

**Rathbone Brothers Plc**  
**Annual General Meeting**  
**Tuesday 14 May 2013**  
**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) 46,146,750

<b>Resolution</b>		<b>For</b>	<b>Against</b>	<b>Vote withheld</b>
1	To adopt the reports of the directors and the auditors and the audited financial statements for the year ended 31 December 2012	32,036,984	8,037	93,904
2	To approve the remuneration report for the year ended 31 December 2012	31,564,484	50,605	523,836
3	To declare a final dividend of 30p per share for the year ended 31 December 2012	32,045,021	0	93,904
4	To re-elect Paul Chavasse as a director	31,854,228	190,643	94,054
5	To re-elect Oliver Corbett as a director	31,776,429	265,301	97,195
6	To re-elect David Harrel as a director	31,539,591	263,670	335,664
7	To re-elect Kathryn Matthews as a director	31,532,732	270,529	335,664
8	To re-elect Mark Nicholls as a director	31,711,188	333,833	93,904
9	To re-elect Andy Pomfret as a director	31,418,589	621,664	98,672
10	To re-elect Paul Stockton as a director	31,847,898	196,757	94,270
11	To appoint KPMG Audit Plc as auditors of the Company	31,851,828	12,667	274,430
12	To authorise the directors to agree the remuneration of the auditors	32,035,053	8,237	95,635
13	To approve an authority to make political donations and to incur political expenditure	31,918,438	27,548	192,939
14	To approve a general authority to allot ordinary shares	30,589,853	1,455,168	93,904
15	To authorise the disapplication of pre-emption rights	32,040,322	4,699	93,904
16	To authorise market repurchases of ordinary shares	31,817,829	46,666	274,430
17	To authorise the convening of a general meeting (other than the AGM) on not less than 14 days' notice	31,054,237	989,417	95,270
18	To ratify the treatment of the 2012 interim dividend and to release directors and shareholders from any claim by the Company	32,041,710	2,311	94,904