

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or as to what action you should take, you are recommended to seek your own financial advice immediately from your stockbroker, bank, solicitor, accountant, fund manager or other appropriate independent financial adviser duly authorised under FSMA if you are resident in the United Kingdom, or, if not, from another appropriately authorised independent financial adviser.

This document (the “document” or “Second Supplementary Prospectus”) comprises a supplementary prospectus for the purposes of Article 23 of Regulation (EU) 2017/1129 relating to Rathbones. This Second Supplementary Prospectus is supplemental to, and must be read in conjunction with, the prospectus and circular document published by Rathbones on 1 June 2023 (“Original Document”) and the supplementary prospectus published by Rathbones on 6 July 2023 (“First Supplementary Prospectus”) in relation to its proposed Combination with Investec W&I UK.

Any statement contained in the Original Document and First Supplementary Prospectus shall be modified and superseded to the extent that a statement contained in this document modifies or supersedes such statement. Except as expressly stated herein, or unless the context requires otherwise, the definitions used in Part 14 (*Definitions*) of the Original Document apply to this Second Supplementary Prospectus. To the extent there is any inconsistency between a statement or defined term in this Second Supplementary Prospectus and either the Original Document or First Supplementary Prospectus, the statement or defined term in this Second Supplementary Prospectus will prevail.

The share capital of Rathbones as at the date of this document comprises Ordinary Shares listed on the premium segment of the Official List of the FCA and admitted to trading on the London Stock Exchange’s Main Market for listed securities. The Consideration Shares shall be issued by Rathbones in consideration for the acquisition of the entire issued share capital of Investec W&I UK in accordance with the Share Purchase Agreement, the terms of which are referred to in Part 2 (*Summary of Key Combination Terms*) of the Original Document. The Consideration Shares shall comprise: (i) 27,056,463 New Ordinary Shares; and (ii) 17,481,868 Convertible Non-Voting Ordinary Shares. An application for Admission of the New Ordinary Shares is intended to be made as set out in the Original Document. It is expected that Admission will become effective and that dealings for normal settlement in the New Ordinary Shares will commence on London Stock Exchange at 8.00 a.m. on the date on which Completion takes place. No applications are intended to be made for the New Ordinary Shares to be admitted to listing or dealing on any exchange other than the London Stock Exchange, and no applications will be made for the Convertible Non-Voting Ordinary Shares to be admitted to listing or dealing on any exchange.

This Second Supplementary Prospectus has been prepared in accordance with the Prospectus Regulation Rules of the FCA and approved by the FCA as competent authority under the UK version of Regulation (EU) 2017/1129, which forms part of UK law by virtue of the European Union (Withdrawal) Act 2018. The FCA only approves this Second Supplementary Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the issuer or the quality of the securities that are the subject of the document. Recipients of this document should make their own assessment as to the suitability of investing in the securities. This document has been filed with the FCA and made available to the public in accordance with paragraph 3.2.1 of the Prospectus Regulation Rules.

The Company, each of the Rathbones Directors and the Proposed Directors, whose names appear on page 30 of the Original Document, accept responsibility for the information contained in this document. To the best of the knowledge of the Company, the Rathbones Directors and the Proposed Directors, the information contained in this document is in accordance with the facts and this document makes no omission likely to affect its import.

You should read the whole of this Second Supplementary Prospectus (including the documents incorporated herein by reference), the First Supplementary Prospectus, and the Original Document (including the documents incorporated therein by reference). In particular, your attention is drawn to the section of the Original Document entitled “Risk Factors” set out on pages 11 to 29 of the Original Document, which you should read in full.



RATHBONES

RATHBONES GROUP PLC

(incorporated in England and Wales with registered number 01000403)

Proposed issue of 27,056,463 New Ordinary Shares and 17,481,868 Convertible Non-Voting Ordinary Shares to Investec Bank (a subsidiary of Investec PLC) in connection with the proposed Combination of Rathbones and Investec W&I UK

Admission of the New Ordinary Shares to the premium listing segment of the Official List and to trading on the Main Market of the London Stock Exchange

BofA Securities

Financial Adviser, Joint Corporate Broker, and Sponsor

None of the Existing Ordinary Shares nor the Consideration Shares are being made generally available to the public in conjunction with the proposed Combination.

Merrill Lynch International (“**BofA Securities**”), which is authorised by the Prudential Regulation Authority (“**PRA**”) and regulated in the United Kingdom by the PRA and the FCA, is acting exclusively for the Company and no-one else in connection with the Combination and Admission, and it will not regard any other person (whether or not a Recipient of this document) as a client in relation to the Combination and Admission and it will not be responsible to anyone other than the Company for providing the protections afforded to its clients or for providing advice in relation to the Combination or Admission or another transaction, matter or arrangement referred to in this Second Supplementary Prospectus, the First Supplementary Prospectus and the Original Document.

Apart from the responsibilities and liabilities, if any, which may be imposed on BofA Securities by FSMA or the regulatory regime established thereunder or under the regulatory regime of any other applicable jurisdiction where exclusion of liability under the relevant regulatory regime would be illegal, void or unenforceable, neither BofA Securities nor any of its affiliates accepts any responsibility whatsoever for the contents of this document, the First Supplementary Prospectus and the Original Document including its accuracy, completeness and verification or for any other statement made or purported to be made by it, or on its behalf, in connection with the Company or its subsidiaries, the Ordinary Shares, the Combination or Admission. BofA Securities and its affiliates accordingly disclaim, to the fullest extent permitted by applicable law, all and any liability whether arising in tort, contract or otherwise (save as referred to above) which they might otherwise be found to have in respect of this document, the First Supplementary Prospectus, the Original Document or any such statement. No representation or warranty, express or implied, is made by BofA Securities or any of its affiliates as to the accuracy, completeness, verification or sufficiency of the information set out in this Second Supplementary Prospectus, the First Supplementary Prospectus and the Original Document, and nothing in either document will be relied upon as a promise or representation in this respect, whether or not to the past or future.

NONE OF THE COMPANY, BOFA SECURITIES, INVESTEC W&I UK OR ANY OF THEIR RESPECTIVE REPRESENTATIVES, IS MAKING ANY REPRESENTATION TO ANY RECIPIENT OR HOLDER OF THE ORDINARY SHARES REGARDING THE LEGALITY OF ANY INVESTMENT BY A RECIPIENT UNDER THE LAWS APPLICABLE TO SUCH RECIPIENT. THE CONTENTS OF THIS SECOND SUPPLEMENTARY PROSPECTUS, THE FIRST SUPPLEMENTARY PROSPECTUS AND THE ORIGINAL DOCUMENT ARE NOT TO BE CONSTRUED AS LEGAL, FINANCIAL OR TAX ADVICE. EACH RECIPIENT OR SHAREHOLDER SHOULD CONSULT HIS, HER, THEIR OR ITS OWN SOLICITOR, INDEPENDENT FINANCIAL ADVISER OR TAX ADVISER FOR LEGAL, FINANCIAL OR TAX ADVICE.

THIS SECOND SUPPLEMENTARY PROSPECTUS, THE FIRST SUPPLEMENTARY PROSPECTUS AND THE ORIGINAL DOCUMENT DO NOT CONSTITUTE OR FORM PART OF ANY OFFER OR INVITATION TO SELL OR ISSUE, OR ANY SOLICITATION OF ANY OFFER TO PURCHASE OR SUBSCRIBE FOR, ANY RATHBONES SHARES IN ANY JURISDICTION.

Recipients of this Second Supplementary Prospectus, the First Supplementary Prospectus and the Original Document are authorised to use it solely for the purpose of considering the terms of the Combination and may not reproduce or distribute such documents, in whole or in part, and may not disclose any of the contents of such documents or use any information in either document for any purpose other than considering the terms of the Combination. Recipients agree to the foregoing by accepting delivery of this document. If you have sold or otherwise transferred all of your Rathbones Shares you should send this Second Supplementary Prospectus, the First Supplementary Prospectus and the Original Document at once to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee.

This Second Supplementary Prospectus is being made available to the public in accordance with the Prospectus Regulation and can be accessed free of charge in electronic form on Rathbones' website at www.rathbones.com/investor-relations.

Without prejudice to any legal or regulatory obligation on the Company to publish a supplementary prospectus pursuant to section 87G of FSMA and Rule 3.4 of the Prospectus Regulation Rules, neither the delivery of this Second Supplementary Prospectus, the First Supplementary nor the Original Document, completion of the Combination nor Admission shall, under any circumstances, create any implication that there has been no change in the business or affairs of the Company, the Rathbones Group or the Investec W&I UK Group since the date of this document or that the information in it is correct as of any time subsequent to its date. The Company will comply with its obligation to publish a further supplementary prospectus containing further updated information if so required by law or by any regulatory authority but assumes no further obligation to publish additional information.

Recipients should only rely on the information contained in this Second Supplementary Prospectus, the First Supplementary Prospectus, the Original Document, and the documents (or parts thereof) incorporated therein by reference. No person has been authorised to give any information or make any representations other than those contained in either document and the documents (or parts thereof) incorporated therein by reference, and if given or made, such information or representations must not be relied on as having been so authorised by or on behalf of Rathbones, the Rathbones Directors, the Proposed Directors, or BofA Securities. None of the above persons take any responsibility or liability for and can provide no assurance as to the reliability of other information that Recipients may have been given. In particular, save for the information incorporated by reference into this document and the Original Document as set out in Part 13 (*Information Incorporated by Reference*) of the Original Document, the contents of Rathbones' website does not form part of the Original Document, the First Supplementary Prospectus nor this Second Supplementary Prospectus and should not be relied upon.

NOTICE TO OVERSEAS SHAREHOLDERS AND RECIPIENTS

Neither this Second Supplementary Prospectus, the First Supplementary Prospectus nor the Original Document constitutes an offer of, or the solicitation of an offer to subscribe for or buy, any Rathbones Shares to any person in any jurisdiction. The distribution of this Second Supplementary Prospectus, the First Supplementary Prospectus and the Original Document in certain jurisdictions may be restricted by law. Other than in the United Kingdom, no action has been or will be taken by Rathbones to permit an issue of Rathbones Shares or to permit the possession or distribution of this Second Supplementary Prospectus, the First Supplementary Prospectus or the Original Document (or any other issuing or publicity materials relating to the Rathbones Shares) in any jurisdiction where action for that purpose may be required or where to do so may be unlawful. Neither this Second Supplementary Prospectus, the First Supplementary Prospectus nor the Original Document, any advertisement nor any other material relating to it may be distributed or published in any jurisdiction except under circumstances that will result in compliance with any applicable laws and regulations. Persons into whose possession this Second Supplementary Prospectus, the First Supplementary Prospectus or the Original Document comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Combination disclaim any responsibility or liability for the violation of any such restrictions by any person.

None of the Existing Ordinary Shares or the Consideration Shares may be offered in or into any Restricted Jurisdiction or to or for the account or benefit of any national, resident or citizen of a Restricted Jurisdiction. Any persons (including, without limitation, custodians, nominees and trustees) who have a contractual or other legal obligation to forward this Second Supplementary Prospectus, the First Supplementary Prospectus, the Original Document or any accompanying document into a Restricted Jurisdiction should seek appropriate advice before taking any such action. Accordingly, neither this Second Supplementary Prospectus, the First Supplementary Prospectus, the Original Document nor any advertisement nor any other offering material may be distributed or published in any Restricted Jurisdiction except under circumstances that will result in compliance with any applicable laws and regulations. Persons into whose possession this Second Supplementary Prospectus, the First Supplementary Prospectus or the Original Document comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Combination disclaim any responsibility or liability for the violation of such requirements by any person.

THE CONTENTS OF THIS SECOND SUPPLEMENTARY PROSPECTUS, THE FIRST SUPPLEMENTARY PROSPECTUS AND THE ORIGINAL DOCUMENT ARE NOT TO BE CONSTRUED AS LEGAL, FINANCIAL, BUSINESS OR TAX ADVICE. EACH SHAREHOLDER AND ANY OTHER PERSON WHO RECEIVES THIS DOCUMENT, THE FIRST SUPPLEMENTARY PROSPECTUS AND/OR THE ORIGINAL DOCUMENT SHOULD CONSULT HIS, HER, THEIR OR ITS OWN LEGAL ADVISER, FINANCIAL ADVISER OR TAX ADVISER FOR LEGAL, FINANCIAL OR TAX ADVICE.

The date of this document is 28 July 2023.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

All times shown are London times unless otherwise stated. All dates and times are based on the current expectations of Rathbones and are subject to change. They will depend, among other things, upon the date on which all outstanding Conditions are satisfied or (where applicable) waived. If any of the dates and/or times in this expected timetable change, the revised dates and/or times will be notified to Shareholders by announcement through a Regulatory Information Service.

Event	Time and/or date
Date of the Original Document	1 June 2023
General Meeting	23 June 2023
Date of the First Supplementary Prospectus	6 July 2023
Date of this Second Supplementary Prospectus	28 July 2023
Unconditional Date	being the date upon which each of the Conditions are satisfied or, where applicable, waived (" Unconditional Date ")
Completion ¹	the 15th Business Day of the calendar month immediately following the month in which the Unconditional Date occurs (" D ") ²
Admission of the New Ordinary Shares	8.00 a.m. on D
Issue of the Convertible Non-Voting Ordinary Shares to Investec Bank	after 8.00 a.m. on D
Issue of the New Ordinary Shares to Investec Bank	after 8.00 a.m. on D
Long Stop Date ³	3 April 2024

¹ Completion is expected to occur in late Q3 2023.

² Or such other date as Rathbones and Investec Bank may agree.

³ The latest date by which the Combination must be implemented unless the parties to the Share Purchase Agreement agree in writing a later date.

EVENTS ARISING SINCE PUBLICATION OF THE ORIGINAL DOCUMENT

This Second Supplementary Prospectus is being published in relation to the Combination. This Second Supplementary Prospectus is a regulatory requirement under Article 23 of the Prospectus Regulation and is being published, amongst other things, in respect of the unaudited financial information of Rathbones for the six months to 30 June 2023 (“2023 Interim Results”). This Second Supplementary Prospectus has been approved for publication by the FCA.

Significant New Factors

1 Summary

As a result of the publication of the 2023 Interim Results, the summary key financial information in respect of Rathbones contained on pages 5 and 6 of the Original Document is hereby supplemented as follows:

2.2 – What is the key financial information regarding the issuer?

Selected financial information of Rathbones

The tables below set out the selected historical audited key financial information of Rathbones for the financial years ended 31 December 2020, 31 December 2021 and 31 December 2022, as well as unaudited key financial information of Rathbones for the six months to 30 June 2022 and 30 June 2023 which have been extracted without material adjustment from Rathbones’ published financial information.

Consolidated statement of comprehensive income

	Year ended 31 December 2020 (£'000)	Year ended 31 December 2021 (£'000)	Year ended 31 December 2022 (£'000)	Unaudited six months to 30 June 2022 (£'000)	Unaudited six months to 30 June 2023 (£'000)
Net interest income	8,422	3,876	18,303	6,097	22,970
Net fee and commission income	353,749	428,634	435,212	225,308	214,383
Operating income	366,088	435,927	455,875	231,940	238,026
Operating expenses	(322,309)	(340,892)	(391,821)	(199,326)	(212,065)
Profit before tax	43,779	95,035	64,054	32,614	25,961
Profit after tax	26,652	75,229	48,984	24,989	19,682
Profit for the year attributable to equity holders of the company	26,652	75,229	48,984	24,989	19,682
Other comprehensive income net of tax	(3,014)	13,844	(3,722)	4,276	(2,092)
Total comprehensive income for the year net of tax attributable to equity holders of Rathbones	23,638	89,073	45,262	29,265	17,590
Earnings per share for the year attributable to equity holders of Rathbones:					
Basic	49.6p	133.5p	83.6p	42.7p	33.6p
Diluted	47.6p	129.3p	81.6p	41.6p	32.8p

Consolidated balance sheet

	As at 31 December 2020 (£'000)	As at 31 December 2021 (£'000)	As at 31 December 2022 (£'000)	Unaudited six months to 30 June 2022 (£'000)	Unaudited six months to 30 June 2023 (£'000)
Total assets	3,370,618	3,271,753	3,447,200	3,606,561	3,440,592
Total liabilities	2,856,791	2,648,471	2,812,366	2,980,418	2,822,254
Total equity	513,827	623,282	634,834	626,143	618,338
Total liabilities and equity	3,370,618	3,271,753	3,447,200	3,606,561	3,440,592
Common Equity Tier 1 capital (CET1) ratio	23.5%	18.7%	17.9%	16.7%	17.6%
Leverage ratio ¹	9.2%	9.1%	17.6%	—	—
Total capital ratio ¹	24.3%	21.4%	20.3%	—	—

Notes:

(1) Rathbones did not report its Leverage ratio nor its Total capital ratio for the six months 30 June 2022 and 30 June 2023.

Consolidated statement of cash flows

	Year ended 31 December 2020 (£'000)	Year ended 31 December 2021 (Restated ¹) (£'000)	Year ended 31 December 2022 (£'000)	Unaudited six months to 30 June 2022 (£'000)	Unaudited six months to 30 June 2023 (£'000)
Cash flows from operating activities	110,826	145,037	110,563	58,085	56,477
Cash (used in)/generated from operations	53,425	(141,805)	310,547	310,649	(92,925)
Net cash (outflow)/inflow from operating activities	32,015	(169,012)	292,934	299,251	(101,645)
Net cash used in investing activities	(78,715)	(203,034)	(302,088)	(73,508)	(188,040)
Net cash used in financing activities	(44,639)	(31,058)	(71,713)	(42,797)	(45,713)
Net increase/(decrease) in cash and cash equivalents	(91,339)	(403,104)	(80,867)	182,946	(335,398)
Cash and cash equivalents at the end of the period	2,056,694	1,653,590	1,572,723	1,836,536	1,237,325

Notes:

(1) Following the Financial Reporting Council's ("FRC") Corporate Reporting Review of the 2021 Annual Report, a prior year debt repayment of £45.2 million by the Rathbones Group was reclassified from cash flows from operations to cash flows from financing activities.

2 Historical Financial Information of the Rathbones Group

2.1 As a result of the publication of the 2023 Interim Results, Part 5 (*Historical Financial Information of Rathbones*) of the Original Document shall be deleted and replaced with the following:

"The historical financial information of the Rathbones Group (including the notes to the historical financial information) for the financial years ended 31 December 2020, 31 December 2021, 31 December 2022 and the interim results for the six months to 30 June 2023 are incorporated by reference into, and forms part of, this Part 5 of this document. The historical financial information of the Rathbones Group has been prepared in accordance with IFRS. For a cross reference-list of the relevant sections of such documents being incorporated by reference into this document, refer to Part A (Historical financial information in respect of Rathbones Group) of Part 13 (Information Incorporated by Reference) of this document."

- 2.2 By virtue of this Second Supplementary Prospectus, the information set out below shall supplement Part A (*Historical financial information in respect of Rathbones Group*) of Part 13 (*Information Incorporated by Reference*) of the Original Document with the addition of the following:

2023 Interim Results

https://www.rathbones.com/sites/rathbones.com/files/results_and_presentations/files/rathbones-2023-interim-results.pdf

The following pages are incorporated by reference from the 2023 Interim Results published on the Company's website:

<i>Information incorporated by reference</i>	Page(s)
Consolidated interim statement of comprehensive income	9
Consolidated interim statement of changes in equity	10
Consolidated interim balance sheet	11
Consolidated interim statement of cash flows	12
Notes to the condensed consolidated interim financial statements	13-29

3 Second Interim Dividend

- 3.1 As stated in the 2023 Interim Results, Rathbones expects to bring forward payment of a portion of the final dividend for FY23 to Shareholders on the register shortly prior to Completion of the Combination by way of a second interim dividend. The final dividend in respect of FY23 will be reduced accordingly.

4 Directors and Senior Managers

- 4.1 Paragraph 2.3(c) of Part 10 (*Directors, Proposed Directors, Senior Management and Corporate Governance*) of the Original Document is amended to reflect that, with effect from 1 September 2023, Sarah Gentleman is stepping down as Chair of the Remuneration Committee. Dharmash Mistry has been appointed to replace Sarah Gentleman as the Remuneration Committee Chair, subject to regulatory approval.
- 4.2 Paragraph 1.4(h) of Part 10 (*Directors, Proposed Directors, Senior Management and Corporate Governance*) of the Original Document shall be supplemented to reflect that Mike Webb, Chief Executive of Funds, will retire at the end of 2023.

5 No Significant Change

As a result of the publication of the 2023 Interim Results, the statement contained at paragraph 15.1 of Part 12 (*Additional Information*) of the Original Document shall be supplemented with the following statement:

“There has been no significant change in the financial position or financial performance of the Rathbones Group since 30 June 2023, the most recent date to which financial information has been prepared and published, up to the date of this Second Supplementary Prospectus.”

6 Additional Information

- 6.1 Copies of this Second Supplementary Prospectus and the 2023 Interim Results are available for inspection on the Company's website at www.rathbones.com/rathbones-and-investec-wealth-and-investment-uk and during normal business hours on any Business Day free of charge from the offices of Rathbones at 8 Finsbury Circus, London EC2M 7AZ, and shall remain available until the date of Admission. Copies of this Second Supplementary Prospectus are also available for inspection at the National Storage Mechanism at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.
- 6.2 BofA Securities has given and not withdrawn its written consent to the issue of this document with the inclusion of its name and references to it in the form and context to which it appears.
- 6.3 The Company, each of the Rathbones Directors and the Proposed Directors, whose names appear on page 30 of the Original Document, accept responsibility for the information contained in this document. To the best of the knowledge of the Company, the Rathbones

Directors and the Proposed Directors, the information contained in this document is in accordance with the facts and this document makes no omission likely to affect its import.

6.4 Save as disclosed in this Second Supplementary Prospectus:

- (1) no other significant new factor, material mistake or material inaccuracy relating to information included in the Original Document and the First Supplementary Prospectus has arisen or been noted, as the case may be since the publication of the Original Document and the First Supplementary Prospectus; and
- (2) there has been no change to the information provided in Part 12 (*Additional Information*) of the Original Document in respect of each Rathbones Director and Proposed Director since the publication of the Original Document.

6.5 In the event of any inconsistency between the Original Document, the First Supplementary Prospectus and this Second Supplementary Prospectus, this Second Supplementary Prospectus shall prevail.

28 July 2023

