

## 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 22 February 2008 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 financial year ended 30 September 2007.
2. To re-elect as a Director Mr Jamie Graham Matheson who retires by rotation.
3. To re-elect as a Director Mr Christopher David Legge who retires by rotation.
4. To re-elect as a Director Mr Ian Benjamin Speke who retires by rotation.
5. To re-elect as a Director Mr Simon Jonathan Henry Still who retires by rotation.
6. To elect as a Director Sir Stephen Mark Jeffrey Lamport.
7. To elect as a Director Ms Angela Ann Knight.
8. To elect as a Director Ms Sarah Jane Spencer Soar.
9. To elect as a Director Mr Barry Mark Howard.
10. To approve the Directors' Remuneration Report for the financial year ended 30 September 2007.
11. To re-appoint Deloitte & Touche LLP as Auditors of the Company.
12. To authorise the Directors to determine the remuneration of the Auditors.
13. To approve the payment by the Company of a final dividend of 3.5 pence per ordinary share.

**As special business**, to consider and, if thought fit, pass the following resolutions, in the case of resolutions 14, 15 and 17 as ordinary resolutions and in the case of resolutions 16 and 18 as special resolutions.

14. That the authorised share capital of the Company be and is hereby increased to 275,000,000 ordinary shares of 1 pence each.
15. That, in substitution for all subsisting authorities to the extent unused, the Directors be and they are hereby generally and unconditionally authorised in accordance with Section 80 of the Companies Act 1985, to exercise all the powers of the Company to allot relevant securities (as defined in Section 80(2) of that Act) up to an aggregate nominal amount of £688,330.87 (representing 33.3% of the issued share capital of the Company as at 8 November 2007) provided that this authority shall expire on 21 May 2009 or, if earlier, at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution, 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 hereby had not expired.
16. That, subject to the passing of resolution 15 above and in substitution for all subsisting authorities to the extent unused, the Directors be and they are hereby empowered pursuant to Section 95 of the Companies Act 1985 to allot or make offers or agreements to allot for equity securities (as defined in Section 94 of that Act) for cash pursuant to the authority conferred by resolution 15 above and/or where such allotment constitutes an allotment of equity securities by virtue of Section 94(3A) of that Act as if Section 89(1) of that Act did not apply to any such allotment provided that such power being limited to:
  - (a) the allotment or sale of equity securities up to the aggregate nominal amount of £688,220.87 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

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(b) the allotment or sale (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal amount of £103,352.98 (being 5% of the issued share capital of the Company as at 8 November 2007),

and this authority shall expire on 21 May 2009 or, if earlier, at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution, 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 hereby had not expired.

17. That:

(a) the Company be authorised to:

- (i) make donations to EU political organisations not exceeding £5,000; and
- (ii) incur EU political expenditure not exceeding £5,000.

(b) Brewin Dolphin 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 £20,000.

during the period beginning on the date of the passing of this resolution and ending on 21 May 2009 or, if earlier, at the conclusion of the Annual General Meeting of the Company to be held in 2009. 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).

18. That the Company be generally and unconditionally authorised to make market purchases (as defined in 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 20,670,597;
- (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 price of the last independent trade on the trading venues where the purchase is carried out and the highest current independent bid on the trading venues where the purchase is carried out;
- (d) the authority hereby conferred shall expire on 21 May 2009 or, if earlier, at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution, 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**

27 November 2007

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### Notes to Resolutions:

1. Brief biographies of the Directors are set out on pages 13 and 14. Further information on the proposed re-election of Mr Jamie Graham Matheson, Mr Christopher David Legge, Mr Ian Benjamin Speke and Mr Simon Jonathan Henry Still and the proposed election of Sir Stephen Mark Jeffrey Lampport, Ms Angela Ann Knight, Ms Sarah Jane Spencer Soar and Mr Barry Mark Howard, can be found on pages 4 and 5.
2. As at 8 November 2007, the authorised share capital of the Company is £2,259,287.00 and the issued share capital is £2,067,059.66. The proposed increase in the authorised share capital of the Company referred to in resolution 14 reflects a 21% increase from the authorised share capital of the Company as at 8 November 2007. Subject to authority being given pursuant to resolution 15, the increase in the authorised share capital of the Company is intended to enable the Company to issue shares as part of any consideration payable by the Company or its wholly owned subsidiary Brewin Dolphin Limited in connection with any acquisitions made or to be made by the Company or Brewin Dolphin Limited.
3. Under Section 80 of the Companies Act 1985, the Directors are, subject to certain exceptions, unable to allot relevant securities without the authority of shareholders in a general meeting. Relevant securities are defined in that Act to include the Company's ordinary shares or securities convertible into the Company's ordinary shares. Resolution 15 empowers the Directors to allot shares with an aggregate nominal value of up to £668,330.87, being approximately one third of the issued share capital of the Company as at 8 November 2007. The Directors have no present intention of exercising the authority to allot relevant securities pursuant to resolution 15. This authority would last until the earlier of the conclusion of the Annual General Meeting to be held in 2009 and 21 May 2009. As at 8 November 2007, the Company did not hold any shares in treasury.
4. Resolution 16 empowers the Directors to allot shares for cash other than in accordance with Section 89 of the Companies Act 1985. The Directors consider the authority referred to in resolution 16 desirable in order to have the flexibility to issue shares, for example to finance business opportunities. The authority sought under this resolution would last until the earlier of the conclusion of the Annual General Meeting to be held in 2009 and 21 May 2009.
5. The Company has no intention of changing its current policy of not making political donations to political parties or campaigns. However, it is noted that 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 shareholder approval at resolution 17 to incur total expenditure of £50,000 to cover all these activities. The authority, which applies for the Company and its wholly owned subsidiary Brewin Dolphin Limited, will last until the earlier of the conclusion of the Annual General Meeting to be held in 2009 and 21 May 2009.
6. The Directors have no present intention of exercising the authority to make purchases of the Company's shares pursuant to resolution 18. 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 8 November 2007 (the latest practicable date prior to publication of this Notice), there were outstanding options to subscribe for a total of 11,147,721 ordinary shares of 1p each in the Company. These options represent 5.4% of the Company's issued share capital as at 8 November 2007. If the authority under resolution 18 to make market purchases is granted and then exercised in full, the options would represent 6% of the Company's issued share capital as at 8 November 2007. The authority sought under this resolution would last until the earlier of the conclusion of the Annual General Meeting to be held in 2009 and 21 May 2009.

### Procedure Notes:

1. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company.
2. A form of proxy is enclosed and, to be valid, must be lodged with the Company's Registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6ZL, not less than 48 hours before the time appointed for the holding of the meeting. Submitting a completed form of proxy, or such other instrument or any CREST Proxy Instruction (as described in paragraph 7 below), does not prevent a member from attending the meeting and voting in person.
3. Any person to whom this Notice is sent who is a person nominated under Section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Annual General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
4. The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 1 and 2 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
5. Under Regulation 41 of the Uncertificated Securities Regulations 2001, only those members who are registered on the Company's share register at 6pm on Wednesday 20 February 2008 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 6pm on Wednesday 20 February 2008 shall be disregarded in determining the rights of any person to attend and/or vote at the meeting.
6. As at 8 November 2007 (being the latest practicable date prior to publication of this Notice) the Company's issued share capital consists of 206,705,966 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 8 November 2007 are 206,705,966.
7. 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 22 February 2008 and any adjournments 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 the specifications of Euroclear UK & Ireland Limited, and must contain the information

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required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID 7RA01) by 12 noon on 20 February 2008. 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 Application 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 Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his/her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting 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.