mr Michael John Ross Williams, Mr Francis Edward Worsley and Mr William Nicholas Hood and the proposed election of Mr David William McCorkell, can be found on page 18.
5. In resolution 4, the Company seeks authority from members to re-elect Mr William Nicholas Hood, aged 71, as a Director in accordance with the provisions of sections 293(5) and 379 of the Companies Act 1985. Special notice of the resolution has been given to the Company.
6. The Company's existing dividend policy of paying two interim dividends per year is referred to at page 14 and this policy will be reviewed by the Directors in 2007.
7. The Directors have no present intention of exercising the authority to allot relevant securities pursuant to resolution 8. As at 11 November 2006 and at the date of this notice, the Company does not hold any shares in treasury.
8. Resolution 11 contains changes to the notice provisions in the Company's existing Articles of Association to enable the Company to communicate with members by electronic means or by way of a website.
9. In resolution 12, the Company seeks authority from members to allow the Company to use electronic means to convey information to members and in particular to send or supply documents or information authorised or required by any provision of the Companies Acts or the Articles of Association of the Company to be sent or supplied by the Company in electronic form or by making them available on a website as will be permitted by the new company communications provisions in the Companies Act 2006 (contained in sections 1144 to 1148 of and Schedule 5 to the Act). The relevant provisions, which will allow documents and information to be sent or supplied to members in hard copy form, in electronic form (initially by email, fax or text), or by means of a website, are expected to become effective in January 2007. Relevant documents and information to be made available on a website would include the Company's annual report and accounts, interim accounts, circulars and notices of meeting. If Resolution 12 is passed, each member will be asked individually to agree that the Company may send or supply documents and information by means of a website (members who do not reply within the 28 days specified by the Act will be taken to have agreed). Members will also be asked individually to agree that the Company may send or supply documents and information in electronic form and if the member so agrees to supply an email address. Documents and information made available on a website will be sent to those members who require hard copy and notice that the document or information is available and how to access it will be given in electronic form to those other members who have agreed to receive electronic communications and by hard copy letter to those other members who have not agreed to electronic communications or who have not provided a suitable address. All members will be entitled to require the Company to send a document or information in hard copy form even if previously supplied in some other form. The Company expects to make significant savings by making documents and information available to members on a website using the new company communications provisions.
10. The Directors have no present intention of exercising the authority pursuant to resolution 13 as it is the Company's policy not to make political donations to political parties and it is not intended to change that policy. The Companies Act 1985 (as amended by the Political Parties, Elections and Referendums Act 2000) includes very broad definitions of political donations and political expenditure which may have the effect of covering a number of normal business activities that would not be thought to be donations to political parties. These could include support for bodies engaged in law reform or governmental policy review, involvement in seminars and functions that may be attended by politicians and job exchanges between industry and government. Accordingly, the Directors consider that it would be prudent to obtain approval from the members to incur total expenditure of £200,000 to cover all these activities. The authority, which applies for the Company and its wholly owned subsidiary Brewin Dolphin Securities Limited, will lapse on 22 May 2008 or, if earlier, the date of the Annual General Meeting of the Company to be held in 2008.
11. The Directors have no present intention of exercising the authority to make purchases of the Company's shares pursuant to resolution 14. 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 members generally. As at 11 November 2006 (the latest practicable date prior to publication of this notice), there were outstanding options to subscribe for a total of 11,415,263 ordinary shares of 1p each in the Company. These options represent 5.7% of the Company's issued share capital as at 11 November 2006. If the authority under resolution 14 to make market purchases is granted and then exercised in full, the options would represent 6.3% of the Company's issued share capital as at 11 November 2006.

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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 23 February 2007 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.