

NOTICE OF ANNUAL GENERAL MEETING

Rathbone Brothers Plc
Notice of Annual General Meeting 2013
1 Curzon Street
London W1J 5FB

Tuesday 14 May 2013 at 12 noon

This document is important and requires your immediate attention. If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek independent advice from a professional adviser who, if you are taking advice in the United Kingdom, is authorised under the Financial Services and Markets Act 2000 or an appropriately authorised independent financial adviser if you are in a territory outside the United Kingdom.

If you have sold or otherwise transferred all of your shares in Rathbone Brothers Plc, please pass this document and its enclosures as soon as possible to the stockbroker or other agent through whom the sale or transfer was arranged, for transmission to the purchaser or transferee.



RATHBONE BROTHERS PLC

RATHBONES

Established 1742

1 Curzon Street
London W1J 5FB

Tel. 020 7399 0000
www.rathbones.com

To the Company's ordinary shareholders
4 April 2013

Dear Shareholder,

2012 REPORT AND ACCOUNTS AND 2013 ANNUAL GENERAL MEETING

I am pleased to inform you that the Rathbone Brothers Plc (Company) 2012 Report and Accounts and Notice of the 2013 Annual General Meeting (AGM) have now been published.

If you have requested a printed copy of the Report and Accounts, it is enclosed.

If you requested to receive the Report and Accounts electronically or did not return the election card previously sent to you, please accept this letter as notification that the Company's 2012 Report and Accounts have now been published on our website (www.rathbones.com) and can be accessed via the Investor Relations section of the website.

Our 2013 AGM will be held at our London head office at 1 Curzon Street, London W1J 5FB on Tuesday 14 May 2013 at 12 noon. The formal notice of the AGM and particulars of the resolutions on which you can vote are enclosed.

I would draw your attention in particular to the following resolutions that are to be proposed at the AGM.

Re-election of directors (Resolutions 4 to 10)

In accordance with the provisions of the UK Corporate Governance Code, each of the directors will, once again, stand for re-election by shareholders. Caroline Burton is stepping down from the board having completed over nine years' service. Kate Avery is also standing down after three years' service and neither will be seeking re-election. I would like to thank them both for their contribution to our board, and to Caroline also for her service as chairman of the remuneration committee.

Dividend rectification (Resolution 18)

A resolution will be proposed regarding the payment of the interim dividend to shareholders in October 2012. The Company has identified a technical irregularity the effect of which is that, while the Company's group held adequate reserves to cover the amount of the interim dividend, the dividend was paid at a time when the Company's relevant accounts for the purposes of the Companies Act 2006 did not show sufficient distributable reserves to cover the full amount of the interim dividend. Resolution 18 is proposed to rectify the position.

Action to be taken

You are requested (whether or not you intend to be present at the AGM) to complete and submit a proxy appointment form in accordance with the notes to the Notice of the AGM. To be valid, the proxy appointment form must be received at the address for delivery specified in the notes by 12 noon on Friday 10 May 2013.

Completion and return of a proxy appointment will not preclude a shareholder from attending and voting at the AGM.

Recommendation

The board considers that all of the resolutions set out in the Notice of the AGM are likely to promote the success of the Company and are in the best interests of both the Company and its shareholders as a whole. The board unanimously recommends that shareholders vote in favour of all of these resolutions.

Yours faithfully,

Mark Nicholls
Chairman

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the forty-second Annual General Meeting (AGM) of Rathbone Brothers Plc (Company) will be held at 1 Curzon Street, London W1J 5FB on Tuesday 14 May 2013 at 12 noon to consider and, if thought fit, pass the following resolutions.

Resolutions 1 to 14 are proposed as ordinary resolutions and resolutions 15 to 18 are proposed as special resolutions.

2012 REPORT AND ACCOUNTS

- 1 To adopt the reports of the directors and the auditors and the audited financial statements for the year ended 31 December 2012.
- 2 To approve the remuneration report for the year ended 31 December 2012.

Explanatory Note The remuneration report can be found on pages 53 to 60 of the 2012 Report and Accounts. Part 15 of the Companies Act 2006 requires the preparation of this report which must be approved by shareholders in general meeting. This does not affect the directors' entitlements to remuneration and the result of this resolution is advisory only.

FINAL DIVIDEND

- 3 To declare a final dividend of 30p per share for the year ended 31 December 2012.

Explanatory Note The directors are recommending the payment of a final dividend. If the resolution is passed by shareholders, the final dividend will be payable on 16 May 2013 to the holders of ordinary shares on the register at the close of business on 26 April 2013.

ANNUAL RE-ELECTION OF DIRECTORS

- 4 To re-elect Paul Chavasse as a director.
- 5 To re-elect Oliver Corbett as a director.
- 6 To re-elect David Harrel as a director.
- 7 To re-elect Kathryn Matthews as a director.
- 8 To re-elect Mark Nicholls as a director.
- 9 To re-elect Andy Pomfret as a director.
- 10 To re-elect Paul Stockton as a director.

Explanatory Note Each director is standing for re-election in accordance with the provisions of the UK Corporate Governance Code. Biographical details of the directors can be found on pages 42 to 44 of the 2012 Report and Accounts. Following formal performance evaluation by the board and individual appraisal by the Chairman, the Chairman confirms that each of the directors continues to be effective and demonstrates commitment to the role.

AUDITORS

- 11 To appoint KPMG Audit Plc as auditors of the Company.
- 12 To authorise the directors to agree the remuneration of the auditors.

Explanatory Note The auditors of a public company must be appointed for each financial year at the meeting at which the financial statements for the previous financial year are laid.

POLITICAL DONATIONS

13 That in accordance with section 366 of the Companies Act 2006 the Company and any company which is or becomes a subsidiary of the Company during the period to which this resolution relates be and is hereby authorised:

- (a) to make political donations to political parties and / or independent election candidates;
- (b) to make political donations to political organisations other than political parties; and
- (c) to incur political expenditure,

provided that:

- (i) the authority conferred by this resolution shall commence on the date on which it is passed and expire on 13 November 2014 or, if earlier, on the conclusion of the Company's next Annual General Meeting (or adjournment thereof) after the passing of this resolution;
- (ii) the aggregate total amount of such political donations and political expenditure shall not exceed £50,000 and the amount authorised under each of paragraphs (a), (b) and (c) above shall also be limited to such amount; and
- (iii) in this resolution the expressions 'political donation', 'political parties', 'independent election candidate', 'political organisation' and 'political expenditure' have the meanings set out in Part 14 of the Companies Act 2006.

Explanatory Note This resolution renews a similar authority given at last year's annual general meeting which is due to lapse at the AGM. Part 14 of the Companies Act 2006 prohibits the Company and its subsidiaries from making donations of more than £5,000 in any twelve month period to a political party or other political organisations or to an independent election candidate unless they have been authorised to make donations by the Company's shareholders.

The Company has a policy that it does not make donations to political parties, political organisations or independent election candidates and the Board will not use these authorities, if given, to do so. However, the Companies Act 2006 includes broad and ambiguous definitions of political donations and expenditure, which may have the effect of covering some normal business activities, and therefore presents potential for inadvertent or technical breach. The Board therefore considers that it would be prudent to obtain shareholder approval for the Company to make donations to political parties, political organisations and independent election candidates and to incur political expenditure up to the specified limit in the forthcoming year.

ALLOTMENT AUTHORITY

14 That the directors be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company (Rights) up to an aggregate nominal amount of £755,000, such authority to expire on 13 November 2014 or, if earlier, on the conclusion of the Company's next Annual General Meeting (or adjournment thereof) after the passing of this resolution. Notwithstanding such expiry, the authority shall still permit the Company to make allotments of shares or grant Rights in respect of offers or agreements made before such expiry, which would or might require shares to be allotted or Rights to be granted after such expiry. All authorities vested in the directors on the date of this notice to allot shares and grant Rights that remain unexercised at the commencement of the meeting are hereby revoked without prejudice to any allotment of securities pursuant thereto.

Explanatory Note This resolution is proposed annually and authorises the directors to allot ordinary shares and to grant rights to subscribe for or to convert any security into ordinary shares, limited to 15,100,000 ordinary shares representing approximately 33% of the issued share capital of the Company (less shares held in treasury) as at 18 March 2013, the last practicable date before the publication of this notice, in circumstances defined by the resolution so as to enable them to respond, in the interests of the Company, to any appropriate opportunities that may arise. The directors have no present intention to issue any shares under the authority being sought. The renewed authority will remain in force until 13 November 2014 or, if earlier, the conclusion of the Company's next Annual General Meeting.

As at 18 March 2013, the Company held 50,000 shares in the capital of the Company in treasury, representing 0.1% of the total issued ordinary share capital (excluding such treasury shares).

POWER TO DISAPPLY PRE-EMPTION RIGHTS

- 15 (a) That the directors be and they are hereby empowered pursuant to sections 570 and 573 of the Companies Act 2006 (the Act) to allot equity securities (as defined in section 560 of the Act) for cash, pursuant to the authority conferred on them by resolution 14 in the notice of this meeting or by way of sale of treasury shares:
- (i) in connection with any rights issue or open offer (each as referred to in the listing rules of the Financial Services Authority or any successor body) or any other pre-emptive offer which is open for acceptance for a period determined by the directors, to the holders of ordinary shares on the register on any fixed record date in proportion to their holdings of ordinary shares (and, if applicable, to the holders of any other class of equity security in accordance with the rights attached to such class), subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to (i) fractions of such securities, (ii) the use of one or more currencies for making payments in respect of such offer, (iii) any such shares or other securities being represented by depositary receipts, (iv) treasury shares or (v) any legal or practical problems arising under the laws of, or the requirements of any regulatory body or any stock exchange in, any territory; and
 - (ii) other than pursuant to paragraph (a)(i) above, up to an aggregate nominal amount of £115,000, as if section 561 of the Act did not apply to any such allotment.
- (b) The powers given by this resolution shall expire on 13 November 2014 or, if earlier, on the conclusion of the Company's next Annual General Meeting (or adjournment thereof) after the passing of this resolution. Notwithstanding such expiry, the authority shall still permit the Company to make allotments of equity securities in respect of offers or agreements made before such expiry which would or might require equity securities to be allotted after such expiry. All previous authorities under sections 570 and 573 of the Act are hereby revoked without prejudice to any allotment of securities pursuant thereto.

Explanatory Note This first special resolution seeks authority, limited to 2,300,000 ordinary shares having an aggregate nominal amount of £115,000 and representing approximately 5% of the issued share capital of the Company as at 18 March 2013, regarding allotments other than to members proportionately to their respective shareholdings and for which payment is to be wholly in cash. Additionally, the resolution seeks authority for the Company to sell or otherwise deal with treasury shares (being shares acquired and held by the Company) without necessarily involving shareholders.

In accordance with the recommendations of the Association of British Insurers, the directors confirm their intention that no more than 7.5% of the Company's issued share capital will be issued for cash on a non-pre-emptive basis during any three year period without appropriate consultation. Over the three years to 31 December 2012, shares with a nominal value of £132,887 were allotted for cash, representing 5.8% of the issued share capital at that date.

AUTHORITY TO PURCHASE ORDINARY SHARES

- 16 That the directors be and they are hereby granted pursuant to section 701 of the Companies Act 2006 (the Act) general and unconditional authority to make market purchases (as defined by section 693 of the Act) of any of its ordinary shares of 5p each upon and subject to the following conditions:
- (a) the maximum number of ordinary shares in the Company hereby authorised to be acquired is 2,300,000 shares (being approximately 5% of the issued share capital of the Company as at 18 March 2013);
 - (b) the minimum price (exclusive of expenses) which may be paid for an ordinary share is 5p;
 - (c) the maximum price which may be paid for an ordinary share is the higher of (i) an amount equal to 105% of the average of the middle market quotations for an ordinary share taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the share is purchased and (ii) the amount stipulated by Article 5(i) of the Buy-back and Stabilisation Regulation 2003 (in each case, exclusive of expenses); and
 - (d) the authority hereby conferred shall (unless previously renewed) expire on 13 November 2014 or, if earlier, on the conclusion of the Company's next Annual General Meeting (or adjournment thereof) after the passing of this resolution except that the Company may at any time prior to the expiry of such authority enter into a contract for the purchase of ordinary shares which would or might be completed wholly or partly after the expiry of such authority and may complete a purchase of ordinary shares in pursuance of any such contract.

Explanatory Note This second special resolution is to renew the authority granted to the directors at last year's Annual General Meeting to purchase the Company's own ordinary shares under certain stringent conditions. The directors do not have any present intention of using the authority which will be used only when the directors consider that it would be in the best interests of the shareholders generally and the effect would be to enhance earnings per share. Shares purchased will be held as treasury shares as defined in section 724(5) of the Act. At 18 March 2013, 50,000 treasury shares were held by the Company.

As at 18 March 2013 there were options outstanding to subscribe for 184,132 new ordinary shares in the Company. This represents 0.40% of the issued ordinary share capital of the Company at that date and would represent 0.42% if the authority to buy back shares under this resolution were used in full.

AUTHORITY FOR THE CONVENING OF GENERAL MEETINGS OF THE COMPANY ON 14 CLEAR DAYS' NOTICE

- 17 That any general meeting of the Company, other than an Annual General Meeting, may be convened by the giving of not less than 14 clear days' notice.

Explanatory Note This resolution renews an authority given at last year's Annual General Meeting and is required as a result of section 307A of the Companies Act 2006 coming into force. The Company currently has power under its articles of association to call general meetings (other than annual general meetings) on 14 clear days' notice and would like to preserve this ability. In order to do so, shareholders must first approve the calling of meetings on 14 days' notice. This special resolution seeks such approval. The approval will be effective until the Company's next Annual General Meeting, when it is intended that a similar resolution will be proposed. The shorter notice period would not be used as a matter of routine for general meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of the shareholders as a whole.

DIVIDEND RECTIFICATION

18 That:

- (a) in respect of the payment of the interim dividend by the Company on 7 October 2012 (the 2012 Interim Dividend) to current and former shareholders of the Company, the appropriation of distributable profits of the Company (as shown in the audited accounts of the Company for the financial period ended 31 December 2012) to such payment is hereby ratified and confirmed;
- (b) any and all claims which the Company may have in respect of the payment of the 2012 Interim Dividend against its current and former shareholders who appeared on the register of shareholders on the record date for the 2012 Interim Dividend be and they are hereby released and that a deed of release in favour of such current and former shareholders be entered into by the Company in the form of the deed produced to this meeting and signed by the Chairman for the purposes of identification and thereafter be delivered to the Secretary of the Company for retention on behalf of the said current and former shareholders (the Release);
- (c) any distribution involved in the giving of the Release be made out of profits appropriated to the 2012 Interim Dividend pursuant to paragraph (a) above by reference to a record date identical to the record date for the 2012 Interim Dividend; and
- (d) any and all claims which the Company may have against its Directors (both current and former) either (i) in respect of the payment of the 2012 Interim Dividend or (ii) in respect of any breach of duty owed by such Directors to the Company arising out of the payment of the 2012 Interim Dividend be and they are hereby released and that a deed of release in favour of the Company's current and former Directors be entered into by the Company in the form of the deed produced to this meeting and signed by the Chairman for the purposes of identification and thereafter be delivered to the Secretary of the Company for retention on behalf of the said current and former Directors.

Explanatory Note As explained in the Directors' report on page 48 of the 2012 Report and Accounts, following the identification of a technical irregularity regarding the timing of intra-group movements of reserves and the payment of the 2012 interim dividend by the Company, this dividend was paid at a time when the relevant accounts of the Company for the purposes of the Companies Act 2006 did not show sufficient distributable reserves. This resolution asks shareholders to approve the appropriation of the historic profits of the Company to the dividend payment concerned and to release the current and former shareholders and directors from any claim by the Company for repayment of the interim dividend. The purpose of the resolution is to put the shareholders and directors into the position in which they were always intended to be.

By Order of the Board

Richard Loader
Company Secretary

4 April 2013

Registered Office: 1 Curzon Street, London W1J 5FB

NOTES

- 1 Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 and subject to the provisions for proxies, the Company specifies that only those shareholders registered in the register of members of the Company as at 6.00pm on 10 May 2013 (or, if the meeting is adjourned, 6.00pm on the day two days prior to the day fixed for the adjourned meeting) shall be entitled to attend or vote at the meeting in respect of the number of shares registered in their name at that time. Subsequent changes to the entries on the register will be disregarded in determining the rights of any person to attend or to vote at the meeting.
- 2 **Members entitled to attend, speak and vote are entitled, if they so wish, to appoint one or more proxies to attend, speak and vote in their stead provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member.** A proxy need not be a member. Proxy forms should be completed and returned to the Company's Registrars, Equiniti, at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA so as to be received by no later than 12 noon on 10 May 2013. Alternatively, a member may appoint a proxy online by following the instructions for the electronic appointment of a proxy at www.sharevote.co.uk. To be a valid proxy appointment, the member's electronic message confirming the details of the appointment completed in accordance with those instructions must be transmitted so as to be received by the same time. Members who hold their shares in uncertificated form may also use CREST to appoint a proxy electronically, as explained below. Appointing a proxy will not prevent you from attending and voting at the Annual General Meeting if you so wish.

The 'vote withheld' option is provided on the proxy card to enable you to abstain on any particular resolution. However, it should be noted that a 'vote withheld' is not a vote in law and will not be counted in the calculation of the proportion of votes 'for' and 'against' a resolution.
- 3 CREST members who wish to appoint a proxy or proxies through CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual which can be viewed at www.euroclear.com. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with the specifications of CREST's operator, Euroclear UK & Ireland Limited (Euroclear), and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by Equiniti (ID RA19) by no later than 12 noon on 10 May 2013. No message received through the CREST network after this time will be accepted. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which our registrars are able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider take) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- 4 Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a Nominated Person) may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Annual General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
- 5 The statement of rights of members in relation to the appointment of proxies in paragraphs 2 and 3 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
- 6 As at 18 March 2013 (being the last practicable date prior to the printing of this Notice) the Company's issued share capital consists of 46,127,398 ordinary shares, carrying one vote each. At the same date, 50,000 treasury shares were held by the Company. Therefore, the total voting rights in the Company as at 18 March 2013 are 46,077,398.
- 7 Copies of the executive directors' service contacts and non-executive directors' letters of appointment are available for inspection at the Registered Office during business hours on any weekday (public holidays excluded). They will also be available for inspection at the Annual General Meeting for at least 15 minutes prior to the meeting and during the meeting.
- 8 Each member attending the meeting has the right to ask questions relating to the business being dealt with at the meeting which, in accordance with section 319A of the Companies Act 2006 and subject to some exceptions, the Company must cause to be answered.
- 9 Information relating to the meeting which the Company is required by the Companies Act 2006 to publish on a website in advance of the meeting may be viewed at www.rathbones.com. A member may not use any electronic address provided by the Company in this document or with any proxy appointment form or in any website for communicating with the Company for any purpose in relation to the meeting other than as expressly stated in it.
- 10 It is possible that, pursuant to members' requests made in accordance with section 527 of the Companies Act 2006, the Company will be required to publish on a website a statement in accordance with section 528 of that Act setting out any matter that the members concerned propose to raise at the meeting relating to the audit of the Company's latest audited financial statements. The Company cannot require the members concerned to pay its expenses in complying with those sections. The Company must forward any such statement to its auditors by the time it makes the statement available on the website. The business which may be dealt with at the meeting includes any such statement.
- 11 The Explanatory Notes to the resolutions included in this Notice of Annual General Meeting are for the information of shareholders only and do not form part of the resolutions to be proposed to the meeting.