

**RATHBONE BROTHERS PLC ('Rathbones')**  
**RESULTS OF THE 2014 ANNUAL GENERAL MEETING**  
**NOTIFICATION REQUIRED BY LISTING RULE 9.6.18**

At the forty-third Annual General Meeting of the Company held at 1 Curzon Street, London, W1J 5FB on Wednesday 14 May 2014, all the resolutions proposed (which were contained in the Notice of Meeting dated 8 April 2014) were passed on a poll.

Resolutions 1 to 16 were ordinary resolutions and resolutions 17 to 19 were special resolutions. Resolution 20 was proposed as a shareholder resolution requiring a vote in favour of at least 66% of voting rights represented (assuming at least 50% of total voting rights are represented at the meeting which was the case).

The full text of the resolutions is set out in the Notice of Annual General Meeting, a copy of which is on the Company's website at <http://www.rathbones.com/investor-relations/governance>. A copy has also been made available for inspection through the National Storage Mechanism which can be found at <http://www.morningstar.co.uk/uk/NSM>.

The results of the poll were as follows:

|    | <b>Resolution</b>   | <b>For</b> | <b>%</b> | <b>Against</b> | <b>%</b> | <b>Votes cast</b> | <b>Votes cast as a % of the voting capital</b> | <b>Withheld</b> |
|----|---|------------|----------|----------------|----------|-------------------|--|-----------------|
| 1  | To adopt the report and accounts for the year ended 31 December 2013              | 33,893,937 | 100.00%  | -              | 0.00%    | 33,893,937        | 71.15%   | 300,499         |
| 2  | To approve the directors' remuneration report for the year ended 31 December 2013 | 28,169,631 | 84.21%   | 5,281,939      | 15.79%   | 33,451,570        | 70.22%   | 742,866         |
| 3  | To approve the directors' remuneration policy                                     | 28,377,124 | 95.67%   | 1,283,037      | 4.33%    | 29,660,161        | 62.26%   | 4,534,275       |
| 4  | To declare a final dividend of 31p per share for the year ended 31 December 2013  | 34,118,157 | 100.00%  | 197            | 0.00%    | 34,118,354        | 71.62%   | 76,082          |
| 5  | To re-elect Paul Chavasse as a director   | 34,111,838 | 99.99%   | 4,280          | 0.01%    | 34,116,118        | 71.61%   | 78,318          |
| 6  | To re-elect Oliver Corbett as a director  | 34,041,091 | 99.99%   | 5,048          | 0.01%    | 34,046,139        | 71.47%   | 148,297         |
| 7  | To elect James Dean as a director   | 34,037,883 | 99.98%   | 8,256          | 0.02%    | 34,046,139        | 71.47%   | 148,297         |
| 8  | To re-elect David Harrel as a director  | 34,094,181 | 99.93%   | 24,173         | 0.07%    | 34,118,354        | 71.62%   | 76,082          |
| 9  | To elect Philip Howell as a director  | 33,156,819 | 97.18%   | 961,535        | 2.82%    | 34,118,354        | 71.62%   | 76,082          |
| 10 | To re-elect Kathryn Matthews as a director  | 34,113,999 | 99.99%   | 4,355          | 0.01%    | 34,118,354        | 71.62%   | 76,082          |
| 11 | To re-elect Mark Nicholls as a director   | 34,106,357 | 99.97%   | 10,155         | 0.03%    | 34,116,512        | 71.61%   | 77,924          |
| 12 | To re-elect Paul Stockton as a director   | 34,113,873 | 99.99%   | 4,481          | 0.01%    | 34,118,354        | 71.62%   | 76,082          |
| 13 | To appoint KPMG LLP as auditors of the Company                                    | 33,866,190 | 99.26%   | 251,755        | 0.74%    | 34,117,945        | 71.62%   | 76,491          |

|    |   |            |         |           |       |            |        |           |
|----|---|------------|---------|-----------|-------|------------|--------|-----------|
| 14 | To authorise the directors to agree the remuneration of the auditors                                  | 34,115,848 | 100.00% | -         | 0.00% | 34,115,848 | 71.61% | 78,588    |
| 15 | To approve an authority to make political donations and to incur political expenditure                | 34,098,203 | 99.96%  | 14,137    | 0.04% | 34,112,340 | 71.60% | 82,096    |
| 16 | To approve a general authority to allot ordinary shares   | 32,218,196 | 94.43%  | 1,899,642 | 5.57% | 34,117,838 | 71.62% | 76,598    |
| 17 | To authorise the disapplication of pre-emption rights   | 32,139,942 | 99.75%  | 81,682    | 0.25% | 32,221,624 | 67.64% | 1,972,812 |
| 18 | To authorise market purchases of ordinary shares  | 34,115,530 | 99.99%  | 2,674     | 0.01% | 34,118,204 | 71.62% | 76,232    |
| 19 | To authorise the convening of a general meeting (other than the AGM) or not less than 14 days' notice | 33,580,781 | 98.42%  | 537,573   | 1.58% | 34,118,354 | 71.62% | 76,082    |
| 20 | To allow the payment of variable remuneration of up to 200% of fixed remuneration                     | 33,671,736 | 99.74%  | 86,798    | 0.26% | 33,758,534 | 70.86% | 203,225   |

For the purposes of section 341 of the Companies Act 2006, the votes cast are expressed as a percentage of 47,639,806 ordinary shares. A vote "withheld" is not a vote in law and has not been counted as a vote "for" or "against" a resolution. In accordance with Listing Rule 9.6.2, a copy of the resolutions passed at today's AGM will be submitted to the National Storage Mechanism.

**Richard Loader**  
**Company Secretary**

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