

NOTICE OF ANNUAL GENERAL MEETING

Rathbone Brothers Plc
Notice of Annual General Meeting 2014
1 Curzon Street
London W1J 5FB

Wednesday 14 May 2014 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
8 April 2014

Dear Shareholder,

2013 REPORT AND ACCOUNTS AND 2014 ANNUAL GENERAL MEETING

I am pleased to inform you that the Rathbone Brothers Plc ('the company') 2013 report and accounts and notice of the 2014 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 2013 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 2014 AGM will be held at our London head office at 1 Curzon Street, London W1J 5FB on Wednesday 14 May 2014 at 12 noon. The formal notice of the AGM is set out on pages 5 to 7 of this document and contains the particulars of the resolutions on which you are asked to vote. An explanation of each of the resolutions is set out on pages 1 to 3 of this document.

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

Resolution 3 – Approval of the directors' remuneration policy

This year, for the first time, you will be asked to vote to approve the forward looking directors' remuneration policy. The proposed policy is set out on pages 60 to 65 of the 2013 report and accounts. This vote will be in addition to your vote to approve the directors' remuneration report for the financial year ended 31 December 2013. As mentioned in the directors' remuneration report, following the management changes at the start of 2014, it is the board's current intention to review the remuneration policy during the course of the current financial year and to seek new shareholder approval at the 2015 annual general meeting.

Resolution 20 – Approval of cap on variable remuneration

The Remuneration Code (as it applies to the company and as set out in the Financial Conduct Authority's and Prudential Regulation Authority's Handbooks) provides that the variable remuneration paid to certain company employees must be capped as a percentage of fixed remuneration. The Code allows shareholders to approve a cap of 200% of fixed remuneration. This year, you will be asked to approve such a cap. Further information as required by the Remuneration Code in respect of this proposed shareholders' resolution, including the percentage of votes in favour needed to pass the resolution, is set out on page 3.

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 Monday 12 May 2014. 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

APPENDIX I – EXPLANATORY NOTES TO THE AGM RESOLUTIONS

RESOLUTION 1 – APPROVAL OF THE REPORT AND ACCOUNTS

The Companies Act 2006 requires the directors of a public company to lay its annual report and accounts before the company in general meeting, giving shareholders the opportunity to ask questions on the contents. In accordance with the 2012 UK Corporate Governance Code, the company proposes, as an ordinary resolution, a resolution on its annual report and accounts for the year ended 31 December 2013.

RESOLUTION 2 – APPROVAL OF THE DIRECTORS’ REMUNERATION REPORT

In accordance with the Companies Act 2006, the company proposes an ordinary resolution to approve the directors’ remuneration report for the financial year ended 31 December 2013. The directors’ remuneration report can be found on pages 54 to 65 of the 2013 report and accounts and, for the purposes of this resolution, does not include the parts of the directors’ remuneration report containing the directors’ remuneration policy which is set out on pages 60 to 65. The vote on this resolution is advisory only and the directors’ entitlement to remuneration is not conditional on it being passed.

RESOLUTION 3 – APPROVAL OF THE DIRECTORS’ REMUNERATION POLICY

For the first time this year, and in accordance with the Companies Act 2006, the company proposes an ordinary resolution to approve the directors’ remuneration policy contained in the directors’ remuneration report. The proposed policy is set out on pages 60 to 65 of the 2013 report and accounts. The vote on Resolution 3 is a binding vote and, if passed, will mean that the directors can only make remuneration payments and payments for loss of office in accordance with the approved policy. The company is required to ensure that a vote on its remuneration policy takes place annually unless the approved policy remains unchanged, in which case the company will propose a similar resolution at least every three years. Following the management changes at the start of 2014, it is the board’s current intention to review the remuneration policy during the course of the current financial year and seek further shareholder approval at the 2015 annual general meeting.

RESOLUTION 4 – APPROVAL OF THE 2014 FINAL DIVIDEND

The directors are recommending the payment of a final dividend of 31p per ordinary share for the year ended 31 December 2013. If approved, the final dividend will be paid on 19 May 2014 to the holders of ordinary shares on the register at the close of business on 25 April 2014.

RESOLUTIONS 5 TO 12 – ELECTION AND RE-ELECTION OF DIRECTORS

In accordance with the company’s articles of association and the UK Corporate Governance Code, James Dean and Philip Howell, both of whom were appointed as directors by the board in 2013, will retire from office at the AGM and will seek election by shareholders for the first time.

As permitted by the company’s articles of association and in accordance with the provisions of the UK Corporate Governance Code, the board has decided that all other directors of the company will retire from office at the AGM and will seek re-election by shareholders. Each of resolutions 5 to 12 shall be proposed as an ordinary resolution. Biographical details of the all of the directors can be found on pages 44 to 46 of the 2013 report and accounts. Following formal performance evaluation by the board and individual appraisal by the chairman, each of the directors continues to be effective and demonstrates commitment to the role.

RESOLUTION 13 AND 14 – APPOINTMENT OF AUDITORS

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. The audit committee has, on the board's behalf, reviewed the effectiveness, performance, independence and objectivity of its external auditors, KPMG, and concluded that they were in all respects effective.

Due to a legal restructuring of KPMG's business, KPMG Audit Plc have notified the company that they are not seeking reappointment as the company's auditors at the 2014 AGM. In their place, it is proposed that KPMG LLP are appointed as the company's auditors and will hold office from the conclusion of the 2014 AGM until the conclusion of the next general meeting at which accounts are laid before the company.

In accordance with the requirements of the Companies Act 2006, KPMG Audit Plc have provided the company with a 'statement of circumstances' confirming that they are ceasing to hold office as the company's auditors. A copy of the statement is set out at Appendix II to this document. Special notice of this resolution has been given to the company in accordance with sections 312 and 515 of the Companies Act 2006.

Resolution 14 proposes that the directors be authorised to determine the level of the auditors' remuneration.

RESOLUTION 15 – POLITICAL DONATIONS

This ordinary 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.

RESOLUTION 16 – ALLOTMENT AUTHORITY

This ordinary 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 a maximum aggregate nominal amount of £765,000 (15,300,000 ordinary shares) representing approximately 33% of the issued share capital of the company (less shares held in treasury) as at 18 March 2014, 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 30 June 2015 or, if earlier, the conclusion of the company's next AGM.

As at 18 March 2014, 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).

RESOLUTION 17 – POWER TO DISAPPLY PRE-EMPTION RIGHTS

This special resolution seeks authority, limited to a maximum aggregate nominal amount of £115,000 (2,300,000 ordinary shares) representing approximately 5% of the issued share capital of the company as at 18 March 2014, 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 2013, shares with a nominal value of £145,544 were allotted for cash, representing 6.3% of the issued share capital at that date.

RESOLUTION 18 – AUTHORITY TO PURCHASE ORDINARY SHARES

This special resolution is to renew the authority granted to the directors at last year's AGM to purchase the company's own ordinary shares under certain stringent conditions. Resolution 18 specifies the maximum number of shares which may be acquired (being approximately 5% of the company's issued ordinary share capital as at 18 March 2014) and the maximum and minimum prices at which shares may be bought.

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 2014, 50,000 treasury shares were held by the company.

As at 18 March 2014 there were options outstanding to subscribe for 307,197 new ordinary shares in the company. This represents 0.66% of the issued ordinary share capital of the company at that date and would represent 0.70% if the authority to buy back shares under this resolution were used in full.

RESOLUTION 19 – AUTHORITY FOR THE CONVENING OF GENERAL MEETINGS OF THE COMPANY ON 14 CLEAR DAYS' NOTICE

This resolution renews an authority given at last year's AGM and is required as a result of section 307A of the Companies Act 2006. The company currently has power under its articles of association to call general meetings (other than AGMs) on at least 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 at least 14 days' notice. This special resolution seeks such approval. The approval will be effective until the company's next AGM, 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.

RESOLUTION 20 – VARIABLE REMUNERATION CAP

The Capital Requirements Directive IV introduced a number of provisions regarding remuneration which are implemented in the Remuneration Code as set out in the Handbooks of the Financial Conduct Authority and the Prudential Regulation Authority. The Remuneration Code provides that for certain organisations the variable remuneration of certain individuals must be capped at 100% of fixed remuneration. This cap may be increased to 200% of fixed remuneration with the approval of shareholders.

Fixed remuneration includes salary, benefits and other elements of pay that are part of an individual's terms of employment and are paid without consideration of any performance criteria. Variable remuneration reflects sustainable and risk adjusted performance as well as performance in excess of that required to fulfil the individual's job description as part of the terms of employment and includes payments under the profit sharing scheme and awards under share plans.

The Remuneration Committee considers that capping variable remuneration at 100% of fixed remuneration provides insufficient flexibility and may lead to an increase in the amount of fixed remuneration paid. It could also affect the company's ability to attract and retain employees. It does not believe that this is in the best interests of the company.

There remains some uncertainty regarding the scope of these provisions and whether the company will be affected by them with further regulatory guidance expected during 2014. The Remuneration Committee is therefore recommending that shareholders approve a cap on variable remuneration set at 200% of fixed remuneration.

The Remuneration Code requires that in order for the cap on variable remuneration to be increased from 100% of fixed remuneration to 200% of fixed remuneration, it must be approved by a majority of:

- (a) at least 66% of shareholders, provided that at least 50% of the shareholders are represented (in person or by proxy); or
- (b) at least 75% of shareholders if less than 50% of the shareholders are represented (in person or by proxy).

Resolution 20 is therefore being proposed as a 'shareholders' resolution' which requires the appropriate majority as set out above in order to be passed.

At 18 March 2014, Rathbones has 32 Remuneration Code employees, some of whom may be affected by the variable remuneration cap. Remuneration Code employees are the executive directors of the company and its principal regulated operating subsidiaries, members of the main management committees who are not on these boards and heads of support and control functions who have a material impact on the firm's risk profile.

Employees whose remuneration is regulated by the Remuneration Code will not exercise, directly or indirectly, any voting rights they may have as shareholders in respect of this special resolution. The directors consider that setting the variable remuneration cap at 200% of fixed remuneration will not impact on the requirement to maintain a sound capital base.

APPENDIX II – STATEMENT OF CIRCUMSTANCES



KPMG Audit Plc
15 Canada Square
Canary Wharf
London E14 5GL
United Kingdom

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DX 157460 Canary Wharf 5

Private & confidential

Rathbone Brothers Plc
1 Curzon Street
London
W1J 5FB

31 March 2014

Dear Sirs

Statement to Rathbone Brothers Plc (no.01000403) on ceasing to hold office as auditors pursuant to section 519 of the Companies Act 2006

The circumstances connected with our ceasing to hold office are that our company, KPMG Audit Plc, has instigated an orderly wind down of business. KPMG LLP, an intermediate parent, will immediately be seeking appointment as statutory auditor.

We request that any correspondence in relation to this statement be sent to our registered office 15 Canada Square, London, E14 5GL marked for the attention of the Audit Regulation Department.

Yours faithfully,

KPMG Audit Plc

KPMG Audit Plc, a UK public limited company, is a subsidiary of KPMG Europe LLP and a member firm of the KPMG network of independent member firms affiliated with KPMG International Cooperative, a Swiss entity.

Registered in England No 3110745
Registered office: 15 Canada Square,
London, E14 5GL

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the forty-third Annual General Meeting (AGM) of Rathbone Brothers Plc ('the company') will be held at 1 Curzon Street, London W1J 5FB on Wednesday 14 May 2014 at 12 noon to consider and, if thought fit, pass the following resolutions.

Resolutions 1 to 16 are proposed as ordinary resolutions, resolutions 17 to 19 are proposed as special resolutions and resolution 20 is proposed as a shareholders' resolution.

2013 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 2013.
- 2 To approve the directors' remuneration report (other than the part containing the directors' remuneration policy) for the year ended 31 December 2013.
- 3 To approve the directors' remuneration policy (as contained in the directors' remuneration report for the year ended 31 December 2013).

FINAL DIVIDEND

- 4 To declare a final dividend of 31p per share for the year ended 31 December 2013.

ANNUAL ELECTION AND RE-ELECTION OF DIRECTORS

- 5 To re-elect Paul Chavasse as a director.
- 6 To re-elect Oliver Corbett as a director.
- 7 To elect James Dean as a director.
- 8 To re-elect David Harrel as a director.
- 9 To elect Philip Howell as a director.
- 10 To re-elect Kathryn Matthews as a director.
- 11 To re-elect Mark Nicholls as a director.
- 12 To re-elect Paul Stockton as a director.

AUDITORS

- 13 To appoint KPMG LLP as auditors of the company.
- 14 To authorise the directors to agree the remuneration of the auditors.

POLITICAL DONATIONS

15 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 30 June 2015 or, if earlier, on the conclusion of the company's next AGM (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.

ALLOTMENT AUTHORITY

16 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 £765,000, such authority to expire on 30 June 2015 or, if earlier, on the conclusion of the company's next AGM (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.

POWER TO DISAPPLY PRE-EMPTION RIGHTS

- 17 (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 16 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 Conduct Authority) 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 30 June 2015 or, if earlier, on the conclusion of the company's next AGM (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.

AUTHORITY TO PURCHASE ORDINARY SHARES

- 18 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 2014);
 - (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 30 June 2015 or, if earlier, on the conclusion of the company's next AGM (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.

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

- 19 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.

VARIABLE REMUNERATION CAP

- 20 To allow those individuals whose remuneration is regulated by the Remuneration Code (as set out in SYSC 19A of the Financial Conduct Authority's Handbook and the Prudential Regulation Authority's Handbook) to be paid variable remuneration not exceeding 200% of their fixed remuneration.

By Order of the Board

Richard Loader
Company Secretary

8 April 2014

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 Monday 12 May 2014 (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. Employee shareholders whose remuneration is regulated by the Remuneration Code (as set out in the Handbooks of the Financial Conduct Authority and the Prudential Regulation Authority) have an interest in resolution 20 and should not exercise, directly or indirectly, any voting rights they may have in respect of the approval sought under resolution 20. Where possible, any votes cast by them will be disregarded.
- 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 Monday 12 May 2014. 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 AGM 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 Monday 12 May 2014. 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 AGM. 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 2014 (being the last practicable date prior to the printing of this notice) the company's issued share capital consists of 46,313,756 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 2014 were 46,263,756.
- 7 Copies of the executive directors' service contracts 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 AGM 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 or any circumstances connected with an auditor ceasing to hold office since the previous annual general meeting. 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.

Rathbone Brothers Plc

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www.rathbones.com
