

RATHBONE BROTHERS PLC ('Rathbones')
RESULTS OF THE 2015 ANNUAL GENERAL MEETING
NOTIFICATION REQUIRED BY LISTING RULE 9.6.18

At the forty-fourth Annual General Meeting of the Company held at 1 Curzon Street, London, W1J 5FB on Thursday 14 May 2015, all the resolutions proposed (which were contained in the Notice of Meeting dated 8 April 2015) were passed on a poll.

Resolutions 1 to 17 were ordinary resolutions and resolutions 18 to 21 were special resolutions.

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:

	Resolution	For	%	Against	%	Votes cast	Votes cast as a % of the voting capital	Withheld
1	To adopt the report and accounts for the year ended 31 December 2014	37,221,698	99.94	22,581	0.06	37,244,279	77.71	96,468
2	To approve the rules of the Rathbone Brothers Plc Executive Incentive Plan(EIP)	34,949,953	96.46	1,281,079	3.54	36,231,032	75.59	1,109,715
3	To approve the directors' remuneration policy	34,820,978	96.81	1,146,663	3.19	35,967,641	75.04	1,373,106
4	To approve the directors' remuneration report for the year ended 31 December 2014	36,304,003	98.10	702,754	1.90	37,006,757	77.21	333,990
5	To declare a final dividend of 33p per share for the year ended 31 December 2014	37,248,606	100.00	1,225	0.00	37,249,831	77.72	90,916
6	To re-elect Mark Nicholls as a director	37,231,695	99.96	15,357	0.04	37,247,052	77.71	93,695
7	To re-elect Philip Howell as a director	37,096,885	99.59	152,221	0.41	37,249,106	77.72	91,641
8	To re-elect Paul Stockton as a director	37,247,452	100.00	1,654	0.00	37,249,106	77.72	91,641
9	To re-elect Paul Chavasse as a director	37,244,266	100.00	1,431	0.00	37,245,697	77.71	95,050
10	To re-elect David Harrel as a director	37,115,756	99.68	118,941	0.32	37,234,697	77.69	106,050
11	To re-elect James Dean as a director	37,233,266	100.00	1,431	0.00	37,234,697	77.69	106,050
12	To elect Sarah Gentleman as a director	37,244,766	100.00	931	0.00	37,245,697	77.71	95,050
13	To re-elect Kathryn Matthews as a director	36,364,196	99.98	7,010	0.02	36,371,206	75.88	969,541

14	To re-appoint KPMG LLP as auditors of the Company	36,930,827	99.33	250,370	0.67	37,181,197	77.57	159,550
15	To authorise the directors to agree the remuneration of the auditors	37,243,842	99.99	2,624	0.01	37,246,466	77.71	94,281
16	To approve an authority to make political donations and to incur political expenditure	36,569,564	98.23	657,301	1.77	37,226,865	77.67	113,882
17	To approve a general authority to allot ordinary shares	35,480,450	95.43	1,697,341	4.57	37,177,791	77.57	162,956
18	To authorise the disapplication of pre-emption rights	36,613,597	98.62	513,194	1.38	37,126,791	77.46	213,956
19	To further authorise the disapplication of pre-emption rights regarding shares issued in connection with an acquisition or capital investment	34,663,734	93.37	2,463,057	6.63	37,126,791	77.46	213,956
20	To authorise market purchases of ordinary shares	37,242,936	99.98	5,670	0.02	37,248,606	77.71	92,141
21	To authorise the convening of a general meeting (other than the AGM) or not less than 14 days' notice	36,840,019	98.90	408,587	1.10	37,248,606	77.71	92,141

For the purposes of section 341 of the Companies Act 2006, the votes cast are expressed as a percentage of 47,929,868 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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