

THE BDWM SHARE PARTICIPATION SCHEME ("SPS")

Form of Direction

Recommended Cash Acquisition

Of

BREWIN DOLPHIN HOLDINGS PLC

(Registered in England and Wales with registered no.02685806)

By

RBC WEALTH MANAGEMENT (JERSEY) HOLDINGS LIMITED

(Registered in Jersey with registered no.141969)

(an indirect wholly-owned subsidiary of Royal Bank of Canada)

(to be effected by means of a scheme of arrangement under Part 26 of the Companies Act 2006
the "**Scheme**")

*Use this Form of Direction if you want to indicate whether you wish Mercer (Ireland) Limited (on behalf of Irish Pensions Trust Limited) ("**Trustee**") to vote in favour of the Scheme at the Court Meeting and vote in favour of the Resolution at the General Meeting in relation to any shares held on your behalf under the SPS ("**SPS Shares**"). A list of the SPS Shares currently held by you is available on your online Mercer OneView account (www.merceroneview.ie).*

If you do not wish to instruct the Trustee to vote in relation to the Scheme and the General Meeting, you do not need to fill in this Form of Direction.

If the Scheme is passed, I irrevocably instruct the Trustee to, if required, withhold any amounts in respect of income tax, USC and PRSI arising on the disposal of my SPS Shares, and to pay such amounts over to my employer to discharge to the Irish Revenue Commissioners.

Box 1 – Voting in favour of the Scheme

I irrevocably instruct the Trustee to vote in favour of the Scheme and the Resolution at the General Meeting in respect of the number of my SPS Shares specified in the box below. I understand that my decision is subject to the rules of the SPS, the Scheme Document and the letter from the Trustee dated 26 April 2022 which accompanied this Form of Direction.

SPS Shares* for which I want to vote in favour of the Scheme and the Resolution:

(Insert number of SPS Shares or write "all")

Box 2 – Voting against the Scheme

I irrevocably instruct the Trustee to vote against the Scheme and the Resolution at the General Meeting in respect of the number of my SPS Shares specified in the box below. I understand that my decision is subject to the rules of the SPS, the Scheme Document and the letter from the Trustee dated 26 April 2022 which accompanied this Form of Direction.

SPS Shares* for which I want to vote against the Scheme and the Resolution:

(Insert number of SPS Shares or write “all”)

Box 3 – Signature

Your signature:	-----
Date:	----- 2022
Your name: <i>(please print)</i>	-----
PPS number:	-----
Your address:	----- ----- Postcode: -----
Your contact telephone number:	-----

Please return a scanned copy of this form duly completed and signed by you by email to grainne.flannery@mercero.com. Please make sure you scan and send **both** pages. Alternatively, you can return the form by post (in the pre-paid envelope provided) to Share Schemes Administration Department, Mercer (Ireland) Limited, Charlotte House, Charlemont Street, Dublin 2 to be received no later than 17:00pm BST on 12 May 2022.

** To the extent that additional SPS Shares are awarded to you prior to the Scheme becoming effective, you will be deemed to have instructed the Trustee to vote in relation to such additional shares in the same manner as your existing SPS Shares pursuant to this Form of Direction.*