

Rathbone Brothers Plc
Annual General Meeting
Thursday 10 May 2012
Total shareholder proxy votes cast

All resolutions were approved by shareholders at the meeting on a show of hands.
Proxy votes lodged were as follows.

Shares in issue at date of meeting (each having one vote) 43,814,995

Resolution	For	Against	Vote withheld
1 To adopt the reports of the directors and the auditors and the audited financial statements for the year ended 31 December 2011	30,486,015	800	194,081
2 To approve the remuneration report for the year ended 31 December 2011	30,152,140	100,048	428,708
3 To approve a final dividend of 29p per share for the year ended 31 December 2011	30,486,865	0	194,031
4 To re-elect Kate Avery as a director	29,917,809	569,006	194,081
5 To re-elect Ian Buckley as a director	29,820,624	666,191	194,081
6 To re-elect Caroline Burton as a director	29,917,809	569,006	194,081
7 To re-elect Paul Chavasse as a director	29,821,004	665,811	194,081
8 To re-elect Oliver Corbett as a director	29,918,509	568,306	194,081
9 To re-elect David Harrel as a director	29,860,003	590,306	230,587
10 To re-elect Kathryn Matthews as a director	28,443,220	2,007,089	230,587
11 To re-elect Andrew Morris as a director	29,660,360	813,455	207,081
12 To re-elect Mark Nicholls as a director	29,732,871	750,894	197,131
13 To re-elect Andy Pomfret as a director	29,732,557	754,258	194,081
14 To re-elect Richard Smeeton as a director	29,821,385	665,430	194,081
15 To re-elect Paul Stockton as a director	29,817,106	669,709	194,081
16 To appoint KPMG Audit Plc as auditors of the Company	30,484,184	1,931	194,781
17 To authorise the directors to agree the remuneration of the auditors	30,481,074	3,430	196,392
18 To approve an authority to make political donations and to incur political expenditure	29,857,550	622,515	200,831
19 To approve a general authority to allot ordinary shares	29,462,965	1,023,850	194,081
20 To authorise the disapplication of pre-emption rights	29,887,483	594,179	199,234
21 To authorise market repurchases of ordinary shares	30,422,541	24,538	233,817
22 To authorise the convening of a general meeting (other than the AGM) with 14 days' notice	29,644,461	842,354	194,081