

**Annual Report and Accounts**

**For the Year Ending September 2001**



**Brewin Dolphin Holdings PLC**

## Brewin Dolphin Securities Group offices:

London

Edinburgh

Newcastle

Aberdeen

Birmingham

Bradford

Cardiff

Cheltenham

Dorchester

Dumfries

Dundee

Eastbourne

Glasgow

Guernsey

Halifax

Inverness

Jersey

Leeds

Leicester

Lincoln

Llandudno

Lymington

Manchester

Marlborough

Norwich

Orpington

Reigate

Scarborough

Taunton

Teesside

Wakefield

Stocktrade

## The Brewin Dolphin Group

- Total income £117 million (2000: £126 million)
- Pre-tax profit before goodwill amortisation £17.5 million (2000: £25.1 million)
- Earnings per share 6.1p (2000: 10.0p)\*
- Increased total dividend to 3.5p (2000: 3.25p) per share
- £16.5 billion total funds currently under management (2000: £17.0 billion) of which £4.6 billion is on a discretionary basis (2000: £4.5 billion)
- Continuing to attract new clients and quality teams of portfolio managers

\*Figures quoted prior to goodwill amortisation

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## Directors, Secretary And Officers

### Directors

Sir David Rowe-Ham, GBE, FCA\*  
John Peirs Hall  
Robin Alec Bayford FCA  
Professor Sir Frederick Holliday, CBE, DSc, FRSE\*  
William Nicholas Hood CBE\*  
Vikram Lall, CA  
Christopher David Legge  
Derek John Hunter McIntosh  
Nigel Sherlock  
Michael John Ross Williams

**Chairman**  
**Chief Executive**  
**Finance Director**  
**Senior Independent Director**

\*non-executive and members of the audit, nomination and remuneration committees

**Secretary** Leann Bowden, ACA

**Registered Office** 5 Giltspur Street  
London EC1A 9BD  
Telephone 020 7248 4400  
Registered in England number 2685806

**Web Sites** [www.brewindolphin.co.uk](http://www.brewindolphin.co.uk)  
[www.stocktrade.co.uk](http://www.stocktrade.co.uk)

### Officers

**Registrars**  
Lloyds TSB Registrars  
The Causeway  
Worthing  
West Sussex BN99 6DA

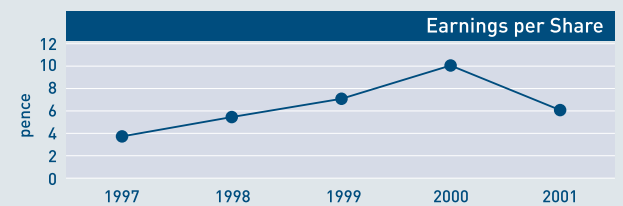
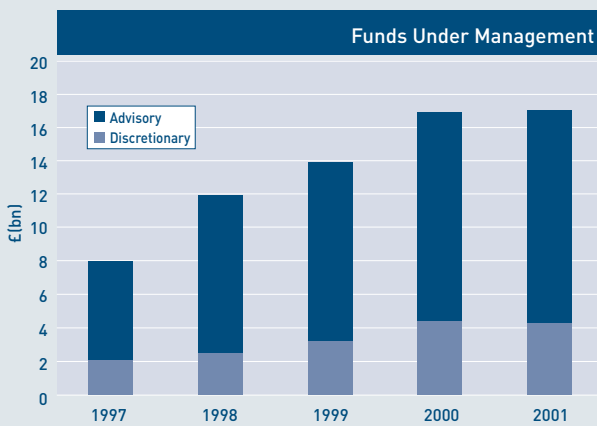
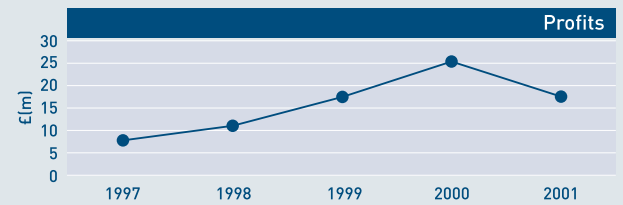
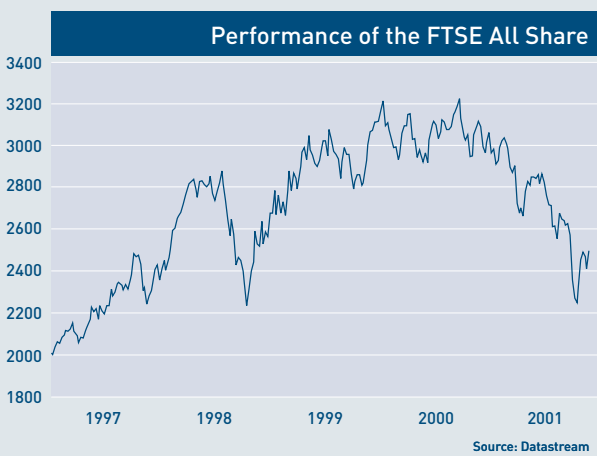
**Solicitors**  
SJ Berwin  
222 Grays Inn Road  
London WC1X 8HB

**Stockbrokers**  
HSBC Securities  
Vintners Place  
68 Upper Thames Street  
London EC4V 3BJ

**Auditors**  
KPMG Audit Plc  
8 Salisbury Square  
London EC4Y 8BB

**Principal Bankers**  
HSBC Financial Institutions  
HSBC Bank Plc  
Poultry & Princes Street  
London EC2P 2BX  
and  
Bank of Scotland  
Teviot House  
41 South Gyle Crescent  
Edinburgh EH12 9BF

## Five Year View



## Chairman's Statement

### Chairman's Statement

Much has occurred during the past 12 months which has affected the progress and prosperity of the financial sector and the savings industry. Against this background I am pleased to report pre-tax profits of £17.5 million\*, an increase of 8% in total dividend to 3.5p and sustained growth in our client base.

Our total income declined by 7% to £117 million with profit before tax and goodwill amortisation for the year ended September 2001 declining by 30% to £17.5 million. Fully diluted earnings per share on the same basis were 6.1p, 39% lower. Total funds under management are currently £16.5 billion, of which £4.6 billion are on a discretionary basis. The 3% net fall in funds under management from last year should be compared with a fall in the FTSE All Share Index of 16%. Over the past five years, total funds under management have increased by 100%.

Organic growth within the Group continues with Brewin Dolphin operating from 32 offices across the United Kingdom. Brewin Dolphin has been built into a major brand. During the year we have added 8,000 new clients and were joined by five new investment management teams. We continue to develop our institutional and corporate finance business and currently advise 153 smaller and medium sized quoted companies and investment trusts in the UK.

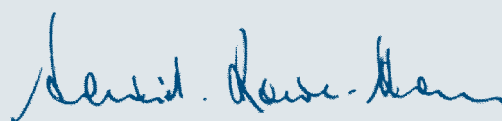
I thank my colleagues most warmly for their efforts and achievements on behalf of the firm and its clients in extremely testing market conditions.

The significantly expanded scope of the FSA's regulatory powers and its many new and immediate requirements have represented a major challenge and cost to the Savings Industry. These are added costs that will ultimately be borne by the consumer, investing public and shareholding base alike. Costs of regulation within

our own business are running some 75% higher than twelve months ago. These increases will have a disproportionate effect on the smaller participants in our sector and must lead to further consolidation.

The Directors are extremely pleased that Jamie Matheson, Ben Speke and Simon Still, all senior executives within the Group, have accepted our invitation to join the Board of the Holding Company at the date of the AGM. Derek McIntosh and Nigel Sherlock are retiring from the Board; we thank them for all their hard work and the enormous support which they have given in developing the Group. We look forward to their continued input.

After a period of severe volatility, markets appear to have stabilised albeit at lower levels than had been predicted a year ago. It is difficult to say when confidence will return but we have structured our business to operate profitably in current conditions. The strategy to grow discretionary and fee based business will underpin the quality of our earnings whilst allowing us to take full benefit of the market upturn when it occurs. At this stage it is too early to predict on the year ahead, however Brewin Dolphin with its many strengths views the future with confidence.



Sir David Rowe-Ham

\*Figures quoted prior to goodwill amortisation

## Chief Executive's Report

### Overview

The last 12 months have been an extremely volatile period for markets with prices tending downward for much of the time. After a good if brief start to the year, forecasts of imminent recession in the United States and the collapse of the TMT sector throughout the spring were followed by a quiet summer and ended with the tragic events on 11 September.

Against this background I am pleased to report to shareholders that the Group traded profitably in each quarter. This was largely due to the quality of our staff and breadth and depth of our services. In making a direct comparison with the results for 2000, one must bear in mind the record and unsustainable market volumes in that year.

As reported in the year ended 30 September 2001, total income was £117 million, a decrease of just 7%. However, included in this figure is a full year's contribution from Hill Osborne together with other small acquisitions, so on a like for like basis the reduction would be 16%. Profit before tax but excluding goodwill amortisation was £17.5 million against £25.1 million last year, a decrease of 30%. Earnings per share calculated on the same basis were 6.1p against 10.0p, which represents a decrease of 39%. Goodwill amortisation this year amounted to £2.8 million.

During the year we continued our practice of making two dividend payments, in April and October, totalling 3.5p per share against the equivalent of 3.25p the previous year. We intend to announce the proposed interim payment for April 2002, at our AGM on 27 February 2002.

Total income can be broken down as follows:

	2001 £m	2000 £m
Portfolio management and stockbroking		
– Discretionary portfolio management	<b>34.5</b>	35.2
– Advisory portfolio management	<b>59.9</b>	59.1
Stocktrade	<b>9.5</b>	12.2
Corporate finance and institutional broking	<b>13.2</b>	19.5

Organic growth remains central to the Group's business development. In addition we are continuing to hold discussions with a number of external portfolio managers and their teams with a view to them joining the company and do not discount the possibility of opening further branches. Hill Osborne, our last significant acquisition which completed in August 2000, is now successfully integrated within the Group, making a good contribution to earnings over the past 12 months as did the new branch in Taunton which only opened in October 2000. During the year five new teams joined us, with a further team joining us in Glasgow since the year end.

### Portfolio Management and Stockbroking

We have further developed the Brewin Dolphin brand, which is now becoming widely known as the largest independent portfolio manager in the United Kingdom both by number of clients and funds under management. During the year, we gained approximately 8,000 new portfolio clients. Total funds under management at the end of November 2001 were £16.5 billion, of which £4.6 billion were on a fully discretionary basis. Within these figures PEPs and ISAs accounted for £1.3 billion.

We have an extremely loyal client base, which continues to grow at an average of over 150 per week. We are broadening the scope of the financial services division to provide further services to our clients. In the last fiscal year, we attracted a record £115 million of new money into ISAs.



## Chief Executive's Report

New services have been introduced to enable clients and their financial advisers to access portfolios online and development of our online capability has made substantial progress during the year. The ability to provide online services has become a key marketing strength especially to personal financial advisers and solicitors who introduce new clients to us. Approximately one third of our new business comes to us from referrals of this nature.

Brewin Dolphin continues to attract quality investment managers and advisers. During the year we significantly expanded our Birmingham office where two new teams joined us. We also acquired additional teams in London, Leeds and Manchester. Since the year-end a team has joined the Group in Glasgow. We are delighted to welcome all our new colleagues and look forward to their contribution in the coming years.

Having increased our resources to handle last year's exceptional market volumes, we have implemented a number of cost reduction and rationalisation measures. A number of system improvements have also been implemented. This has enhanced overall operating efficiency and should result in annual cost savings of £6 million. The drive to reduce costs and improve efficiency continues but in no way will we impair our ability to capitalise upon the market recovery whenever it may occur.

### Stocktrade

Following the success of measures taken as early as January to counter the downturn in on-line and execution only trading volumes, Stocktrade achieved profitability at an operational level in the second half of the year which is a remarkable achievement given the market conditions.

Stocktrade maintains its excellent reputation and ability to attract clients. During the year Stocktrade provided employee share trading services (AESOPs) to 21 FTSE 100 companies. Twelve leading fund managers have adopted Stocktrade for share exchanges, including

Henderson Global Investors, Scottish Widows and JPMorgan Fleming Asset Management.

### Corporate Finance and Institutional Broking

Our corporate finance and broking department has had a strong year raising over £270 million total equity. We also sponsored several VCT flotations which raised £94 million in total. This business operates from offices in Birmingham, Edinburgh, Glasgow, Leeds and Manchester and provides a full corporate broking service in conjunction with the institutional sales and research teams based in Glasgow and Newcastle. Brewin Dolphin is one of the leading smaller companies specialists in the United Kingdom and advises 153 quoted companies. By combining corporate finance, institutional sales and research skills we are able to provide a seamless, comprehensive service to our clients.

Since its inception, we have accumulated considerable experience in the AIM market, which was designed for young and smaller companies. We are actively involved in the campaign against the proposed EU Prospectus Directive which we believe would add significantly to costs for these smaller quoted companies if implemented.

Overall it has been a difficult period during which to manage portfolios and advise our clients. The rate at which new clients and indeed client executives have been joining us is very heartening but most of all it is the great loyalty and support of our existing clients that is most encouraging and I do thank them. Also my thanks and appreciation goes to all our staff for their hard work over the year.



**John Hall**

4 December 2001

## Directors' Report

The directors present their report and the audited accounts for the 52 week period ended 30 September 2001.

### Principal Activity

The principal activity of the Group is that of a private client fund manager and stockbroker. The principal activity of the Company is that of a holding company.

### Review of the Business

The business is reviewed in the Chief Executive's Report on page 6.

### Results and Dividend

The results of the Group are set out in detail on page 17. The Group paid two interim dividends during the year, see note 9 to the accounts. It is the directors' intention to maintain a similar dividend pattern in the year 2001/2002. No final dividend will be declared. This policy is to be approved at the Annual General Meeting.

### Share Capital

Movements in the Company's share capital are set out in note 20 to the accounts.

### Directors

The directors are listed on page 3 and served throughout the year. Biographies of the directors are given on page 41.

### Directors' Interests in Shares and Substantial Shareholdings

The interests of the directors in the shares of the Company are set out on page 40, as are the interests of substantial shareholders.

### Political and Charitable Donations

The Group made no political donations during the period. Charitable donations of £44,910 (2000 £50,761) were made.

### Employees

The average number of persons, including directors, employed by the Group and their remuneration, are set out in note 4 to the accounts.

### Employment Policies

Employees are encouraged to identify with, and to become involved with the financial performance of the Group and service to clients by extensive profit sharing and bonus arrangements. In addition, the employees own 34% of the Group, and, if the maximum number of shares which could be earned under deferred purchase agreements and options were issued, employees would in total own 50% of the Group.

Employees are kept informed of key issues affecting them by E-mail and quarterly Group meetings around the country, which include question and answer sessions. Management accounts are widely distributed and there are annual staff assessments.

It is the policy of the Group to give fair and full consideration to applications for employment from disabled people. For the purposes of training, career development and promotion, disabled employees are treated in the same way as other employees.

### Creditor Payment Policy

It is the Group's policy to settle all of its trading transactions on the agreed settlement date; this policy extends to other trade creditors, being 30 days. On average, creditors are paid within ten days.

### Environmental and Ethical Matters

The Group makes every effort to reduce its environmental footprint. It has reduced the use of paper by encouraging electronic communication both to and from its clients by the use of the internet and internally by the widespread use of intranet. While the Group's overall investment policy is solely concerned to obtain

## Directors' Report

the best return for clients, it is our policy to construct portfolios which take into account the personal preferences of our clients in relation to ethical and environmental matters.

We have a specialist Ethical Investment Service. In providing this service we have enlisted the help of EIRIS, who since 1983 have been helping investors choose shares on ethical grounds.

### There are three levels of service provided:

- **Ethical Collection** – a fund-based approach for investors wishing to spread their risk. In this service the principal investments are unit or investment trusts investing in ethical companies. The emphasis of each may be different and the service is designed to provide an indication of the thrust of the principal investments available and their respective historic performance. This is a discretionary service option.
- **Ethical Emphasis** – a facility for investors wishing to avoid the negative criteria, or even encourage the positive ethical contribution, of a particular sector or invest within their broader investment portfolio, without necessarily impacting on all of their investments – an ethical “pick and mix”. In this service we have established a number of benchmark criteria for measuring the positive or negative ethical impact of specific sectors, thereby creating a “black” or “white” list for the purposes of investment selection. This service can either be run on a discretionary or advisory basis.
- **Ethical Concentration** – a customised, in-depth service for clients with detailed ethical requirements and whose portfolios need to be constructed or screened with reference to specific and detailed ethical criteria. In this instance an in-depth questionnaire is completed by the client

at the outset. As implied, this service allows individual clients to effectively set their own ethical criteria, to which the fund manager will always refer when selecting the individual investments in the clients' portfolio. This option is only available as a discretionary service.

### Auditors

Our auditors, KPMG Audit Plc, have indicated their willingness to be re-elected. Accordingly, a resolution is to be proposed at the Annual General Meeting for the appointment of KPMG Audit Plc as auditors of the Company.

By order of the Board

### Leann Bowden

Secretary  
4 December 2001

## Corporate Governance

The Directors are committed to a high standard of corporate governance and to compliance with the best practice provisions of the Combined Code on corporate governance introduced by the London Stock Exchange in June 1998.

### The Board

The Board currently has ten members, comprising seven executive directors and three non-executive directors including the Chairman. There is a clear division of responsibility between the Chairman and the Chief Executive, which ensures that there is a balance of power and authority. All the non-executive directors are regarded as independent. Biographies of all the directors are presented on page 41. The biographies include the three new individuals who are standing for election to the Board at the Annual General Meeting.

The Board met nine times during the course of the year. New directors receive an appropriate briefing when they first join the Board. Executive members of the board have to date been appointed from within the Group and have served on subsidiary boards prior to appointment.

The Board has three standing committees: the Nominations Committee, the Audit Committee and the Remuneration Committee. These committees have written terms of reference, which have been reviewed during the year and approved by the board. The non-executive directors are the members of all the committees. The Chief Executive, by invitation, attends the Nomination Committee and Remuneration Committee for part of their deliberations. The Finance Director and Compliance Officer/Company Secretary similarly attend part of the Audit Committee. The chairman of the Audit Committee and Nomination Committee is Sir David Rowe-Ham; Sir Fred Holliday is chairman of the Remuneration Committee.

The Board undertakes a full review of all aspects of the Group's business, identifies the main risks to the

business, and identifies the key controls to counter these risks. Day to day review and monitoring has been delegated to the Risk and Controls Committee of Brewin Dolphin Securities Limited (BDS), which consists of the Group's Chief Executive, the Finance Director, the Company Secretary/BDS Compliance Director, the Group's Chief Operating Officer, the BDS Operations Director and the BDS Controls Director. This committee meets fortnightly and reports are made to the main Board at each of its meetings.

In addition to normal internal audit and compliance department reviews, our business is subject to inspections by the Financial Services Authority. The results of these visits are reported to the Board and any recommendations made are welcomed and necessary action taken.

### Relationship with Shareholders

The Company places a great deal of importance on communication with shareholders and aims to keep shareholders informed by regular communication. We keep our web site up to date covering all corporate activity. Half-yearly reports written on the Group by Equity Development Limited are available to all shareholders on the Web at [www.equity-development.co.uk](http://www.equity-development.co.uk). The Company welcomes all shareholders to our AGM with the opportunity to ask questions formally at the meeting, or more informally afterwards. The Group's policy is to announce the number of proxy votes cast on resolutions at the AGM.

### Internal Control

The Directors are responsible for the system of internal control established by the Group, reviewing its effectiveness and reporting to the shareholders that they have done so. They report as follows:-

i) There is an ongoing process for identifying, evaluating and managing the significant risks faced by the Group as outlined above. This has been in place for

## Corporate Governance

the year under review and up to the date of approval of the annual report and accounts, it is regularly reviewed by the Board and accords with the guidance in the Combined Code. Any system of internal control can provide only reasonable, and not absolute, assurance against material misstatement or loss.

ii) Financial results, key operating statistics and controls are reported to the board monthly, and variances are followed up vigorously. Monthly reports are received from the compliance and internal audit functions, which are represented at the Board by the Company Secretary.

iii) The Directors have reviewed the Group's system of internal controls and compliance monitoring and believe that these provide assurance that problems have been identified on a timely basis and dealt with appropriately during the year under review and up to the date of approval of the annual report and accounts.

### **Compliance with the Code**

The Directors consider that they have complied with the provisions set out in section one of the Combined Code throughout the year, save that the number of non-executive directors is less than one third of the board. The Board considers that for the size of the Group three non-executive directors is an adequate number.

### **Going Concern**

After making enquiries, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. For this reason, they continue to adopt the going concern basis.

## Remuneration Committee

The members of the Remuneration Committee are:-

Professor Sir Fred Holliday, CBE, DSc, FRSE (Chairman)  
Sir David Rowe-Ham, GBE, FCA  
William Nicholas Hood CBE

### Policy on remuneration of executive directors and senior executives

The Group operates under the concept that while all executives should have a basic salary, a substantial proportion of income in an average year should come from profit share, so that the interest of shareholders and executives in sustained increasing profits are closely aligned and risks and rewards are shared.

Staff participate in a discretionary bonus which is progressively geared, and depending on profit levels can be between 20% and 45% of profit on the margin. Exceptional items are normally excluded from profit for profit share purposes.

The executive directors are remunerated within the above policy and with reference to the remuneration of other senior executives within the Group. The Remuneration Committee has to approve any change to profit share schemes throughout the Group. In addition, it reviews the basic salaries of the executive directors together with their profit participation, based on a number of factors including work undertaken and comparable salaries in similar companies.

The above policy gives downside protection to shareholders in that taking into account normal levels of profit a large proportion of any reduction in profitability is borne by staff and directors by way of reduced incentive payments.

The 30% overall decrease in directors' remuneration in 2001 reflects the incidence of this policy, and is in line with the fall in profit before taxation and goodwill amortisation. No profit share was paid to those directors whose remuneration package is related to the Group's earnings.

All executive directors have six-month contracts of employment. Non-executive directors have three-year letters of appointment, which expire in 2003 and 2004.

Directors' remuneration is set out below:-

	Salary and fees £000's	Benefits in kind £000's	Profit share and bonus taken as		Total £000's	Basic pension contributions £000's	Total 2001 £000's	Total 2000 £000's
			Salary £000's	Pension contributions £000's				
<b>Executives</b>								
J.P. Hall	146	1	–	–	147	31	178	401
R.A. Bayford	94	1	–	–	95	21	116	258
C.D. Legge	107	7	88	33	235	39	274	249
D.J.H. McIntosh	83	1	–	–	84	15	99	200
V. Lall	87	1	88	66	242	18	260	277
N. Sherlock	102	6	–	–	108	14	122	181
M.J.R. Williams	97	1	86	33	217	23	240	310

## Remuneration Committee

	Salary and fees £000's	Benefits in kind £000's	Profit share and bonus taken as		Total £000's	Basic pension contributions £000's	Total 2001 £000's	Total 2000 £000's
			Salary £000's	Pension contributions £000's				
<b>Non-Executives</b>								
Sir David Rowe-Ham	54	–	–	–	54	–	54	48
Sir Fred Holliday	26	–	–	–	26	–	26	25
Nick Hood (Appointed April 2000)	26	–	–	–	26	–	26	10
Sir Peter Thompson (Retired February 2000)	–	–	–	–	–	–	–	10
<b>Total 2001</b>	<b>822</b>	<b>18</b>	<b>262</b>	<b>132</b>	<b>1,234</b>	<b>161</b>	<b>1,395</b>	<b>1,969</b>
Total 2000	775	16	687	357	1,835	134	1,969	

Executive directors' main pension entitlement is via a defined contribution scheme. The following directors were also in the Brewin Dolphin Securities Limited Staff Scheme up to the National Insurance upper earnings limit, their entitlement under the scheme being as follows:-

	Company contributions		Company element of transfer value	
	2001 52 weeks £000's	2000 53 weeks £000's	2001 52 weeks £000's	2000 53 weeks £000's
J.P. Hall	3	3	50	44
R.A. Bayford	3	3	6	4
C.D. Legge	3	3	41	42
D.J.H. McIntosh	3	3	28	28
V. Lall	3	3	22	29
M.J.R. Williams	3	3	31	37

### Long term incentives and share options

It is a fundamental belief that all major business originators should have the opportunity to have a significant stake, for them as individuals, in the Group. To encourage this, in addition to the Group's approved share option scheme, a limited loan scheme was introduced for people who have not been able to participate in the original purchases of Brewin Dolphin, Bell Lawrie White, Wise Speke or other business acquisitions.

As indicated last year, the Group has extended this scheme in 2001. A new LTIP was introduced in June 2001 involving purchasing £2.3 million of shares in the Company at 134p a share by way of five to ten year loans. At the end of the five to ten year period a sum equal to the value of the loan will be paid as a bonus, subject to targets being met, enabling approximately 60% of the loan to be repaid after taking into account taxation. The loans will be amortised through the profit and loss account over the

## Remuneration Committee

five to ten year period. The loans are secured on the shares and are immediately repayable in full if employees leave the Group to obtain employment elsewhere.

In addition to these loans, a further £324,000 interest paying loans were made, secured on shares in the Company, to enable executives to take up their options rather than being forced to sell for tax reasons.

In the case of the Wise Speke acquisition, the first deferred consideration scheme concluded satisfactorily with the whole £3 million reward being earned in shares and cash. After tax and national insurance £2 million shares were issued, £192,000 being funded by interest free loans to pay for the taxation element. The result of the second deferred scheme involving up to £8 million in shares less employers national insurance will be known in 2002.

In 1998 the Group introduced an employee share save scheme which so far has had two issues.

Currently outstanding options represent 5% of the Group's share capital with a further 1% have been exercised since flotation in 1994.

To date Directors have been excluded from these schemes other than the share save scheme. It is now nine years since the Group floated and new executives are now being appointed. It is therefore proposed to introduce an incentive scheme that includes directors and a limited number of senior executives. This scheme will involve demanding performance criteria and the requirement that the executives included in the scheme subscribe for a like number of shares at current market value. The maximum number of shares that can be issued under this scheme will be limited to 5% of the Group's share capital. Details of this scheme are set out in the attached letter from the Chairman and are subject to shareholder approval.

### **Companies used for comparison**

In assessing all aspects of pay and benefits, the Remuneration Committee compares packages offered by similar financial service companies. These companies are chosen having regard to:-

- i. The size of the company – its turnover and numbers of employees;
- ii. Its growth pattern.

### **Policy on external appointments**

The Group encourages external appointments at senior level. Directors' fees arising from external appointments are either paid to the Group or taken into account in assessing the overall executive's remuneration package.

### **Group policy on contracts of service**

All senior executives within the Group have substantially identical six-month rolling contracts. The normal retirement age within the Group is 65 for senior executives.

### **Group pension policy regarding senior executives**

The Group excludes senior executives from the Group's final salary scheme, save for a small basic sum. Senior executives are responsible for their own pensions as part of their overall remuneration package. They can join the senior staff pension scheme, which is a defined contribution scheme, or take out personal pensions.

Life assurance cover of six times an executive's total remuneration package, excluding profit participation, is provided to senior executives.

### **Non-executive directors' remuneration**

The Board determines the level of non-executive fees and other remuneration.



## Statement of Directors' Responsibilities

Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Company and the Group and of the profit or loss for that period. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to material departures disclosed and explained in the Financial Statements; and

- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group will continue in business.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company and the Group and to enable them to ensure that the financial statements comply with the Companies Act 1985. They have general responsibility for taking such steps that are reasonably open to them to safeguard the assets of the Group and to prevent and detect fraud and other irregularities.

# Independent Auditors' Report

## To The Members Of Brewin Dolphin Holdings PLC

We have audited the financial statements on pages 17 to 38.

### Respective responsibilities of directors and auditors

The directors are responsible for preparing the Annual Report. As described on page 15, this includes responsibility for preparing the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board, the Listing Rules of the Financial Services Authority, and by our profession's ethical guidance.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the directors' report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law or the Listing Rules regarding directors' remuneration and transactions with the group is not disclosed.

We review whether the statement on pages 10 and 11 reflects the company's compliance with the seven provisions of the Combined Code specified for our review by the Listing Rules, and we report if it does not. We are not required to consider whether the board's statements on internal control cover all risks and controls, or form an opinion of the effectiveness of the group's corporate governance procedures or its risk and control procedures.

We read the other information contained in the Annual Report, including the corporate governance statement, and consider whether it is consistent with the audited

financial statements. We consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements.

### Basis of audit opinion

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the group's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

### Opinion

In our opinion the financial statements give a true and fair view of the state of affairs of the company and the group as at 30 September 2001 and of the profit of the group for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

### KPMG Audit Plc

Chartered Accountants  
Registered Auditor

4 December 2001

## Consolidated Profit and Loss Account

for the 52 weeks ended 30 September 2001 (2000 53 weeks to 30 September)

	Note	2001 52 weeks Continuing operations Acquisitions £000's	2000 53 Weeks Continuing operations £000's
Turnover	1	109,652	122,083
Other operating income	2	5,551	3,893
<b>Total Income</b>	3	<b>115,203</b>	<b>125,976</b>
Staff costs	4	(54,625)	(55,439)
Other operating costs		(49,274)	(49,609)
		<b>(103,899)</b>	<b>(105,048)</b>
<b>Operating Profit</b>		<b>11,304</b>	<b>20,928</b>
Other interest receivable and similar income			3,888
Interest payable and similar charges	5		(607)
<b>Profit on ordinary activities before goodwill amortisation</b>			<b>17,501</b>
Goodwill amortisation			(2,775)
<b>Profit on ordinary activities before taxation</b>	3&6		<b>14,726</b>
Tax on profit on ordinary activities	7		(5,599)
<b>Profit on ordinary activities after taxation</b>	8		<b>9,127</b>
Equity dividends	9		(6,354)
<b>Retained profit for the period</b>			<b>2,773</b>
<b>Earnings per share</b>			
Basic	10		5.0p
Diluted	10		4.7p
Excluding goodwill amortisation			
Basic	10		6.6p
Diluted	10		6.1p

The notes on pages 22 to 38 form an integral part of these accounts.

## Consolidated Statement of Total Recognised Gains and Losses

for the 52 week period ended 30 September 2001 (2000 53 week period ended 30 September)

	Note	2001 52 weeks £000's	2000 53 weeks £000's
Profit for the period		<b>9,127</b>	16,798
Revaluation of London Stock Exchange shares	13	<b>209</b>	5,875
Deferred tax on revaluation		<b>(63)</b>	(1,763)
Total recognised gains for the period		<b><u>9,273</u></b>	<u>20,910</u>

The notes on pages 22 to 38 form an integral part of these accounts.

# Consolidated Balance Sheet

as at 30 September

	Note	2001 £000's	2000 £000's
<b>Fixed Assets</b>			
Intangible assets	11	51,840	49,864
Tangible assets	12	13,998	11,335
Investments	13	6,354	6,145
		<u>72,192</u>	<u>67,344</u>
<b>Current assets</b>			
Investments	14	649	645
Debtors	15	165,035	308,532
Cash at bank and in hand	16	41,545	52,345
		<u>207,229</u>	<u>361,522</u>
<b>Creditors: amounts falling due within one year</b>	17	<u>(180,380)</u>	<u>(334,677)</u>
<b>Net current assets</b>		<u>26,849</u>	<u>26,845</u>
<b>Total assets less current liabilities</b>		<u>99,041</u>	<u>94,189</u>
<b>Creditors: amounts falling due after more than one year</b>	18	-	(1,038)
<b>Provisions for liabilities and charges</b>	19	<u>(1,485)</u>	<u>(2,628)</u>
		<u>97,556</u>	<u>90,523</u>
<b>Capital and reserves</b>			
Called up share capital	20	1,837	1,790
Shares to be issued including premium	22	24,757	25,621
Share premium account	22	71,462	67,826
Merger reserve	22	1,504	-
Revaluation reserve	22	4,259	4,113
Profit and loss account	22	(6,263)	(8,827)
<b>Equity shareholders' funds</b>	22	<u>97,556</u>	<u>90,523</u>

Approved by the board of directors on 4 December 2001 and signed on its behalf by:-

J.P.Hall

Directors

R.A.Bayford

The notes on pages 22 to 38 form an integral part of these accounts.

## Company Balance Sheet

as at 30 September

	Note	2001 £000's	2000 £000's
<b>Fixed Assets</b>			
Tangible assets	12	-	98
Investments	13	<b>124,690</b>	125,975
		<b>124,690</b>	126,073
<b>Current assets</b>			
Debtors	15	<b>962</b>	854
Cash at bank and in hand		<b>304</b>	7
		<b>1,266</b>	861
<b>Creditors: amounts falling due within one year</b>	17	<b>(14,788)</b>	(14,704)
<b>Net Current Liabilities</b>		<b>(13,522)</b>	(13,843)
<b>Total assets less current liabilities</b>		<b>111,168</b>	112,230
<b>Creditors: amounts falling due after more than one year</b>	18	-	(4,940)
		<b>111,168</b>	107,290
<b>Capital and reserves</b>			
Called up share capital	20	<b>1,837</b>	1,790
Shares to be issued including premium	22	<b>24,757</b>	25,621
Share premium account	22	<b>71,462</b>	67,826
Merger reserve	22	<b>1,789</b>	285
Profit and loss account	22	<b>11,323</b>	11,768
<b>Equity shareholders' funds</b>	22	<b>111,168</b>	107,290

Approved by the board of directors on 4 December 2001 and signed on its behalf by:-

**J.P.Hall**

**Directors**

**R.A.Bayford**

The notes on pages 22 to 38 form an integral part of these accounts.

# Consolidated Cash Flow Statement

for the 52 weeks ended 30 September 2001 (2000 53 weeks to 30 September)

	Note	2001 52 weeks £000's	2000 53 weeks £000's	
Cash flow from operating activities (see below)		7,151	25,452	
Return on investments and servicing of finance	3	2,971	3,281	
Taxation		(6,243)	(6,295)	
Capital expenditure	12	(7,609)	(5,902)	
Acquisitions and disposals net	11	(1,586)	(2,959)	
Equity dividends paid	9	(5,836)	(4,908)	
<b>Cash (outflow)/inflow before financing</b>		<b>(11,152)</b>	<b>8,669</b>	
Financing (see below)		698	(685)	
<b>(Decrease)/increase in cash in the period</b>		<b>(10,454)</b>	<b>7,984</b>	
<b>Notes to the cash flow statement</b>				
<b>Reconciliation of operating profit to operating cash flow</b>				
Operating profit		11,755	20,928	
Depreciation and amortisation		7,625	4,319	
Profit share paid in shares to be issued		-	500	
Loss on sale of fixed assets and lease finance		96	193	
Increase in investments		(4)	(242)	
Decrease/(increase) in debtors		143,497	(13,929)	
(Decrease)/increase in trade creditors		(150,819)	890	
(Decrease)/increase in other creditors		(4,999)	12,793	
<b>Net cash inflow from operating activities</b>		<b>7,151</b>	<b>25,452</b>	
<b>Financing</b>				
Issue of shares		794	27	
Repayment of finance leases		(96)	(712)	
		698	(685)	
<b>Reconciliation of net cash flow to movement in net funds</b>				
(Decrease)/increase in cash in the period		(10,454)	7,984	
Cash movement from change in lease financing		96	234	
Change in net funds resulting from cash flows		(10,358)	8,218	
Client cash arising as part of acquisitions		-	2,499	
Net funds at start of period		51,100	40,383	
Net funds at end of period		40,742	51,100	
<b>Analysis of net funds</b>				
		2001 £000's	Cash flow £000's	2000 £000's
Cash		41,545	(10,800)	52,345
Overdraft		(803)	346	(1,149)
Finance lease		-	96	(96)
	27	40,742	(10,358)	51,100

The notes on pages 22 to 38 form an integral part of these accounts.

## Notes to the Accounts

### 1. Accounting Policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the Group's financial statements.

#### (a) Basis of preparation

The financial statements have been prepared in accordance with applicable accounting standards and under historical cost accounting rules, modified to include the revaluation of certain fixed assets. The adoption of FRS 18 "Accounting policies" has had no effect on the results or financial position of the Group.

#### (b) Basis of consolidation

The Group accounts consolidate the accounts of Brewin Dolphin Holdings PLC and all its subsidiary undertakings.

The acquisition method of accounting has been adopted. Under this method, the results of subsidiary undertakings acquired during the period are included in the consolidated profit and loss account from the date of acquisition to the date of disposal.

In the Company's accounts, investments in subsidiary undertakings are stated at cost. Dividends received and receivable are credited to the profit and loss account to the extent that they represent a realised profit for the Company.

In accordance with Section 230(4) of the Companies Act 1985 Brewin Dolphin Holdings PLC has taken advantage of the legal dispensation not to present its own profit and loss account. The amount of the profit for the financial period dealt with in the financial statements of the Company is disclosed in note 8 to the accounts.

#### (c) Transaction date accounting

All securities transactions entered into on behalf of clients are recorded in the accounts on the date of the transaction.

#### (d) Turnover

Turnover comprises gross commission, management fees and other income, excluding VAT, receivable in respect of the period. Non recurring fees which are payable on a contingency basis are taken to revenue only when the relevant transaction is completed and a fee agreed.

#### (e) Foreign currencies

Foreign currency monetary assets and liabilities have been translated into sterling at the exchange rates ruling at the balance sheet date. Transactions during the period have been converted into sterling at the rates ruling at the time the transactions were executed. All exchange differences are reflected in the profit and loss account.

#### (f) Depreciation of tangible fixed assets

Depreciation has been provided on the basis of equal annual installments to write off the cost less estimated residual values of tangible fixed assets over their estimated useful lives as follows:

Motor vehicles	4 years
Computer equipment	4 years
Office equipment	4 to 10 years
Leasehold improvements	Over life of lease.



## Notes to the Accounts

### 1. Accounting Policies (continued)

#### (g) Investments

Investments held as fixed assets are stated at cost, save where there is a quoted market value where market value is applied. Any surplus over cost is taken to revaluation reserve less an appropriate provision for deferred taxation.

Current asset listed investments are stated at the lower of cost and market value and unlisted investments at the lower of cost and directors' valuation; in establishing market value account is taken of size and marketability.

#### (h) Goodwill

Purchased goodwill arising on business combinations in respect of acquisitions before 30 September 1998 was written off to reserves in the year of acquisition. Purchased goodwill (representing the excess of the fair value of the consideration over the fair value of the separable net asset acquired) since then has been capitalised. Goodwill is amortised to nil by equal annual installments over its estimated useful life not exceeding 20 years, subject to impairment. The useful life of goodwill is normally 20 years.

The above policies are in accordance with FRS10 "Goodwill and intangible assets" and FRS11 "Impairment of Fixed assets and Goodwill"

#### (i) Leases

Annual rentals on operating leases are charged to the profit and loss account on a straight line basis over the lease term. Finance leases, where substantially all the risks and rewards of ownership of an asset rest with the Group, are capitalised and an appropriate interest and depreciation charge made.

#### (j) Pensions

The Group operates two types of pension scheme. The majority of senior employees are in a defined contribution pension scheme; the majority of other employees are in a pension scheme providing benefits based on final pensionable pay. The amount charged against profits represents premiums payable to the scheme in respect of the year.

In the case of the defined benefit scheme payments are calculated so as to spread the cost over employees' working lives within the Group.

The transitional arrangements of FRS 17 "Retirement Benefits" require certain additional disclosures to be given which are shown in note 25. There is no effect on the results or financial position of the Group, as the transitional provisions only require additional disclosures to be made.

#### (k) Deferred taxation

Full provision is made for deferred taxation in respect of tax timing differences likely to crystallise in the foreseeable future.

#### (l) Netting of balances

Amounts due to and from Counterparties due to settle on balance are shown net. Amounts due to and from Counterparties due to settle against delivery of stock are shown gross. Clients' money is segregated and held in clients' money bank accounts and is netted against the corresponding liability to clients and other Counterparties.

## Notes to the Accounts

### 1. Accounting Policies (continued)

#### (m) Margin income

Interest receivable and payable on client free money balances is netted and included under the heading other operating income.

### 2. Other Operating Income

	<b>2001</b>	2000
	<b>52 weeks</b>	53 weeks
	<b>£000's</b>	£000's
Interest receivable on clients' free money	<b>29,605</b>	23,524
Interest payable on clients' free money	<b>(24,029)</b>	(19,631)
	<b>5,576</b>	3,893

### 3. Total Income and Profit before Tax

	<b>2001</b>		2000	
	<b>52 weeks</b>		53 weeks	
	<b>Total</b>	<b>Profit</b>	Total	Profit
	<b>income</b>	<b>before</b>	income	before
	<b>£000's</b>	<b>taxation</b>	£000's	taxation
	<b>£000's</b>	<b>£000's</b>	£000's	£000's
Discretionary portfolio management	<b>34,514</b>	<b>6,473</b>	35,216	7,159
Advisory portfolio management	<b>59,894</b>	<b>5,012</b>	59,080	7,884
Stocktrade	<b>9,518</b>	<b>(1,872)</b>	12,195	(256)
Corporate finance and Institutional	<b>13,241</b>	<b>4,917</b>	19,485	7,069
OPERATING PROFIT BEFORE GOODWILL AMORTISATION		<b>14,530</b>		21,856
Interest net		<b>2,971</b>		3,281
PROFIT BEFORE TAX AND GOODWILL AMORTISATION		<b>17,501</b>		25,137
Goodwill amortisation		<b>(2,775)</b>		(928)
	<b>117,167</b>	<b>14,726</b>	125,976	24,209

In the 2000 financial statements the Group's institutional business was included within "Advisory portfolio management and other". The Directors now consider that the Institutional business is more closely aligned to the Corporate finance business segment and have aggregated the Institutional business with the Corporate finance business and restated the 2000 comparatives accordingly.

## Notes to the Accounts

### 4. Directors, Employees and Related Party Transactions

	<b>2001</b>	2000
	<b>52 weeks</b>	53 weeks
	<b>No.</b>	No.
The average number of persons, including directors, employed by the Group	<b>1,430</b>	1,222
	<b>£000's</b>	£000's
The aggregate payroll costs were as follows:		
Wages and salaries	<b>47,548</b>	47,289
Social security costs	<b>3,101</b>	2,823
Other pension costs	<b>4,750</b>	5,327
	<b>55,399</b>	55,439
The above figures include payments under staff bonus and profit share schemes of:-	<b>8,529</b>	17,646

Details of directors' emoluments and pensions are shown on page 13 as part of the Remuneration Report. Details of share options are shown on page 40.

The directors undertake transactions in stocks and shares in the ordinary course of the Group's business for their own accounts. The transactions were not material to the Group in the context of its operations. £Nil was outstanding at 30 September 2001 (2000 £Nil). There were no other material contracts between the Group and the directors.

There were no related party transactions.

### 5. Interest Payable and Similar Charges

	<b>2001</b>	2000
	<b>52 weeks</b>	53 weeks
	<b>£000's</b>	£000's
Bank overdrafts	<b>293</b>	590
Other interest payable	<b>5</b>	17
	<b>298</b>	607

## Notes to the Accounts

	<b>2001</b>	2000
	<b>52 weeks</b>	53 weeks
	<b>£000's</b>	£000's
<b>6. Profit on Ordinary Activities before Taxation</b>		
Profit on ordinary activities before taxation is stated after charging:		
Auditors' remuneration		
Audit fees	<b>205</b>	279
Amounts paid in respect of non audit services	<b>347</b>	238
Company audit fee	<b>5</b>	4
Charges under operating leases:		
Land and buildings	<b>2,479</b>	2,032
Hire of equipment	<b>787</b>	750
Depreciation on tangible fixed assets		
Owned	<b>4,841</b>	3,351
Leased	<b>9</b>	40
Amortisation of intangible fixed assets	<b>2,775</b>	928
	<u><b>6,769</b></u>	<u>6,486</u>
<b>7. Tax on Profit on Ordinary Activities</b>		
United Kingdom corporation tax based on the taxable profit for the period at 30% (2000 30%)		
Current	<b>6,769</b>	6,486
Prior year	<b>(51)</b>	(162)
Deferred – UK only	<b>(1,205)</b>	1,098
Prior year deferred – UK only	<b>–</b>	(233)
Overseas tax	<b>86</b>	222
	<u><b>5,599</b></u>	<u>7,411</u>
<b>8. Profit on Ordinary Activities after Taxation</b>		
Profit after taxation dealt with in the accounts of the Company	<u><b>5,909</b></u>	<u>7,557</u>
<b>9. Dividends</b>		
First interim dividend of 2p paid 6 April 2001 (2000 2p)	<b>3,598</b>	3,335
Second interim dividend of 1.5p per share paid 1 October 2001 (2000 1.25p)	<b>2,756</b>	2,238
	<u><b>6,354</b></u>	<u>5,573</u>

In accordance with the Group's stated dividend policy there are two interim dividends paid and no final dividend.

## Notes to the Accounts

### 10. Earnings per Share

	<b>2001</b>	2000
	<b>52 weeks</b>	53 weeks
	<b>No.</b>	No.
	<b>000's</b>	000's
<b>Basic</b>		
Weighted average number of shares in issue in the period	<b>181,011</b>	167,368
<b>Diluted</b>		
Weighted average number of options outstanding for the period	<b>4,244</b>	4,817
Estimated weighted average number of shares earned under deferred consideration arrangements	<b>10,102</b>	4,970
Diluted weighted average number of shares in issue in the period	<b>195,357</b>	177,155
	<b>£000's</b>	£000's
Basic profit for the period and attributable earnings	<b>9,127</b>	16,798
Goodwill amortisation	<b>2,775</b>	928
Adjusted basic profit for the period and attributable earnings	<b>11,902</b>	17,726

### 11. Intangible Fixed Assets Group

Goodwill		
Cost		£000's
At 30 September 2000		50,800
Additions		4,751
<b>At 30 September 2001</b>		<b>55,551</b>
Amortisation		
At 30 September 2000		936
Charge for the period		2,775
<b>At 30 September 2001</b>		<b>3,711</b>
Net book value		
<b>At 30 September 2001</b>		<b>51,840</b>
Net book value		
At 30 September 2000		49,864

## Notes to the Accounts

<b>11. Intangible Fixed Assets</b> (continued)	£000's
Additions relate to:-	
Purchase of Taunton private client business	3,931
Further payments re businesses acquired in previous years	707
Other acquisitions	113
	<u>4,751</u>
Other movements relating to acquisitions and disposals	
Completion of prior period acquisitions (note 22)	209
Movement in deferred purchase consideration	156
Less shares issued for acquisitions	(4,394)
Plus net movement in shares to be issued in relation to acquisitions	864
	<u>1,586</u>
Net cash movement shown in cash flow	<u><u>1,586</u></u>
<b>Purchase of businesses</b>	
<b>Net assets acquired</b>	
Other	-
Goodwill	4,751
	<u>4,751</u>
Goodwill purchased	<u>4,751</u>
	<u><u>4,751</u></u>
Cash paid	1,221
Shares issued	4,394
	<u>5,615</u>
Net movement on shares to be issued for acquisitions	(864)
	<u>4,751</u>
Total cost	<u><u>4,751</u></u>

## Notes to the Accounts

### 12. Tangible Fixed Assets

Group	Leasehold Improvements £000's	Office Equipment £000's	Computer Equipment £000's	Motor Vehicles £000's	Total £000's
Cost:					
At 30 September 2000	1,642	3,271	18,070	125	23,108
Additions	636	512	6,461	-	7,609
Disposals	-	-	(470)	(107)	(577)
<b>At 30 September 2001</b>	<b>2,278</b>	<b>3,783</b>	<b>24,061</b>	<b>18</b>	<b>30,140</b>
Depreciation:					
At 30 September 2000	842	1,774	9,140	17	11,773
Charge for the period	323	601	3,906	20	4,850
Disposals	-	-	(455)	(26)	(481)
<b>At 30 September 2001</b>	<b>1,165</b>	<b>2,375</b>	<b>12,591</b>	<b>11</b>	<b>16,142</b>
Net book value:					
<b>At 30 September 2001</b>	<b>1,113</b>	<b>1,408</b>	<b>11,470</b>	<b>7</b>	<b>13,998</b>
Net book value:					
At 30 September 2000	800	1,497	8,930	108	11,335
<b>Company</b>					
Cost:					
At 30 September 2000	-	-	-	183	183
Disposals	-	-	-	(183)	(183)
<b>At 30 September 2001</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Depreciation:					
At 30 September 2000	-	-	-	85	85
Charge for the period	-	-	-	9	9
Disposals	-	-	-	(94)	(94)
<b>At 30 September 2001</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Net book value:					
<b>At 30 September 2001</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Net book value:					
At 30 September 2000	-	-	-	98	98

The motor vehicles held in the books of the parent undertaking were held under finance leases.

## Notes to the Accounts

### 13. Fixed Asset Investments

Group	Unlisted £000's	Listed £000's	Total £000's
Other investments			
Shares at cost			
At 30 September 2000	270	–	270
Additions	–	–	–
<b>At 30 September 2001</b>	<b>270</b>	<b>–</b>	<b>270</b>
Shares at cost or valuation			
At 30 September 2000	270	5,875	6,145
Revaluation	–	209	209
<b>At 30 September 2001</b>	<b>270</b>	<b>6,084</b>	<b>6,354</b>

#### Unlisted

The Group owns 540 (2000 540) redeemable fixed dividend £250 shares in CRESTCo Limited. The directors believe that the shares in CRESTCo have a value of not less than cost of £270,000 (2000 £270,000).

#### Listed

The Group owns 1,800,000 London Stock Exchange shares with a historical cost of nil. These shares were revalued on 30 September 2001 to their quoted market value £6,084,000 (2000 £5,875,000).

### Company

	2001 52 weeks £000's	2000 53 weeks £000's
Cost of investments in subsidiary undertakings:		
At 30 September 2000	125,975	68,859
Additions including shares to be issued – Brewin Dolphin Securities Limited	3,510	57,016
– Other subsidiaries	3,560	100
Dividends received from subsidiary undertakings	(3,924)	–
Adjustment to value of shares to be issued – re employee trust	(3,901)	–
Other adjustment to value of shares to be issued	(530)	–
<b>At 30 September 2001</b>	<b>124,690</b>	<b>125,975</b>

#### Principal subsidiary undertakings

	Country of registration	Trade	Percentage of voting rights held
Brewin Dolphin Securities Limited	England	Fund manager and stockbroker	100%
Brewin Nominees Limited	England	Nominee company	100%
North Castle Street (Nominees) Limited	Scotland	Nominee company	100%
Stocktrade Broking Limited	England	Stockbroker	100%
Wise Speke Financial Services Limited	England	Other financial services	100%

All the above are indirectly owned, save for Brewin Dolphin Securities Limited which is directly owned. All the shares owned were ordinary shares.



## Notes to the Accounts

	<b>2001</b>	2000
	<b>52 weeks</b>	53 weeks
	<b>£000's</b>	£000's
<b>14. Current Asset Investments Group</b>		
Current asset investments		
Cost		
Quoted on the London Stock Exchange or A.I.M.	<b>272</b>	268
Unquoted	<b>377</b>	377
	<b>649</b>	645
Valuation		
Quoted at market value	<b>272</b>	272
Unquoted at directors' valuation	<b>377</b>	377
	<b>649</b>	649
<b>15. Debtors Group</b>		
Trade debtors	<b>149,591</b>	297,341
Loans	<b>4,231</b>	1,867
Other debtors	<b>2,622</b>	971
Prepayments and accrued income	<b>8,591</b>	8,353
	<b>165,035</b>	308,532
<p>£3,770,000 (2000 £854,000) represents loans to staff under the Group share schemes and are repayable in more than one year. The loans are secured on the Company's shares.</p>		
<b>Company</b>		
Other debtors	<b>10</b>	-
Loans repayable in more than one year	<b>952</b>	854
	<b>962</b>	854
<b>16. Cash Group</b>		
Firm's cash	<b>19,043</b>	14,172
Client settlement cash	<b>22,502</b>	38,173
	<b>41,545</b>	52,345

Client settlement cash is held in segregated client accounts and is not available for use in the business.

At the balance sheet date there were also deposits for clients, not included in the consolidated balance sheet, which were held in segregated client bank accounts in the name of the firm amounting to £670,955,000 (2000 £506,167,000)

## Notes to the Accounts

	2001 52 weeks £000's	2000 53 weeks £000's
<b>17. Creditors:</b> amounts falling due within one year		
<b>Group</b>		
Trade creditors	140,393	291,212
Bank overdrafts	803	1,149
Other creditors	4,934	3,976
Corporation tax	6,134	5,572
Other taxation	1,231	1,765
Social security	1,111	1,438
Accruals and deferred income	23,018	27,231
Obligations under finance lease repayable within one year	-	96
Dividend	2,756	2,238
	<u>180,380</u>	<u>334,677</u>
<b>Company</b>		
Amounts owed to Group undertakings	11,150	12,093
Other creditors	882	277
Obligations under finance lease	-	96
Dividend	2,756	2,238
	<u>14,788</u>	<u>14,704</u>
<b>18. Creditors:</b> amounts falling due after more than one year		
<b>Group</b>		
Deferred purchase consideration	-	1,038
	<u>-</u>	<u>1,038</u>
<b>Company</b>		
Deferred purchase consideration	-	1,038
Due to subsidiary undertaking	-	3,902
	<u>-</u>	<u>4,940</u>
<b>19. Provision for Liabilities and Charges</b>		
<b>Group</b>		
Deferred taxation		
Potential capital gain on investments	1,825	1,763
Capital allowances	(119)	(84)
Other short term timing differences	(221)	949
	<u>1,485</u>	<u>2,628</u>

## Notes to the Accounts

### 20. Called up Share Capital Group and Company

Authorised:

225,928,700 ordinary shares of 1p each

Allotted, issued and fully paid:

183,771,985 (2000 179,051,344) ordinary shares of 1p each

**2001**  
**52 weeks**  
**£000's**

2000  
53 weeks  
£000's

**2,259**

2,259

**1,837**

1,790

During the period the following shares were issued:-

Date	Price	Reason	No of shares issued	Nominal value £000's	Merger reserve £000's	Share premium £000's	Total £000's
October 2000	2.38	Purchase of Taunton private client business	634,499	6	1,504	-	1,510
January 2001	1.94	Second payment in relation to purchase of London private client business	154,530	2	-	298	300
June 2001	1.29	Second payment in relation to purchase of Wise Speke plc	2,002,892	20	-	2,564	2,584
" "	0.36	Employee options under 1996 approved option scheme	1,225,000	12	-	429	441
August-Sept 2001	0.56	June 1998 sharesave scheme	525,252	5	-	290	295
Various		Various other options taken up	178,468	2	-	83	85
Costs of issue			-	-	-	(28)	(28)
			<b>4,720,641</b>	<b>47</b>	<b>1,504</b>	<b>3,636</b>	<b>5,187</b>

The following options have been granted and remain outstanding at 30 September 2001:-

	Grant date	2001 No	2000 No	Exercise price
Employee's options under the original Group share option scheme	January 1994	-	25,000	4.09p
Employee's options under the approved share option scheme	April 1996	-	1,408,330	36p
Employee's options under the approved share option scheme	April 1997	850,000	880,000	37.3p
Employee's options under the approved share option scheme	April 1998	850,000	970,000	71.4p
Sharesave scheme	June 1998	2,697,307	3,382,594	56.3p
Employee's options under the approved share option scheme	January 2000	17,000	34,000	174.5p
Employee's options under the approved share option scheme	June 2000	1,453,752	1,502,750	167.5p
Sharesave scheme	June 2000	2,194,846	2,457,838	134p
Employee's options under the approved share option scheme	June 2001	1,791,082	-	134p
Total options outstanding		<b>9,853,987</b>	<b>10,660,512</b>	

Certain options lapsed during the year on personnel leaving the Group.

The Group's approved employee option scheme was adopted in 1994 and the Sharesave Scheme in April 1998. The number of options over Ordinary Shares may not exceed 10% of the Company's ordinary share capital over a ten year period. The employee options are exercisable from five to ten years from grant. The sharesave scheme options are exercisable from three to five years of grant.

## Notes to the Accounts

### 21. Shares to be Issued including Premium

Under a number of agreements related to the purchase of businesses, ordinary shares may be issued, based on a profit related, or similar, formula.

	Expected date of issue	Maximum Value 2001 £000's	Expected value 2001 £000's	Expected value 2000 £000's
Acquisitions				
Wise Speke 2nd payment	June 2001	–	–	2,584
Wise Speke 3rd payment	June 2002	7,000	6,507	6,507
Broadbridge	January 2004	4,000	2,500	2,500
Hill Osborne	January 2004	15,000	10,000	10,000
Private client department of Williams de Broë	January 2003	3,000	3,000	3,000
Taunton private client business	January 2004	3,500	2,000	–
Other	2001-2004	1,200	250	530
		<u>33,700</u>	<u>24,257</u>	<u>25,121</u>
Profit share scheme	June 2002	500	500	500
		<u>34,200</u>	<u>24,757</u>	<u>25,621</u>

### 22. Reserves and Reconciliation of Movements in Shareholders' Funds

Group	Profit and loss account			2001 52 weeks		Share premium £000's	Shares to be issued including premium £000's	Share-capital £000's	Share-holders' funds £000's	Share-holders' funds £000's
	Goodwill written off £000's	Realised profit £000's	Total £000's	Revaluation Reserve £000's	Merger Reserve £000's					
At 30 September 2000	(41,216)	32,389	(8,827)	4,113	–	67,826	25,621	1,790	<b>90,523</b>	27,235
Issue of shares in period	–	–	–	–	1,504	3,636	(2,784)	47	<b>2,403</b>	31,968
New shares to be issued created in period	–	–	–	–	–	–	2,000	–	<b>2,000</b>	16,000
Estimated movement in value of shares to be issued	–	–	–	–	–	–	(80)	–	<b>(80)</b>	1,217
Prior period acquisitions	(209)	–	(209)	–	–	–	–	–	<b>(209)</b>	(1,235)
Revaluation of fixed asset investments	–	–	–	146	–	–	–	–	<b>146</b>	4,113
Profit for the period	–	9,127	9,127	–	–	–	–	–	<b>9,127</b>	16,798
Dividends	–	(6,354)	(6,354)	–	–	–	–	–	<b>(6,354)</b>	(5,573)
<b>At 30 September 2001</b>	<u>(41,425)</u>	<u>35,162</u>	<u>(6,263)</u>	<u>4,259</u>	<u>1,504</u>	<u>71,462</u>	<u>24,757</u>	<u>1,837</u>	<b><u>97,556</u></b>	<u>90,523</u>

## Notes to the Accounts

### 22. Reserves and Reconciliation of Movements in Shareholders' Funds (continued)

Company	2001 52 weeks					2000 53 weeks	
	Realised profit £000's	Merger Reserve £000's	Share premium £000's	Shares to be issued including premium £000's	Share- capital £000's	Share- holders' funds £000's	Share- holders' funds £000's
At 30 September 2000	11,768	285	67,826	25,621	1,790	<b>107,290</b>	56,121
Issue of shares in period	-	1,504	3,636	(2,784)	47	<b>2,403</b>	31,968
New shares to be issued created in period	-	-	-	2,000	-	<b>2,000</b>	16,000
Estimated movement in value of shares to be issued	-	-	-	(80)	-	<b>(80)</b>	1,217
Profit for the period	5,909	-	-	-	-	<b>5,909</b>	7,557
Dividends	(6,354)	-	-	-	-	<b>(6,354)</b>	(5,573)
<b>At 30 September 2001</b>	<b>11,323</b>	<b>1,789</b>	<b>71,462</b>	<b>24,757</b>	<b>1,837</b>	<b>111,168</b>	<b>107,290</b>

### 23. Financial Commitments

At 30 September 2001 the Group had annual commitments under non cancelable operating leases as follows:

Operating leases which expire:	2001		2000	
	Land and buildings £000's	Hire of equipment £000's	Land and buildings £000's	Hire of equipment £000's
Within one year	-	<b>137</b>	2	107
Between one and five years	<b>1,419</b>	<b>578</b>	1,333	643
After five years	<b>1,272</b>	-	1,073	-
	<b>2,691</b>	<b>715</b>	2,408	750

### 24. Derivatives and other Financial Instruments

The group acts as a fund manager and agency stockbroker and very rarely undertakes trading on its own behalf. Therefore the Group does not hold derivatives or other financial instruments other than cash and securities.

All cash is repayable on demand (see note 16) and is held at major banks, mainly in the UK. This in turn means that the Group takes no interest rate risk and the credit risk is deemed to be minimal. The Group carries out at least annual reviews of all its banks and custodians' credit ratings.

The Group deals in foreign currencies on a matched basis on behalf of clients limiting foreign exchange exposure. The total foreign exchange exposure at the year end was £nil (2000 £99,000).

The Group's trade debtors and creditors are held on a matched basis and are largely settled between one and 25 days. Consequently we have taken advantage of the exemptions provided in FRS13 in respect of short term debtors and creditors.

Loans to clients are repayable on demand, and are secured against marketable securities. Loans to staff are repayable over five to 10 years and are secured against the Company's shares (see note 15). The market value of current asset investments is shown in note 14.

## Notes to the Accounts

### 25. Pensions

The Group operates three pension schemes for its employees comprising two defined benefit schemes and one defined contribution scheme. The pension charge was as follows:

	<b>2001</b>	2000
	<b>52 weeks</b>	53 weeks
	<b>to 30 September</b>	to 30 September
	<b>2001</b>	2000
	<b>£000's</b>	£000's
Defined benefit schemes	<b>2,750</b>	1,919
Defined contribution scheme	<b>2,000</b>	3,408
	<b>4,750</b>	5,327

The assets of the schemes are held by trustees in funds separated from the Group's finances.

The following disclosure is made in accordance with the provisions of FRS 17 "Retirement benefits".

The Group operates one active defined benefit scheme in the UK, the Brewin Dolphin Securities Limited Retirement Benefit Scheme (BDS RBS). In addition some ex-employees of Wise Speke plc are deferred members of the Wise Speke Retirement Benefit Scheme (WS RBS) which is closed. Full actuarial valuations were carried out at 1 January 1998 for the BDS RBS and at 1 January 2001 for the WS RBS. These were updated to 30th September 2001 by a qualified independent actuary.

The main assumptions used by the actuary under the projected unit method of valuation were:

	<b>30 September</b>
	<b>2001</b>
	<b>% per annum</b>
Rate of increase of salaries	<b>3.50</b>
Rate of increase of pensions in payment and deferred pensions*	<b>2.75</b>
Discount rate	<b>6.50</b>
Inflation assumption	<b>2.75</b>

\*Some pensions receive fixed rate increases.

The Company currently contributes 8.5% of Pensionable Pay to the BDS RBS.

## Notes to the Accounts

### 25. Pensions (continued)

#### Actual and expected rates of return on assets

	Long term rate of return expected at 30 September 2001	Value at 30 September 2001		
		BDS RBS £000's	WS RBS £000's	Total £000's
Net Pension asset				
Equities	7.5% pa	13,446	3,054	16,500
Bonds	6.5% pa	2,423	540	2,963
Other	6.5% pa	242	347	589
Total market value of assets	7.3% pa	<u>16,111</u>	<u>3,941</u>	20,052
Actuarial value of liabilities				<u>21,761</u>
Net Pension liability				<u>(1,709)</u>

After 31 December 1998 all employees have been able to participate in the BDS RBS.

The Trustees of the two defined benefit schemes are in the process of arranging a transfer of past service credits out of the WS RBS into the BDS RBS. The valuation of pension assets was low at the year end; the net pension liability has subsequently been significantly reduced by a favourable market movement. At last year's market levels there would have been a substantial surplus. It is the Directors' intention to increase the current funding rates to correct any deficit over a period of time.

### 26. Capital Commitments

Group	2001	2000
	52 weeks £000's	53 weeks £000's
Expenditure contracted for but not provided in these accounts	<u>1,380</u>	–
Expenditure authorised by the directors but not contracted for	<u>517</u>	<u>1,200</u>

## Notes to the Accounts

### 27. Cash Flow

The Groups cash flow statement complies with FRS1 and includes all cash movements, including client cash which is not available for use within the business.

Excluding clients' cash the Group's cash flow was as follows:-

	<b>2001 52 weeks £000's</b>	2000 53 weeks £000's
Cash flow from operating activities	<b>22,822</b>	13,557
Increase/(decrease) in cash in the period	<b>5,217</b>	(3,911)

Net funds can be analysed as follows:-

	<b>2001 £000's</b>	Cash flow £000's	2000 £000's
Firms cash	<b>19,043</b>	4,871	14,172
Overdraft	<b>(803)</b>	346	(1,149)
Finance lease	<b>-</b>	96	(96)
Firm's net Funds	<b>18,240</b>	5,313	12,927
Client settlement cash	<b>22,502</b>	(15,671)	38,173
Net cash	<b>40,742</b>	(10,358)	51,100



## Five year record

	Year 2001 £000's	Year 2000 £000's	Year 1999 £000's	Nine months 1998 £000's	Year 1997 £000's
Turnover	111,591	122,083	85,618	48,762	48,063
Other operating income	5,576	3,893	2,147	1,402	410
<b>Total Income</b>	<b>117,167</b>	125,976	87,765	50,164	48,473
Costs	(105,412)	(105,048)	(73,356)	(43,500)	(42,426)
<b>Operating Profit</b>	<b>11,755</b>	20,928	14,409	6,664	6,047
Profit on fixed assets	-	-	536	-	-
Interest receivable	3,269	3,888	2,702	1,842	1,412
Interest payable	(298)	(607)	(131)	(155)	(235)
<b>Profit on ordinary activities before goodwill amortisation</b>	<b>17,501</b>	25,137	17,524	8,351	7,224
Goodwill amortisation	(2,775)	(928)	(8)	-	-
<b>Profit on ordinary activities before taxation</b>	<b>14,726</b>	24,209	17,516	8,351	7,224
Tax charge on profit on ordinary activities	(5,599)	(7,411)	(5,707)	(2,784)	(2,555)
<b>Profit on ordinary activities after taxation</b>	<b>9,127</b>	16,798	11,809	5,567	4,669
Minority interest	-	-	-	-	12
	<b>9,127</b>	16,798	11,809	5,567	4,681
Dividends payable	(6,354)	(5,573)	(4,093)	(1,090)	(2,195)
<b>Retained profits</b>	<b>2,773</b>	11,225	7,716	4,477	2,486
<b>Diluted earnings per share excluding goodwill amortisation</b>	<b>6.1p</b>	10.0p	7.0p	4.1p	3.9p

## Shareholders at 31 December 2001

There were no changes in directors' shareholdings between 30 September 2001 and 31 December 2001.

	Number of ordinary shares	% Voting equity prior to exercise of options	Number of ordinary shares, options and deferred purchase consideration	% Voting equity post exercise of options and maximum deferred purchase consideration	Held by Directors share save options exercisable at 134p	share save options exercisable at 56.3p
<b>Directors</b>						
Sir David Rowe-Ham	150,000	0.1%	150,000	0.1%	-	-
J.P. Hall	3,358,932	1.8%	3,383,773	1.3%	1,611	23,230
R.A. Bayford *	779,441	0.4%	780,366	0.3%	925	-
Sir Fred Holliday	4,200	0.0%	4,200	0.0%	-	-
W.N. Hood	10,000	0.0%	10,000	0.0%	-	-
V. Lall	727,647	0.4%	748,384	0.3%	2,197	18,540
C.D. Legge	3,539,637	1.9%	3,562,867	1.5%	-	23,230
D.J.H. McIntosh	1,031,657	0.5%	1,054,887	0.4%	-	23,230
N. Sherlock	109,312	0.1%	121,905	0.1%	12,593	-
M.J.R. Williams	1,447,812	0.8%	1,471,042	0.6%	-	23,230
	<u>11,158,638</u>	<u>6.0%</u>	<u>11,287,424</u>	<u>4.6%</u>	<u>17,326</u>	<u>111,460</u>
Other members of the Group	51,578,094	28.0%	51,578,094	21.1%		
Options			9,733,295	4.0%		
Estimated maximum deferred purchase shares			50,000,000	20.5%		
Employee ownership	62,736,732	34.0%	122,598,813	50.2%		
<b>Institutions</b>						
Amvescap PLC	13,159,848	7.1%	13,159,848	5.4%		
Edinburgh Fund Managers	10,432,837	5.7%	10,432,837	4.3%		
Morley Fund Management	9,748,377	5.3%	9,748,377	4.0%		
Zurich Scudder Investments (UK)	8,559,800	4.6%	8,559,800	3.5%		
Legal & General	6,825,550	3.7%	6,825,550	2.8%		
Schroder Investment Management Limited	5,734,487	3.1%	5,734,487	2.3%		
HSBC Asset Management Europe Limited	5,710,525	3.1%	5,710,525	2.3%		
Standard Life Assurance Co.	5,630,224	3.1%	5,630,224	2.3%		
UBS Asset management	5,564,475	3.0%	5,564,475	2.3%		
Other	39,080,045	21.2%	39,080,045	16.0%		
Private individuals	11,157,716	6.1%	11,157,716	4.6%		
<b>Total</b>	<u>184,340,616</u>	<u>100.0%</u>	<u>244,202,697</u>	<u>100.0%</u>		

\* Includes 21,798 non beneficial

At 30 September 2001 the Company's share price was 74p (2000 239p). The highest price in the year was 251p and the lowest 66.5p. The directors' interests in shares at 1 October 2000, was as follows:-

	Ordinary shares	Share Save options exercisable at 134p	Share Save options exercisable at 56.3p
Sir David Rowe-Ham	150,000	-	-
J.P. Hall	3,354,585	1,611	23,230
R.A. Bayford*	746,155	925	13,935
Sir Fred Holliday	4,200	-	-
W.N. Hood	10,000	-	-
V. Lall	802,500	2,197	18,540
C.D. Legge	3,535,290	-	23,230
D.J.H. McIntosh	1,027,310	-	23,230
N. Sherlock	104,965	12,593	-
M.J.R. Williams	1,471,465	-	23,230

The directors' interests in shares were all beneficial except as stated.

## Directors' Biographies

Brief biographies of the Directors are set out below:

### **Sir David Rowe-Ham, GBE, FCA (aged 65) – Chairman**

Sir David Rowe-Ham joined Brewin Dolphin in 1992 as Chairman. He is currently President of The Crown Agents Foundation, Chairman of Olayan Europe Limited, Coral Products PLC, BNP Paribas South Asia Investment Co. Ltd. He is also a non-executive director of a number of other Companies, including Chubb plc and St. David's Investment Trust PLC. His previous positions include that of senior partner of Smith Keen Cutler, and he was a non-executive director of Williams PLC. He was Lord Mayor of London in 1986/7.

### **John Peirs Hall (aged 61) – Chief Executive**

John Hall began his career on the Stock Exchange in 1960 and became a partner in the firm of Wontner Renwick & Francis in 1967. In 1974, on the amalgamation of Wontner, Dolphin & Francis with Brewin & Co., he became a member of the management committee (at that time, the body responsible for managing the business) and then chairman of the committee in 1980. In 1987, on the incorporation of the business and its sale to a subsidiary of The Scandinavian Bank, he became managing director, and subsequently led the Buy-out in 1992. He is a non-executive director of the Association of Private Client Investment Managers and Stockbrokers and Mountview PLC.

### **Robin Alec Bayford, FCA (aged 52) – Finance Director**

Robin Bayford graduated from Cambridge University and is a chartered accountant. He was a manager at Ernst & Young and was Group Financial Controller at AGB Research PLC, prior to joining a subsidiary of The Scandinavian Bank in 1989. He joined the board of Brewin Dolphin & Co. in 1990. In 1991, he took up full time employment with Brewin Dolphin & Co. as finance director and helped to organise the Buy-out.

### **Sir Fred Holliday, CBE, DSc, FRSE, FIBiol (aged 66)**

Sir Fred Holliday was appointed to the board in July 1998. He had a distinguished academic career during which he was Vice Chancellor of Durham University 1980-1990. He is Chairman of Northumbrian Water Ltd, Ondeo Services UK, Northern Venture Capital Fund and the Go-Ahead Group. He is President of the British Trust for Ornithology and of the Freshwater Biological Association. He was a director of Shell UK from 1980 to 1999 and Suez Lyonnaise des Eaux from 1997 to 2001.

### **W Nick Hood CBE (aged 66)**

Nick Hood was appointed to the board in April 2000. He was Chairman of Wessex Water 1987 to 1999 and led the privatisation. He is Chairman of @Bristol, a member of The Prince of Wales Council, deputy Chairman of Business in the Community, Chairman or a Director of six other companies and Chairman of the Bristol Cancer Help Centre.

### **Vikram Lall, CA (aged 55)**

Vikram Lall joined Bell Lawrie in 1987. He is a chartered accountant and, prior to joining Bell Lawrie, was a director of Noble Grossart before forming his own corporate finance advisory company which he subsequently sold to Bell Lawrie. He became a director in June 1993 and is responsible for the Group's corporate finance activities. He is currently a non-executive director of Grampian Holdings PLC, Murray VCT PLC, Murray VCT2 PLC and Canvas Holidays Ltd. He is a member of the Scottish Industrial Development Advisory Board.

### **Christopher David Legge (aged 58)**

Christopher Legge joined Brewin Dolphin & Co. in 1962 and became a partner in 1968, continuing a family involvement going back to 1929. He joined the Board upon incorporation in 1987 and has consistently been involved in portfolio management for over 30 years. He heads private client investment management.

## Directors' Biographies

### **Derek John Hunter McIntosh (aged 58)**

Derek McIntosh joined Bell Lawrie in 1964. He became a partner in 1970. He was appointed managing director of Bell Lawrie when the partnership incorporated in 1986 and joined the Board of the Company in June 1993.

### **Nigel Sherlock (aged 61)**

Nigel Sherlock was appointed to the board in July 1998 on the acquisition of Wise Speke, where he was previously Chief Executive, and which he joined as a partner in 1968. He is a non-executive director of the following organisations: Deputy Chairman of the Association of Private Client Investment Managers & Stockbrokers; Skipton Building Society; Church of England Pensions Board. In addition he is Lord Lieutenant of Tyne and Wear.

### **Michael John Ross Williams (aged 54)**

Michael Williams joined Brewin Dolphin & Co. in 1968 and became a partner in 1978. He has consistently been involved in portfolio management. He joined the Board on incorporation in 1987 and is responsible for the Group's legal matters and for the associates of Brewin Dolphin Securities Ltd.

## Prospective Directors' Biographies

### **Jamie Graham Matheson (aged 47)**

Jamie Matheson is a Glasgow director of the Bell Lawrie White division of the Group and heads up the Group's institutional broking department. He started his career in 1972 at Parsons & Co and remained with that firm through its various evolutionary stages until January 1996 when he joined the Group. He is a non-executive director of Scottish Radio Holdings plc and AIM VCT2 plc. He is also a member of the Axiomlab Scottish Advisory Panel. He is a past Deacon of the Bonnetmakers and Dyers of Glasgow and Ex-Precis of the Grand Antiquity Society of Glasgow.

### **Ian Benjamin Speke (aged 51)**

Ben Speke joined Wise Speke in 1973 continuing a long family involvement. In 1974 he joined the London jobbers Pinchin Denny and subsequently moved to Hoare Govett. In 1980 he rejoined Wise Speke and became a director in 1987. In 1999 after Wise Speke became part of the Group he became Managing Director of the Newcastle office; in 2000 he joined the Brewin Dolphin Securities Board and is a member of the Group's Private Client Regional Committee.

### **Simon Jonathan Henry Still FInstD (aged 52)**

Simon Still graduated from Durham University. After 14 years executive experience in the electronics and engineering industry, which included starting a software company, he entered a City based consultancy practice in 1987. In 1991 he became a consultant to Wise Speke while building up interests in a range of unquoted companies. In 2001 he became Chief Operating Officer of the Group. He is a non-executive deputy chairman of Affinity Food Holdings Ltd and a non-executive director of Bells Stores Ltd, Galaxy Radio NE Ltd., and Northern Business Forum. He is a member of the North East Industrial Development Board.

## Notice of Meeting

Notice is hereby given that the Annual General Meeting of Brewin Dolphin Holdings PLC will be held at Merchant Taylors' Hall, London EC2R 8JB on Wednesday 27 February 2002 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 2001.
2. To re-elect as a Director Mr Christopher Legge who retires by rotation.
3. To elect as a Director Mr Jamie Matheson.
4. To elect as a Director Mr Ben Speke.
5. To elect as a Director Mr Simon Still.
6. To reappoint KPMG Audit Plc 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 2002.
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 £613,854.23 (representing 33.3% of the issued share capital of the Company as at 31 December 2001), for the period expiring on 26 February 2007 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 share 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, to pass the following resolutions as special resolutions.

9. That the Directors be empowered to allot for cash equity securities pursuant to the authority granted under section 80 of the Companies Act 1985 at the 2002 Annual General Meeting of the Company 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 of equity securities 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 (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal amount of £92,170.30 (being 5% of the issued share capital of the Company as at 31 December 2001).
10. 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 18,434,061;

## Notice of Meeting

- (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 an amount equal to 105% of the average of the middle market quotations for an ordinary share derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the ordinary share is purchased;
  - (d) the authority hereby conferred shall expire at the conclusion of the annual general meeting of the Company to be held in 2003 or, if earlier, on 27 May 2003, 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.
11. That the Brewin Dolphin Holdings PLC Senior Employee Matching Share Purchase Scheme comprising the Rules and ancillary documents produced to this meeting and signed by the Chairman of the meeting for the purposes of identification (a summary of the principal features of the Scheme being set out in the Appendix to the Chairman's letter to shareholders contained in the Company's accounts for the year ended 30 September 2001) be and is hereby approved and adopted and the Directors are hereby authorised to do all other acts and things which they may consider necessary or expedient to carry the same into effect.
12. That the Directors be and are hereby authorised to make appropriate consequential amendments, as may be required, to the Company's existing share option and sharesave schemes, being the Brewin Dolphin Holdings PLC Savings Related Share Option Scheme, the Brewin Dolphin Holdings PLC 1994 Approved Executive Share Option Scheme and the Brewin Dolphin Holdings PLC Unapproved Executive Share Option Scheme, in order to take account of the provisions relating to the percentage limits on the number of shares issued pursuant to options granted under the Brewin Dolphin Holdings PLC Matching Share Purchase Scheme.

By order of the Board

Leann Bowden  
Secretary

16 January 2002

## Notice of Meeting

### Notes.

1. A shareholder entitled to attend and vote at the above mentioned meeting is entitled to appoint a proxy or proxies to attend and, on a poll, to vote in his place. A proxy need not be a member of the Company. The completion and return of a Form of Proxy will not preclude members entitled to attend and vote at the meeting from doing so if they wish.
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 34 of the Uncertificated Securities Regulations 1995, only those members who are registered on the Company's share register at 9 am on Tuesday 26 February 2002 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 Tuesday 26 February 2002 shall be disregarded in determining the rights of any person to attend and/or vote at the meeting.
4. The directors have no present intention of exercising the authority to allot relevant securities pursuant to resolution 8.
5. The directors have no present intention of exercising the authority to make purchases of the Company's shares pursuant to resolution 10.
6. In accordance with the requirements of the London Stock Exchange copies of the draft rules of the Senior Employee Matching Share Purchase Scheme and the amended rules of the Brewin Dolphin Holdings PLC Savings Related Share Option Scheme, the Brewin Dolphin Holdings PLC 1994 Approved Executive Share Option Scheme and the Brewin Dolphin Holdings PLC Unapproved Executive Share Option Scheme will be available for inspection at the offices of the Company at 5 Giltspur Street, London EC1A 9BD during usual business hours on weekdays (public holidays excepted) from the date of this notice until the close of the Annual General Meeting.



# Brewin Dolphin Holdings PLC

*To the holders of ordinary shares*

**Dear Shareholder**

## **Proposed Senior Employee Matching Share Purchase Scheme (“the Matching Share Purchase Scheme”)**

Your Board has made clear its commitment to developing and implementing remuneration policies which encourage staff retention and provides an appropriate motivational framework which closely align the interests of executive directors and key senior employees with the performance of the business and the interests of shareholders. Key to this is to encourage such individuals to maintain a holding of shares in the Company.

The Remuneration Committee has, with the assistance of the Group’s advisers, been reviewing the structure of share incentive arrangements for executive directors and senior management. As part of this exercise the Remuneration Committee has concluded that although share options remain an appropriate form of encouraging longer term share ownership this should be further linked to the purchase of shares by key executives. It is therefore proposed, subject to shareholders’ approval, to adopt a new share incentive scheme, the Matching Share Purchase Scheme which will offer the opportunity to purchase shares in the Company and receive a matching option, which will be granted at market value at the time of grant, over additional shares. Shares will be allotted at market value but nil paid to the trustees of the employee benefit trust and will be transferred to selected employees on the same terms. The purchase price will be required to be paid in full by the participant on the earliest of a number of events specified in the rules or, failing such events, by the seventh anniversary of acquisition of the shares. It is believed that permitting the purchase price to be paid in full at such later date will encourage longer term share retention and hence the individual’s stake in the Group. Given the unique proportion of employee share ownership in the Company and the nature of the Company’s business, it is also anticipated that such longer term share incentive arrangements will generally promote retention of employees, where the requirement to pay the subscription price in full and the ability to exercise matching options is linked directly to continued employment.

The Remuneration Committee will select certain executive directors and key senior employees and recommend to the trustees of the employee benefit trust to offer them the opportunity to purchase shares in the Company. For those executives who take up this opportunity, the Participant will also be granted at the same time options under the Matching Share Purchase Scheme. The ratio of shares comprised in the matching options to purchased shares will be one for one, unless the Remuneration Committee in its discretion determine to vary the ratio as between individual participants, in which case there will be an overall limit in any one year of one matching option to one purchased share. The matching options may be exercised subject to satisfactory performance of the Participant’s business team (or, where appropriate, the Group) over the period up to exercise of the matching option, together with the satisfaction of an underpinning corporate performance target, but will lapse if the employee sells the shares he has purchased prior to the fourth anniversary of the grant of the option. The matching options will also lapse if the Participant ceases employment with the Group



in the meantime, unless the Remuneration Committee exercises its discretion, on a limited "good leaver" basis, to permit options to be exercised during a limited period of time following cessation. The Matching Share Purchase Scheme will limit the number of purchased shares which qualify for the grant of matching options in any twelve month period to £50,000 per employee.

Your Remuneration Committee believes that the Matching Share Purchase Scheme will assist in successfully aligning the interests of key executives with those of shareholders, whilst encouraging them to build up a shareholding in the Group. It is anticipated that a greater proportion of shares will be retained by employees under the proposed arrangements than under conventional option arrangements which typically result in an immediate sale of a large proportion of the shares acquired following exercise of options.

A summary of the principal features of the Matching Share Purchase Scheme is set out in the Appendix to this letter. The Resolutions dealing with this matter appear as resolutions 11 to 12 of the notice convening the AGM.

#### **Recommendation and Action to be taken**

The Board believes that the proposals, as put forward by the Remuneration Committee, to establish the Matching Share Purchase Scheme for key executives are in the best interests of the Company and of its Shareholders as a whole and unanimously recommend you to vote in favour of these resolutions as the Directors intend to do in respect of their own beneficial and non-beneficial holdings, which as at 31st December 2001 amounted to 11,158,638 ordinary shares (6% of the issued ordinary share capital).

Yours faithfully

A handwritten signature in blue ink that reads "David Rowe-Ham". The signature is fluid and cursive, with the first name "David" being the most prominent.

Sir David Rowe-Ham  
Chairman  
16 January 2002

## Appendix

### Summary of the principal terms of the proposed share incentive arrangements

The Company are proposing to establish:

- a Senior Employee Matching Share Purchase Scheme ("the Matching Share Purchase Scheme").

#### The Senior Employee Matching Share Purchase Scheme

The comments of the Association of British Insurers ("ABI") have been sought on the arrangements. Whilst the ABI acknowledge that the objects and purpose behind the introduction of the Matching Share Purchase Scheme have some merits, they have confirmed that ultimately the arrangements are a matter for shareholder judgement. There are two elements to the Matching Share Purchase Scheme. Eligible Employees will be given the opportunity to purchase shares in the Company via an employee benefit trust and such shares will be issued at market value but nil paid to the trustee and then transferred to the Participant on the same terms. The shares will be held by the trustee as nominee for the Participant in all cases. The shares must be fully paid up by the Participant on the earliest of a number of events in accordance with the scheme rules as referred to in paragraph 7 below. Subject to a limit on maximum investment in any 12 month period, Participants will be able to invest either £10,000, £25,000 or £50,000 to purchase shares under the terms of the Matching Share Purchase Scheme.

Corresponding matching options over shares will be granted at market value on the date the employee purchases the purchased shares (or as soon as practicable thereafter). Matching options may be granted by either the Remuneration Committee of the Board of Directors of the Company ("the Committee") or the trustee of the Employee Share Ownership Trust (the "ESOT") nominated for the purpose by the Committee (in either case, "the Grantor").

The ratio of shares comprised in matching options to purchased shares will be one for one in normal circumstances, although the Committee may in its discretion determine to vary the ratio as between individual participants, in which case there will be an overall limit in any one year of one matching option to one purchased share.

The principal features of the Matching Share Purchase Scheme are:-

#### 1. Eligibility

Only those directors or key senior employees of the Company and its subsidiaries ("the Group") who devote substantially all their working time to the business of the Group and who are not within two years of their normal retirement date will be eligible to participate. Participants will be selected at the discretion of the Committee. It is anticipated that initially participation in the Matching Share Purchase Scheme will be offered to approximately 20 key senior employees and directors.

#### 2. Exercise price of the matching options

The exercise price for a matching option will be determined by the Grantor but may not be less than the higher of the nominal value of an ordinary share (if the options are to be satisfied by new issue shares) and its market value on the date of grant. Market value will be taken to be the average of the middle market quotations of an ordinary share on the three dealing days immediately preceding the date of grant as derived from the Daily Official List of the London Stock Exchange.

#### 3. Offer to purchase shares and grant of matching options

Invitations will be issued offering eligible employees the opportunity to purchase shares in the amounts of £10,000, £25,000 or £50,000 only, as may be relevant. Participants will be permitted to scale back their investment in accordance with the rules, as outlined in paragraph 5. Once the Participant has notified the Company that he wishes to purchase shares and the value of shares he wishes to purchase, the relevant number of nil paid shares will be issued nil paid to the trust and will be transferred on the same terms to the relevant Participant.

Invitations may be issued (and the corresponding matching option granted) during a period of 42 days commencing on the day on which the Matching Share Purchase Scheme is adopted by the Company in general meeting. Thereafter, the offer to purchase shares may be made and corresponding matching options may be granted in the 42 day period after the announcement of the Company's interim and annual results. In exceptional circumstances the Committee may permit the offer to purchase shares and grant of matching options outside these periods. Prior to each time invitations

to purchase shares are issued to eligible employees, the Committee will determine if the ratio of matching option shares to purchased shares is to be varied as between Participants on that occasion, in which case it shall not exceed the overall limit referred to in paragraph 5 below.

Shares purchased will be held by the trustee of the Company's ESOT as nominee on behalf of the relevant Participant. The Participant will need to notify both the Company and the trustee if he wishes to sell his purchased shares.

#### **4. Performance conditions for matching options**

Options granted under the Matching Share Purchase Scheme will be subject to an objective performance condition imposed by the Committee so that they may not be exercised unless the condition has been satisfied. This performance condition will relate to either the performance of the individual's business team or corporate performance of the Group, where relevant.

Where the performance condition relates to the performance of the individual's business team, this will be underpinned by a second performance condition relating to corporate performance of the Group, which shall be determined by the Committee in its discretion at the date of grant of the option.

The Committee envisages imposing on the initial grant of options a condition requiring the average growth of the profit of the business team which employs the relevant participant to exceed 4% per annum above the increase in the retail prices index in each of the financial years following grant up to the date of exercise of the matching option (or for the same level of growth to apply to the Group, measured by reference to earnings per share instead of profit, if the Group is defined as the Participant's business team). Where a corporate performance condition is imposed to underpin the business team performance condition, it is envisaged that the condition will require the average growth in earnings per share to exceed 2% per annum above the increase in retail prices index in each of the financial years following grant up to the date of exercise of the matching option. Executive Directors who are selected to participate in the Matching Share Purchase Scheme will be subject to the corporate performance target.

If the purchase price of the purchased shares is not paid in full by the Participant until after the fourth anniversary or later, the level of annual performance must be maintained over the financial years following the fourth anniversary of grant up to the date the purchased shares are paid for in full and the matching option is exercised.

#### **5. Individual Limits**

Participants will be able to invest either £10,000, £25,000 or £50,000 to purchase shares, subject to a maximum investment of £50,000 in any 12 month period. Participants will be permitted to scale back their investment by tranches of £10,000 where offered the opportunity to purchase £50,000 worth of shares. Where Participants are offered the opportunity to purchase £25,000 of shares, they may scale back their investment to either £20,000 or £10,000.

The ratio of shares comprised in matching options to purchased shares will be determined at the discretion of the Committee and in normal circumstances will be 1:1. However the Committee may vary the ratio as between Participants, if it so determines in its absolute discretion, in which case the overall ratio of matching options to purchased shares may not be greater than a ratio of one matching option for one purchased share.

#### **6. Exercise of options**

Options may normally only be exercised between the fourth and seventh anniversary of the date of grant, subject to satisfaction of the performance conditions. Options may be exercised in whole or in part.

If an option holder ceases employment for any reason his options will lapse on cessation unless the Committee exercises its discretion to allow his options to be exercised within a specified period following cessation where the cessation is as a result of death, injury, ill-health, disability, redundancy, retirement or the sale of the Participant's employing company out of the Group.

Options will also become exercisable during limited periods if the Company is taken over, wound up or if there is a scheme of reconstruction, subject to the requirement to accept the share offer as detailed in paragraph 8 below.

Options may not be exercised in any event later than seven years after the date of grant.

**7. Payment for the purchased shares**

The purchase price of the shares will be due and payable to the Company (or the trustee as agent for the Company) on the earliest of the following:

- the exercise of the corresponding matching option;
- the Participant notifying the trustee and the Company that he wishes to sell his purchased shares;
- the Participant ceasing employment with the Group;
- the acceptance of an offer for the Company; or
- seven years from the date of purchase of the shares.

The Committee has no discretion to waive the payment of the purchase price for the purchased shares and it will therefore become payable in full on the earliest of the above events. The shares may be paid in full at any earlier time than the occurrence of the events above should the Participant choose.

Should the employee fail to make the required payment at the relevant time, as outlined above, the Company will be permitted to deduct the amount due from the Participant's salary payments as agent for the trustee. In the event this is insufficient or cannot be done, the shares will become subject to forfeiture under the terms of the Company's articles of association relating to unpaid calls.

**8. Substitution of Options**

Where there is a general offer to acquire the Company, options may be exercised or, alternatively, by agreement between the offeror and the option holder be rolled over into options over the shares of the offeror, provided that in either case, where appropriate, the Participant exchanges his shares in the Company for shares in the acquiring company to the maximum extent permitted in accordance with the terms of the offer. If the offer for the Company is for cash only, this requirement will not apply.

In the circumstances of an offer to acquire the Company, the performance target will be deemed to be satisfied.

**9. Variation of share capital**

On a variation of the Company's share capital by way of capitalisation or rights issue, sub-division, consolidation or a reduction, the exercise price and the number of shares subject to a matching option can be varied at the discretion of the Committee subject to certification from Independent Accountants that in their opinion the variation is fair and reasonable.

In the case of a rights issue, if the Participant does not take up his rights relating to the purchased shares either in whole or in part and sells all of his rights instead, the number of shares comprised in the matching option may not be adjusted to reflect the rights issue.

**10. General**

Shares allotted following the purchase of shares or following the exercise of options will rank *pari passu* with Shares in issue at the date of allotment but shall not rank for dividends for the record date which precedes the date on which the purchased shares are paid for in full in accordance with the rules of the Scheme or the date of exercise of the option, as appropriate. Purchased shares will not carry voting rights until such time as they are paid in full.

The Company must have sufficient available unissued ordinary share capital to meet the exercise of options and the issue of nil paid shares.

The Company will be responsible for obtaining a listing for shares issued following the allotment of purchased shares or on the exercise of an option.

Options may not be transferred or charged and if an option holder attempts to do so his options will lapse immediately. If an option holder ceases employment he will not be entitled to compensation for the loss of his options. Benefits under the Matching Share Purchase Scheme will not be pensionable.

The Matching Share Purchase Scheme will expire on the tenth anniversary of its adoption.

**11. Amending the Matching Share Purchase Scheme**

The Committee will have power to administer, interpret and amend the Matching Share Purchase Scheme. No amendment may be made to provisions relating to:-

- (i) the eligibility conditions;
- (ii) the limit rules noted in paragraph 12 below and the variation of share capital rules noted in paragraph 9 above;
- (iii) the rules governing the terms of a Participant's entitlement to, and terms of, the options to be received by option holders; and
- (iv) the maximum entitlement for any one Participant and the maximum ratio of matching option shares to purchased shares

to the advantage of participants without the prior approval of shareholders in general meeting (except for minor amendments to benefit the administration of the Matching Share Purchase Scheme or to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for Participants or the Group).

**12. Scheme Limits**

The limit on the number of purchased shares which may be issued pursuant to this scheme will be that in any ten year period, not more than five per cent. (5%) of the issued share capital for the time being may in aggregate be issued or be issuable under this scheme. Correspondingly, the limit on the number of shares which may be issued pursuant to matching options granted under this scheme will be that in any ten year period, not more than five per cent. (5%) of the issued share capital for the time being may in aggregate be issued or issuable under this scheme. Shares issued pursuant to awards made or options granted under any other of the Company's share option schemes shall not count towards this limit.

**Consequential Amendments to the Company's other share option schemes**

It is proposed that the Directors be authorised to make appropriate consequential amendments to the Company's existing schemes, being the Brewin Dolphin Holdings PLC Savings Related Share Option Scheme, the Brewin Dolphin Holdings PLC 1994 Approved Executive Share Option Scheme and the Brewin Dolphin Holdings PLC Unapproved Executive Share Option Scheme, in order to take account of the provisions relating to the percentage limits on the number of shares issued pursuant to subscriptions for purchased shares and options granted under the Brewin Dolphin Holdings PLC Matching Share Purchase Scheme. The effect of such consequential amendments will be to disregard, for the purposes of calculating the limits in those schemes above, any shares allotted as purchased shares or issued pursuant to matching options granted under the Matching Share Purchase Scheme.

The amended rules of the Brewin Dolphin Holdings PLC Savings Related Share Option Scheme, the Brewin Dolphin Holdings PLC 1994 Approved Executive Share Option Scheme and the Brewin Dolphin Holdings PLC Unapproved Executive Share Option Scheme, reflecting the proposed amendments, will be available for inspection at the Company's offices up to the date of the Annual General Meeting and at the Annual General Meeting for fifteen minutes prior to and during the meeting itself.

*Note:*

This Appendix summarises the main features of the Matching Share Purchase Scheme and the consequential proposed amendments to the Company's other share option scheme rules but does not form part of the Scheme or any of the other schemes and should not be taken as affecting the interpretation of the detailed terms and conditions constituting the relevant rules. Copies of the draft rules will be available for inspection at the registered office of the Company during usual business hours on weekdays (public holidays excepted) up to and including the date of the Annual General Meeting and at the Annual General Meeting for fifteen minutes prior to and during the Meeting itself. The directors reserve the right up to the time of the Meeting to make such amendments and additions as they consider necessary or desirable, provided that such amendments and additions do not conflict in any material respect with the summaries set out in this Appendix.



# Branch Address List

## **Aberdeen**

25 Albyn Place  
Aberdeen  
AB10 1YL.  
Telephone 01224 589345  
Fax 01224 573199

## **Birmingham**

Edmund House  
12-22 Newhall Street  
Birmingham  
B3 3DB.  
Telephone 0121 236 7000  
Fax 0121 212 0011

## **Bradford**

Auburn House  
8 Upper Piccadilly  
Bradford  
BD1 3NU.  
Telephone 01274 728866  
Fax 01274 370483

## **Cardiff**

Sutherland House  
Castlebridge  
Cowbridge Road East  
Cardiff  
CF11 9BB.  
Telephone 029 2034 0100  
Fax 029 2034 4999

## **Cheltenham**

The Lypiatts  
Lansdown Road  
Cheltenham  
GL50 2JA.  
Telephone 01242 577677  
Fax 01242 520030

## **Dorchester**

50 South Street  
Dorchester  
Dorset  
DT1 1DQ.  
Telephone 01305 259 333  
Fax 01305 269 111

## **Dumfries**

43 Buccleuch Street  
Dumfries  
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Fax 01387 257288

## **Dundee**

1 Courthouse Square  
Dundee  
DD1 1NH.  
Telephone 01382 317200  
Fax 01382 317201

## **Eastbourne**

2 Hyde Gardens  
Eastbourne  
East Sussex  
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## **Edinburgh**

PO Box No. 8  
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Telephone 0131 225 2566  
Fax 0131 225 3134

## **Glasgow**

48 St. Vincent Street  
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Fax 0141 221 7706.

## **Guernsey**

Les Vardes House  
La Charrotie  
St Peter Port  
Guernsey  
GY1 3RN.  
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Fax 01481 729910

## **Halifax**

12-14 Fountain Street  
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Telephone 01422 367707  
Fax 01422 348362.

## **Inverness**

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Beechwood Business Park  
Inverness  
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Telephone 01463 225888  
Fax 01463 226777

## **Jersey**

27 Charing Cross  
St Helier  
Jersey  
JE2 3RP.  
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Fax 01534 731910

## **Leeds**

34 Lisbon Street  
Leeds  
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Telephone 0113 245 9341  
Fax 0113 243 5666

## **Leicester**

Permanent House  
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Leicester  
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Fax 0116 253 6585

## **Lincnoln**

Wigford House  
Brayford Wharf East  
Lincnoln  
LN5 7AY.  
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Fax 01522 513965

## **Llandudno**

59 Madoc Street  
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Fax 01492 871990

## **London**

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EC1A 9BD.  
Telephone 020 7248 4400  
Fax 020 7236 2034  
web: [www.brewindolphin.co.uk](http://www.brewindolphin.co.uk)  
email: [info@brewin.co.uk](mailto:info@brewin.co.uk)

## **Lymington**

98 High Street  
Lymington  
Hampshire  
SO41 9AP.  
Telephone 01590 674288  
Fax 01590 679039.

## **Manchester**

PO Box 512  
National House  
36 St Ann Street  
Manchester  
M60 2EP.  
Telephone 0161 839 4222  
Fax 0161 832 9092

## **Marlborough**

Cross Keys House  
The Parade  
Marlborough  
Wiltshire  
SN8 1NE.  
Telephone 01672 519600  
Fax 01672 515550.

## **Newcastle**

Commercial Union House  
39 Pilgrim Street  
Newcastle upon Tyne  
NE1 6RQ.  
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## **Norwich**

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Old Bank of England Court  
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Fax 01603 767476.

## **Orpington**

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Fax 01689 834214

## **Reigate**

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77 Bell Street  
Reigate  
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Telephone 01737 223722  
Fax 01737 224848

## **Scarborough**

5 Alma Square  
Scarborough  
YO11 1JR.  
Telephone 01723 372478  
Fax 01723 500116

## **Taunton**

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Taunton  
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Telephone 01823 332042  
Fax 01823 335166

## **Teesside**

Progress House  
Fudan Way  
Teesdale  
Stockton-on-Tees  
TS17 6EN.  
Telephone 01642 608855  
Fax 01642 604488

## **Wakefield**

Rishworth House  
8a Rishworth Street  
Wakefield  
WF1 3BY.  
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Fax 01924 361367

## **Execution Only – On-Line Broker**

**Stocktrade**  
PO Box 1076  
10 George Street  
Edinburgh  
EH2 2PZ.  
Telephone 0131 240 0400  
Fax 0131 240 0423  
web: [www.stocktrade.co.uk](http://www.stocktrade.co.uk)

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