

# PUBLICATION OF CIRCULAR AND NOTICE OF GM

Released : 01 Jun 2023 13:45

RNS Number : 3802B  
Rathbones Group PLC  
01 June 2023

FOR IMMEDIATE RELEASE

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OF THAT JURISDICTION

THIS IS AN ANNOUNCEMENT AND NOT A CIRCULAR OR PROSPECTUS OR EQUIVALENT DOCUMENT AND INVESTORS AND PROSPECTIVE INVESTORS SHOULD NOT MAKE ANY INVESTMENT DECISION ON THE BASIS OF ITS CONTENTS. A COMBINED CLASS 1 CIRCULAR AND PROSPECTUS IN RELATION TO THE COMBINATION REFERRED TO IN THIS ANNOUNCEMENT HAS BEEN PUBLISHED TODAY

1 June 2023

## Publication of Circular and Notice of General Meeting

Further to Rathbones Group Plc's ("**Rathbones**") announcement on 4 April 2023 that it and Investec PLC had entered into a definitive agreement regarding an all-share combination of Rathbones with Investec Wealth & Investment Limited to create the UK's leading discretionary wealth manager (the "**Combination**"), Rathbones announces that the Financial Conduct Authority (the "**FCA**") has today approved Rathbones' combined prospectus and Class 1 shareholder circular in relation to the Combination (the "**Circular**").

Rathbones has published the Circular and will convene a general meeting of Rathbones shareholders at 10.30 a.m. on 23 June 2023 at 8 Finsbury Circus, London EC2M 7AZ (the "**General Meeting**"), to consider and approve the Combination. A notice of the General Meeting is included in the Circular.

The Combination is conditional on the approval of Rathbones shareholders. To approve the Combination, shareholders who together represent a simple majority of the Rathbones shares voted at the General Meeting (whether in person or by proxy) must vote to approve the resolutions put to the General Meeting. The Combination is also subject to the satisfaction of certain regulatory conditions and to the FCA and London Stock Exchange agreeing to admit the Ordinary Share element of the Consideration Shares to the premium listing segment of the Official List and to trading on the London Stock Exchange's Main Market for listed securities. Completion of the Combination is expected to occur in early Q4 2023.

The expected timetable of principal events in relation to the General Meeting is as follows:

| Event  | Time/Date                  |
|--|----------------------------|
| Expected time/date Deadline for lodging Forms of Proxy/ CREST Proxy Instructions | 10.30 a.m. on 21 June 2023 |
| Voting Record Time   | 6.30 p.m. on 21 June 2023  |
| General Meeting  | 10.30 a.m. on 23 June 2023 |

Copies of the Circular and certain other documents in relation to the Combination are available for inspection on Rathbones' website at <https://www.rathbones.com/investor-relations>

The Circular and certain other documents in relation to the Combination may also be inspected during usual business hours on any weekday (Saturdays, Sundays and public holidays in the UK excepted) at Rathbones' registered address at 8 Finsbury Circus, London EC2M 7AZ, or at the offices of Addleshaw Goddard LLP at Milton Gate, 60 Chiswell Street, London EX1Y 4AG for a period beginning on today's date until the date of the General Meeting, and at the General Meeting for a period beginning fifteen minutes before it commences, for the duration of the General Meeting.

Meeting.

A copy of the Circular will also be submitted to the National Storage Mechanism, where it will shortly be available for inspection at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

Defined terms used in this Announcement shall have the meaning given in Rathbones' RNS announcement of the Combination on 4 April 2023, unless otherwise defined.

**Rathbones Group Plc**

Tel: +44 20 7399 0000

Paul Stockton, Group Chief Executive Officer

Jennifer Mathias, Group Chief Financial Officer

Sarah Lewandowski, Investor Relations

**BofA Securities (Financial Adviser, Sponsor and Joint Corporate Broker to Rathbones)**

Tel: +44 20 7628 1000

Peter Luck, Fraser Allan, Joshua Maguire, Oliver Elias, Alex Penney

**Peel Hunt (Joint Corporate Broker to Rathbones)**

Tel: +44 20 7418 8900

Andrew Buchanan, John Welch, Oliver Jackson, Sam Milford

**Camarco (PR Adviser to Rathbones)**

Tel: +44 20 3757 4984

Ed Gascoigne-Pees, Julia Tilley

**IMPORTANT NOTICES**

*Neither this announcement nor any copy of it may be taken or transmitted directly or indirectly into or from any jurisdiction where to do so would constitute a violation of the relevant laws or regulations of such jurisdiction. Any failure to comply with this restriction may constitute a violation of such laws or regulations. Persons into whose possession this announcement or other information referred to herein comes should inform themselves about, and observe, any restrictions in such laws or regulations.*

*This announcement has been prepared for the purpose of complying with the applicable law and regulation of the United Kingdom and information disclosed may not be the same as that which would have been disclosed if this announcement had been prepared in accordance with the laws and regulations of jurisdictions outside the United Kingdom.*

*This announcement does not constitute or form part of any offer, invitation to sell, otherwise dispose of or issue, or any solicitation of any offer to purchase or subscribe for, any shares or other securities nor shall it or any part of it, nor the fact of its distribution form the basis of, or be relied on in connection with, any contract commitment or investment decision.*

*This announcement does not constitute an offer of securities for sale in the United States or an offer to acquire or exchange securities in the United States. No offer to acquire securities or to exchange securities for other securities has been made, or will be made, directly or indirectly, in or into, or by use of the mails, any means or instrumentality of interstate or foreign commerce or any facilities of a national securities exchange of, the United States or any other country in which such offer may not be made other than: (i) in accordance with applicable United States securities laws or the securities laws of such other country, as the case may be; or (ii) pursuant to an available exemption from such requirements. The securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended, or under the securities laws of any state or other jurisdiction of the United States.*

*This announcement may include statements that are, or may be deemed to be, forward-looking statements. These forward-looking statements may be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "envisages", "plans", "projects", "anticipates", "targets", "aims", "expects", "intends", "may", "will" or "should" or, in each case, their negative or other variations or comparable terminology, or by discussions of strategy, plans, objectives, goals, future events or intentions. These forward looking statements include all matters that are not historical facts and involve predictions. Forward-looking statements may and often do differ materially from actual results. Any forward-looking statements reflect Rathbones' current views with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to Rathbones' or Investec W&I UK's, results of operations, financial position, liquidity, prospects, growth or strategies and the industries in which they operate. Forward-looking statements speak only as of the date they are made and*

*cannot be relied upon as a guide to future performance. Save as required by law or regulation, Rathbones disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements in this announcement that may occur due to any change in its expectations or to reflect events or circumstances after the date of this announcement. Nothing in this announcement should be construed as a profit estimate or profit forecast and no statement in this announcement should be interpreted to mean that earnings per share of Rathbones for the current or future financial years would necessarily match or exceed the historical published earnings per share of Rathbones.*

*Completion of the Combination is subject to the satisfaction of a number of conditions as more fully described in this announcement. Consequently there can be no certainty that completion of the Combination will be forthcoming.*

*This announcement is not a prospectus and has been prepared solely for the Combination referred to in this announcement. The Circular has been published by Rathbones in connection with the Combination.*

*Certain figures contained in this announcement, including financial information, have been subject to rounding adjustments. Accordingly, in certain instances, the sum or percentage change of the numbers contained in this announcement may not conform exactly with the total figure given.*

*Merrill Lynch International ("BofA Securities"), which is authorised by the Prudential Regulation Authority and regulated by the FCA and the Prudential Regulation Authority in the UK, is acting as financial adviser exclusively for Rathbones in connection with the matters set out in this announcement and for no one else and will not be responsible to anyone other than Rathbones for providing the protections afforded to its clients or for providing advice in relation to the matters referred to in this announcement. Neither BofA Securities, nor any of its affiliates, owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of BofA Securities in connection with this announcement, any statement contained herein or otherwise.*

This information is provided by RNS, the news service of the London Stock Exchange. RNS is approved by the Financial Conduct Authority to act as a Primary Information Provider in the United Kingdom. Terms and conditions relating to the use and distribution of this information may apply. For further information, please contact [rns@lseg.com](mailto:rns@lseg.com) or visit [www.rns.com](http://www.rns.com).

RNS may use your IP address to confirm compliance with the terms and conditions, to analyse how you engage with the information contained in this communication, and to share such analysis on an anonymised basis with others as part of our commercial services. For further information about how RNS and the London Stock Exchange use the personal data you provide us, please see our [Privacy Policy](#).

END

CIREAAKFEDNDEFA