

Mercer (Ireland) Limited

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt about the Acquisition or as to the contents of this document or the action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under either: (i) the European Union (Markets in Financial Instruments) Regulations 2017: or (ii) the Investment Intermediaries Act 1995, if you are taking advice in Ireland, or from another appropriately authorised independent financial adviser if you are in a territory outside Ireland.

26 April 2022

To participants in The BDWM Share Participation Scheme (the “**SPS**”)

Dear Participant

RECOMMENDED CASH ACQUISITION OF BREWIN DOLPHIN HOLDINGS PLC BY RBC WEALTH MANAGEMENT (JERSEY) HOLDINGS LIMITED, 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.

Introduction

As you know, Brewin Dolphin Holdings PLC (**Brewin Dolphin**) and RBC Wealth Management (Jersey) Holdings Limited (**Bidco**) announced on 31 March 2022 that they had reached agreement on the terms of a recommended cash offer pursuant to which Bidco will acquire the entire issued and to be issued ordinary share capital of Brewin Dolphin (the **Acquisition**). The Acquisition is to be effected by way of a Court-sanctioned scheme of arrangement (the **Scheme**).

The Scheme will require, among other things, the approval of Scheme Shareholders (of which you are one, indirectly, by way of your holding Company shares via the SPS), and the sanction of the Court.

The Company directors consider the Acquisition to be in the best interests of the Brewin Dolphin Shareholders and recommend that they decide to vote to approve the Scheme and vote to pass the Resolution at the General Meeting.

The details of the Scheme are set out in the scheme document relating to the Scheme (the “**Scheme Document**”), a copy of which is available at www.brewin.co.uk/RBCoffer. Words and expressions which are defined in the Scheme Document have the same meaning when used in this letter (the “**Letter**”) and the enclosed form of direction (the “**Form of Direction**”). You should read this Letter (including the attached Question and Answer Appendix) in conjunction with the Scheme Document

and the enclosed Form of Direction.

Purpose of this Letter

The purpose of this Letter is to explain the actions which you can direct the trustee of the SPS (the "Trustee") to take on your behalf in respect of the Brewin Dolphin Shares which it holds for you under the SPS (your "SPS Shares").

Details of the number of SPS Shares you hold are available via your online Mercer OneView account (www.merceroneview.ie).

The effect of the Scheme on your SPS Shares

As a participant in the SPS you are an indirect Brewin Dolphin Shareholder. Consequently, under the terms of the SPS, you are entitled to direct the Trustee to vote on the Scheme. To give a direction to the Trustee, you must complete the enclosed Form of Direction and return it to the Trustee in accordance with the instructions set out below (a pre-paid envelope is provided if returning by post).

If the Scheme becomes effective, under the terms of the Scheme you will receive 515p (converted into Euros at the prevailing exchange rate set out in the *Financial Times*) for each of your SPS Shares.

If the Scheme is not sanctioned by the Court, or for any other reason does not become effective your SPS Shares will remain in the SPS.

To vote in favour of (or against) the Scheme and the Resolution at the General Meeting

In order to vote, you must validly complete the enclosed Form of Direction and return a scanned copy of your completed Form of Direction by email to grainne.flannery@mercer.com. Please make sure you return a scan of both pages. Your Form of Direction should be returned as soon as possible but in any event so as to arrive **by 17.00pm BST on 12 May 2022**. Alternatively, you can return it by post (in the pre-paid envelope provided) to Share Schemes Administration Department, Mercer (Ireland) Limited, Charlotte House, Charlemont Street, Dublin 2 so as to arrive by **17.00pm BST on 12 May 2022**.

Although you may, if you wish, direct us as Trustee to vote your SPS Shares at the shareholder meetings to be held in relation to the Scheme, you are not obliged to do so.

Irish Taxation Consequences

A brief summary of the Irish tax implications of the Scheme becoming effective in relation to your SPS Shares is set out in the Questions and Answers Appendix to this Letter. **If you are in any doubt as to your personal tax position, you should consult an appropriate professional adviser without delay.**

If you are in any doubt as to what action to take or as to your tax position, you should consult an appropriate professional adviser duly authorised under either: (i) the European Union (Markets in Financial Instruments) Regulations 2017: or (ii) the Investment Intermediaries Act 1995 without delay.

Further information

If you have any queries in relation to this Letter or how to complete the Form of Direction you should contact Grainne Flannery at grainne.flannery@mercerc.com.

Yours faithfully

For and on behalf of Mercer (Ireland) Limited

NOTES:

- (a) The Form of Direction shall be deemed an integral part of this Letter.
- (b) Accidental omission to despatch this Letter to, or any failure to receive the same by, any person to whom this Letter should be sent, shall not invalidate the contents of this Letter in any way.
- (c) The treatment of Brewin Dolphin Shares in relation to the Scheme will be governed by the provisions of the Scheme Document.
- (d) All votes in respect of the Scheme as set out in this Letter will be irrevocable.
- (e) In the event of any conflict between this Letter and the Form of Direction and the rules of the SPS and the applicable legislation, the rules of the SPS and the applicable legislation take precedence.
- (f) The terms set out in this Letter and the Form of Direction shall be governed by and construed in accordance with English Law.

QUESTION AND ANSWER APPENDIX

This Appendix is intended as a general guide to the **Irish tax** implications of SPS Shares being sold to Bidco pursuant to the terms of the Scheme and assumes that you are resident and domiciled for tax purposes in Ireland only, at all material times. This Appendix is not a full description of all the circumstances in which a tax liability may arise. **If you are in any doubt as to your tax position or if you are subject to taxation in any jurisdiction other than in Ireland, you should consult an appropriate professional adviser without delay.**

1. Can I buy any more Brewin Dolphin Shares after the Scheme has been sanctioned by the Court (on a date expected to fall by the end of the third calendar quarter of 2022)?

No. Once the Scheme has received the sanction of the High Court, you will not be able to buy any more Brewin Dolphin Shares through the SPS.

2. Rather than receive the Acquisition Price of 515p per share, can I exchange my SPS Shares for shares in Bidco?

No, under the terms of the Scheme you will only be entitled to receive 515p in cash (converted into Euros at the prevailing exchange rate set out in the *Financial Times*) for each of your SPS Shares.

3. Will I be taxed if I sell my SPS Shares for cash as part of the Scheme?

If the Scheme becomes effective, your SPS Shares will be subject to the Scheme and you will receive 515p (converted into Euros at the prevailing exchange rate set out in the *Financial Times*) for each SPS Share you hold.

In terms of Irish taxation, the general rule is that where SPS Shares are disposed of as part of the Scheme, before the three year anniversary of the date on which they were appropriated to you, you will be liable to pay income tax at your marginal rate of income tax on the lesser of the market value of the SPS Shares at the date they were appropriated to you and the disposal proceeds (i.e. Acquisition Price of 515p per share). No Universal Social Charge (“**USC**”) or Pay-Related Social Insurance (“**PRSI**”) should arise, on the assumption that this was operated on the date the SPS Shares were appropriated to you. The letter of direction authorises the Trustee to (if required) transfer an amount in respect of any applicable taxes and charges to your employer in order for your employer to pay it over to the Irish Revenue Commissioners (“**Revenue**”).

It may be possible for Brewin Dolphin to apply for a concession from Revenue not to impose income tax where the following conditions are satisfied:

- under the terms of the reconstruction/transaction, the shares can only be exchanged for cash;
- the take-over company will continue the approved profit-sharing scheme;
- all of the cash is retained by the Trustee and is not passed to the participants; and
- the total sums are invested by the Trustee without delay in shares in the take-over company.

Brewin Dolphin will consider applying to Revenue to obtain this concession, only if all participants are in agreement. However, clearly, where the concession applies, there will be

no liquidity event for participants until after the third anniversary of the date of appropriation of the initial SPS Shares (or any relevant tranche thereof) has passed.

For any SPS Shares held by the Trustee for which the third anniversary of the date of appropriation has passed, no income tax will be payable.

In addition, capital gains tax (“**CGT**”) will be payable by you on the sale of your SPS Shares on the difference between the value of the SPS Shares at the date they were appropriated to you and the euro value of the Acquisition Price per share. The due date to file the capital gains tax return and pay any tax arising is 15 December, provided the sale occurs before 1 December, or 31 January where the sale occurs between 1-31 December.

Under the self-assessment regime, taxpayers are required to report all income (from all sources) and any chargeable gains to Revenue and to calculate and pay any taxes and charges arising therefrom.

The time limit for filing an annual tax return on-line and paying the balance of your tax (if any) for the 2022 tax year is 31 October 2023, subject to extension where both filing and payment are made on-line.

You should speak to your personal advisor to determine the exact Irish tax liability, if any, that may arise for you on the disposal of your SPS Shares for cash as part of the Scheme.

However, this position regarding income tax and CGT is subject to change and if it does we will be in contact to discuss this with you.

4. Who can I contact if I have any queries?

If you have any queries in relation to this Letter or how to complete the Form of Direction you should contact Grainne Flannery at grainne.flannery@mercer.com.