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 the Financial Services and Markets Act 2000 (as amended) ("FSMA") if you are resident in the United Kingdom, or, if not, from another appropriately authorised independent financial adviser.

This document comprises (i) a prospectus for the purpose of the Prospectus Regulation and (ii) a circular prepared in accordance with the Listing Rules of the Financial Conduct Authority (the "**FCA**") made under section 73A of FSMA relating to Rathbones Group Plc ("**Rathbones**" or the "**Company**"). 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 ("**Existing Ordinary Shares**"). As part of a combination of the Rathbones and Investec Wealth & Investment Limited ("**Investec W&I UK**") (the "**Combination**"), Rathbones proposes to issue 44,538,331 Consideration Shares to Investec Bank PLC ("**Investec Bank**") (a subsidiary of Investec PLC). 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 this 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 this 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 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.

The prospectus comprised within this document 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 the prospectus comprised within this document 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 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 this document, accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Company, the Rathbones Directors and the Proposed Directors (who have taken all reasonable care to ensure that such is case), the information contained in this document is in accordance with the facts and this document makes no omission likely to affect the import of such information.

The Company, each of the Rathbones Directors and the Proposed Directors, whose names appear on page 30 of this 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 document and the documents incorporated herein by reference. In particular, your attention is drawn to the section of this document entitled "Risk Factors" on pages 11 to 29, which you should read in full, and the "Letter from the Chair of Rathbones" on pages 39 to 48 of this document which recommends that Shareholders vote in favour of the Rathbones Shareholder Resolutions to be proposed at the General Meeting. Certain terms used in this document are defined in Part 14 (*Definitions*) of this document.

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

and

Circular to Shareholders and Notice of General Meeting

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.

Notice of the General Meeting, to be held at 10.30 a.m. on 23 June 2023 at 8 Finsbury Circus, London EC2M 7AZ, is set out in Part 17 (*Notice of General Meeting*) of this document. A Form of Proxy is enclosed for use by Shareholders in connection with the General Meeting. To be valid, a Form of Proxy, completed in accordance with the instructions thereon, must be received by the registrar of Rathbones, Equiniti, at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA as soon as possible but in any event by no later than 10.30 a.m. on 21 June 2023 (or, if the General Meeting is adjourned, 48 hours before the time fixed for the adjourned meeting). Completion and return of a Form of Proxy will not preclude Shareholders from attending and voting at the General Meeting should they so wish.

Shareholders who hold their Ordinary Shares in uncertificated form in CREST may alternatively use the CREST Proxy Voting Service in accordance with the procedures set out in the CREST Manual as explained in the notes accompanying the Notice of General Meeting. Proxies submitted via CREST must be received by Equiniti (ID RA19) by no later than 10.30 a.m. on 21 June 2023 (or, if the General Meeting is adjourned, 48 hours before the time fixed for the adjourned meeting). The appointment of a proxy using the CREST Proxy Voting Service will not preclude Shareholders from attending and voting in person at the General Meeting should they so wish. Alternatively, Shareholders may appoint a proxy online by following the instructions for the electronic appointment of a proxy at www.sharevote.co.uk.

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 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 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 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 document, and nothing in this 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 DOCUMENT ARE NOT TO BE CONSTRUED AS LEGAL, FINANCIAL OR TAX ADVICE. EACH RECIPIENT OR SHAREHOLDER SHOULD CONSULT HIS, HER OR ITS OWN SOLICITOR, INDEPENDENT FINANCIAL ADVISOR OR TAX ADVISER FOR LEGAL, FINANCIAL OR TAX ADVICE.

THIS DOCUMENT DOES 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 document are authorised to use it solely for the purpose of considering the terms of the Combination and may not reproduce or distribute this document, in whole or in part, and may not disclose any of the contents of this document or use any information herein 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 document and, if relevant, the enclosed Form of Proxy 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 document 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 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 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 document and the documents (or parts thereof) incorporated herein by reference. No person has been authorised to give any information or make any representations other than those contained in this document and the documents (or parts thereof) incorporated herein 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 as set out in Part 13 (*Information Incorporated by Reference*) of this document, the contents of Rathbones' website does not form part of this document and should not be relied upon.

NOTICE TO OVERSEAS SHAREHOLDERS AND RECIPIENTS

This document does not constitute 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 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 the Rathbones Shares or to permit the possession or distribution of this 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 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 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 document or any accompanying document into a Restricted Jurisdiction should seek appropriate advice before taking any such action. Accordingly, neither this 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 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 DOCUMENT ARE NOT TO BE CONSTRUED AS LEGAL, FINANCIAL, BUSINESS OR TAX ADVICE. EACH SHAREHOLDER AND ANY OTHER PERSON WHO RECEIVES THIS DOCUMENT SHOULD CONSULT HIS, HER OR ITS OWN LEGAL ADVISER, FINANCIAL ADVISER OR TAX ADVISER FOR LEGAL, FINANCIAL OR TAX ADVICE.

The date of this document is 1 June 2023.

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SUMMARY

Section 1 – Introduction and warnings

As at 30 May 2023, being the latest practicable date prior to the publication of this document (the "**Latest Practicable Date**"), there are 63,433,381 ordinary shares of 5 pence each in the capital of Rathbones ("**Ordinary Shares**") in issue (the "**Existing Ordinary Shares**").

As consideration for Rathbones' proposed acquisition of Investec W&I UK (the "**Combination"**), Rathbones has agreed to issue 44,538,331 consideration shares comprising: (i) 27,056,463 Ordinary Shares ("**New Ordinary Shares**"); and (ii) 17,481,868 convertible non-voting ordinary shares with a nominal value of 5 pence each (the "**Convertible Non-Voting Ordinary Shares**", and together with such New Ordinary Shares, the "**Consideration Shares**").

The Legal Entity Identifier ("**LEI**") of Rathbones is 213800MBTHM6UE8ZQP29. The Existing Ordinary Shares have, and the New Ordinary Shares will have, the ISIN GB0002148343 and SEDOL number 0214834 and are and will be traded on the Main Market under the ticker symbol 'RAT'. The registered office of Rathbones is 8 Finsbury Circus, London EC2M 7AZ. The contact telephone number for Rathbones is +44 (0)20 7399 0000.

The prospectus comprised within this document has been approved by the United Kingdom Financial Conduct Authority ("**FCA**"), 12 Endeavour Square, London E20 1JN, 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 ("**Prospectus Regulation**"). The FCA only approves the prospectus comprised within this document 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 should make their own assessment as to the suitability of investing in the securities. This document was approved on 1 June 2023.

This summary should be read as an introduction to this document. Any decision to invest in the securities should be based on a consideration of the document as a whole. Any investor could lose all or part of their invested capital.

Civil liability attaches only to those persons who have tabled the summary including any translation thereof, but only where the summary is misleading, inaccurate or inconsistent when read together with the other parts of the prospectus or where it does not provide, when read together with the other parts of the document, key information in order to aid investors when considering whether to invest in such securities. A Recipient should not rely solely on the summarised financial information.

Section 2 – Key information on the issuer

2.1 – Who is the issuer of the securities?

The legal and commercial name of the issuer is Rathbones. Rathbones was incorporated and registered in England and Wales on 21 January 1971 under the Companies Acts 1948 to 1967, with the name Comprehensive Financial Services Limited, as a private company limited by shares with registered number 1000403. In 1984, Rathbones re-registered as a public company limited by shares with the name Comprehensive Financial Services Public Limited Company. On 29 September 1988, Rathbones changed its name to Rathbone Brothers Public Limited Company and in 1992, following a one for one capitalisation issue, Rathbones was admitted to the Official List. On 3 December 2021, Rathbones changed its name to Rathbones Group Plc.

The registered office of Rathbones is at 8 Finsbury Circus, London EC2M 7AZ. Rathbones' LEI is 213800MBTHM6UE8ZQP29. Rathbones is listed on the Main Market of the London Stock Exchange and is a constituent of the FTSE 250 index. It has approximately 2,011 employees in 15 locations across the UK and Jersey. Rathbones' headquarters are located at 8 Finsbury Circus, London EC2M 7AZ. Rathbones has appointed Deloitte LLP as its auditor.

The principal legislation under which Rathbones operates is the Companies Act, and the Consideration Shares will be issued pursuant to the Articles and the Companies Act. Rathbones is subject to the Prospectus Regulation Rules, MAR and all other laws and regulations which apply to securities sold and traded in England and Wales and, to the extent such rules apply to companies with a Premium Listing, the Listing Rules and the Disclosure Guidance and Transparency Rules.

Rathbones, through its subsidiaries, is a leading provider of high-quality, personalised investment and wealth management services for private clients, charities, and trustees. Rathbones' services include discretionary investment management, unit trusts, banking and loan services, financial planning, unitised portfolio services, and UK trust, legal, estate and tax advice.

Rathbones is the ultimate holding company of the Rathbones Group. The table below contains a list of the principal subsidiaries of Rathbones.

Name	Country of incorporation	Business activity
Rathbones Investment Management Limited	England and Wales	Investment management and banking services
Rathbone Unit Trust Management Limited	England and Wales	Unit trust management
Rathbones Investment Management International Limited	Jersey	Investment Management
Rathbones Trust Company Limited	England and Wales	Trust and tax services
Rathbones Legal Services Ltd	England and Wales	Legal services
Vision Independent Financial Planning Limited	England and Wales	Financial planning services
Castle Investment Solutions Limited	England and Wales	Investment support services
Saunderson House Limited	England and Wales	Financial planning and investment management

Rathbones owns, directly or indirectly, 100 per cent. of the ordinary share capital of all of the above-listed subsidiaries.

Key managing directors

The members of the Rathbones Board are Clive Bannister (Chair), Paul Stockton (Group Chief Executive Officer), Jennifer Mathias (Group Chief Financial Officer), Iain Cummings (Non-executive Director), Terri Duhon (Non-executive Director), Sarah Gentleman (Senior Independent Director) and Dharmash Mistry (Non-executive Director). On Completion and Admission, Ciaran Whelan and Henrietta Baldock ("**Proposed Directors**") will each be appointed to the Rathbones Board as Non-executive Directors.

Major shareholders

Information provided to Rathbones pursuant to the Disclosure Guidance and Transparency Rules regarding its substantial shareholders is published on a Regulatory Information Service and on the Company's website.

So far as Rathbones is aware, based on an analysis of its shareholder register as at the Latest Practicable Date (but without analysing any potential underlying beneficial owners not reflected on the shareholder register), the following have an interest in 3 per cent. or more of the Company's issued share capital and/or, are anticipated to have an interest in 3 per cent. or more of the Company's issued share capital immediately following Admission:

	As at the Latest Practicable Date		As at Admission (1)(2)(3)		
Name	**Ordinary Shares**	**Percentage of issued share capital**	**Ordinary Shares**	**Convertible Non-Voting Ordinary Shares**	**Percentage of voting interest in Rathbones**
Investec Bank	—	—	27,056,463	17,481,868	29.9
Lindsell Train Ltd	6,642,000	10.47	6,642,000	—	7.34
Franklin Resources	3,451,422	5.44	3,451,422	—	3.81
Heronbridge Investment Management	3,111,530	4.91	3,111,530	—	3.44
Vanguard Group	2,939,329	4.63	2,939,329	—	3.25
Aviva Investors	2,798,288	4.41	2,798,288	—	3.09
BlackRock	2,771,789	4.37	2,771,789	—	3.06
Aberforth Partners	1,950,812	3.08	1,950,812	—	2.16

Notes:

(1) *Figures are subject to any additional Rathbones Shares being issued between the Latest Practicable Date and Admission other than the Consideration Shares.*

(2) *Figures assume that the number of Ordinary Shares held by the relevant person will not change between the Latest Practicable Date and Admission, other than in respect of the issue of the Consideration Shares to Investec Bank (a subsidiary of Investec PLC).*

(3) *Figures are indicative only and such persons' interests in Rathbones Shares as at Admission may differ from the interests set out in this table.*

Save in respect of the Convertible Non-Voting Ordinary Shares to be issued to Investec Bank (a subsidiary of Investec PLC) on Completion, none of the Company's major shareholders have different voting rights attached to the shares they hold in the Company.

As at the Latest Practicable Date, the Company was not aware of any person or persons who, directly or indirectly, jointly, or severally, exercise(s) or could exercise, control over the Company.

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 three financial years ended 31 December 2020, 31 December 2021 and 31 December 2022 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)**
Net interest income	8,422	3,876	18,303
Net fee and commission income	353,749	428,634	435,212
Operating income	366,088	435,927	455,875
Operating expenses	(322,309)	(340,892)	(391,821)
Profit before tax	43,779	95,035	64,054
Profit after tax	26,652	75,229	48,984
Profit for the year attributable to equity holders of the company	26,652	75,229	48,984
Other comprehensive income net of tax	(3,014)	13,844	(3,722)
Total comprehensive income for the year net of tax attributable to equity holders of the company	23,638	89,073	45,262
Earnings per share for the year attributable to equity holders of the Company:			
Basic	49.6p	133.5p	83.6p
Diluted	47.6p	129.3p	81.6p

Consolidated balance sheet

	As at 31 December 2020 (£'000)	As at 31 December 2021 (£'000)	As at 31 December 2022 (£'000)
Total assets	3,370,618	3,271,753	3,447,200
Total liabilities	2,856,791	2,648,471	2,812,366
Total equity	513,827	623,282	634,834
Total liabilities and equity	3,370,618	3,271,753	3,447,200
Common Equity Tier 1 capital (CET1) ratio	23.5%	18.7%	17.9%
Leverage ratio	9.2%	9.1%	17.6%
Total capital ratio	24.3%	21.4%	20.3%

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)
Cash flows from operating activities	110,826	145,037	110,563
Cash (used in)/generated from operations	53,425	(141,805)	310,547
Net cash (outflow)/inflow from operating activities	32,015	(169,012)	292,934
Net cash used in investing activities	(78,715)	(203,034)	(302,088)
Net cash generated from/ (used in) financing activities	(44,639)	(31,058)	(71,713)
Net decrease in cash and cash equivalents	(91,339)	(403,104)	(80,867)
Cash and cash equivalents at the end of the year	2,056,694	1,653,590	1,572,723

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.*

Selected financial information of Investec W&I UK

The tables below set out the selected historical financial information for Investec W&I UK Group for the years ended 31 March 2020, 31 March 2021 and 31 March 2022 and selected interim financial information for Investec W&I UK Group for the six month period ended 30 September 2022 included in this document.

Consolidated statement of comprehensive income

	Year ended 31 March 2020 (audited) (£'000)	Year ended 31 March 2021 (audited) (£'000)	Year ended 31 March 2022 (audited) (£'000)	Six months ended 30 September 2021 (unaudited) (£'000)	Six months ended 30 September 2022 (unaudited) (£'000)
Net interest income/(expense)	261	(509)	(755)	(466)	108
Net fee and commission income	291,159	309,867	336,988	169,596	161,550
Operating income	301,763	311,158	337,842	169,413	169,102
Operating expenses	(245,286)	(239,329)	(253,279)	(128,831)	(132,166)
Profit before tax	56,477	71,829	84,563	40,582	36,936
Profit after tax	44,358	57,763	68,720	32,477	29,530
Profit for the year attributable to equity holders of Investec W&I UK	44,358	57,763	68,720	32,477	29,530
Other comprehensive income/ (expense) net of tax	32	(39)	40	—	—
Total comprehensive income for the year net of tax attributable to equity holders of Investec W&I UK	44,390	57,724	68,760	32,477	29,530

Consolidated balance sheet

	As at 31 March 2020 (audited) (£'000)	As at 31 March 2021 (audited) (£'000)	As at 31 March 2022 (audited) (£'000)	As at 30 September 2022 (unaudited) (£'000)
Total assets	569,375	530,672	598,821	543,422
Total liabilities	368,332	308,055	397,942	328,432
Total equity	201,043	222,617	200,879	214,990
Total liabilities and equity	569,375	530,672	598,821	543,422

Consolidated statement of cash flows

	Year ended 31 March 2020 (audited) (£'000)	Year ended 31 March 2021 (audited) (£'000)	Year ended 31 March 2022 (audited) (£'000)	Six months ended 30 September 2021 (unaudited) (£'000)	Six months ended 30 September 2022 (unaudited) (£'000)
Net cash inflow from operating activities	40,857	89,566	87,036	41,718	37,929
Net cash used in investing activities	(522)	(3,450)	(1,644)	(1,042)	(4,845)
Net cash used in financing activities	(40,010)	(43,714)	(98,121)	(35,039)	(18,060)
Net (decrease)/increase in cash and cash equivalents	325	42,402	(12,729)	5,637	15,024
Cash and cash equivalents at the end of the year	149,978	192,380	179,651	198,017	194,675

Key pro forma financial information

The following unaudited *pro forma* statement of net assets and *pro forma* income statement (the "**Pro forma financial information**") have been prepared to show the effect on the consolidated net assets of the Rathbones Group of the Combination as if it had occurred on 31 December 2022 and on profit and losses of the Rathbones Group as if the Combination had occurred on 1 January 2022.

The unaudited *Pro forma* financial information has been prepared for illustrative purposes only and in accordance with Annex 20 of the Prospectus Regulation Rules, and should be read in conjunction with the notes thereto. Due to its nature, the *Pro forma* financial information addresses a hypothetical situation and, therefore, does not represent the Rathbones Group's, the Investec W&I UK Group's or the Enlarged Rathbones Group's actual financial position or results.

Unaudited pro forma statement of comprehensive income relating to the Enlarged Rathbones Group

		Adjustments		
	Rathbones Group for the year ended 31 December 2022	Investec W&I UK Group for the year ended 31 March 2022	Combination accounting adjustments	Pro forma of the Enlarged Rathbones Group
	Note 1 £'000	Note 2 £'000	Notes 3 & 4 £'000	£'000
Net interest income	18,303	(755)	—	17,548
Net fee and commission income	435,212	336,988	—	772,200
Operating income	455,875	337,842	—	793,717
Operating expenses	(391,821)	(253,279)	(16,869)	(661,969)
Profit before tax	64,054	84,563	(16,869)	131,748
Profit after tax	48,984	68,720	(16,869)	100,835
Profit for the year attributable to equity holders of the company	48,984	68,720	(16,869)	100,835
Other comprehensive income net of tax	(3,722)	40	—	(3,682)
Total comprehensive income for the year net of tax attributable to equity holders of the company	45,262	68,760	(16,869)	97,153

Notes:

(1) The consolidated statement of comprehensive income for the Rathbones Group has been extracted, without adjustment, from the audited financial statements of the Rathbones Group for the year ended 31 December 2022, incorporated by reference into this document, as set out in Part 5 (*Historical Financial Information of Rathbones*).

(2) The statement of comprehensive income for the Investec W&I UK Group has been extracted, without adjustment, from the Historical Financial Information of Investec W&I UK Group for the year ended 31 March 2022, as set out in Part 7 (*Historical Financial Information of Investec W&I UK Group*).

(3) Total Combination costs are £20.378 million, excluding VAT. Of these costs, £16.869 million have been charged to the pro forma statement of comprehensive income within the line item "Acquisition-related costs", and £3.509 million have been accounted for as a reduction of equity. All such costs have been treated as non-deductible for tax purposes. A detailed exercise on the taxation treatment will be undertaken following completion of the Combination. This adjustment will not have a continuing impact.

(4) In preparing the unaudited Pro forma statement of comprehensive income, no account has been taken of the following:

(a) Retention awards to be granted to employees of Investec W&I UK Group. Two types of retention awards are planned to be granted on or around Completion:

(i) A cash-based retention award, with an expected value of £8,000,000 (or such greater amounts as Rathbones and Investec Bank may agree), vesting 33 per cent. in March 2024 and 67 per cent. in March 2025, subject to the individuals' continued employment through the relevant payment dates. The cost will be charged to profit or loss over the vesting period, with a corresponding accrual recognised on the balance sheet; and

(ii) A share-based retention award, with an expected value of £40,000,000 (or such greater amount as Rathbones and Investec Bank may agree), vesting in one-thirds on the second, third and fourth anniversary of the grant date, subject to the individuals' continued employment through the relevant payment date and other underpin conditions linked to good conduct and engagement in the client migration process. The cost will be determined with reference to IFRS 2 "Share-based Payment" and charged to profit or loss over the vesting period, with a corresponding credit to equity.

The value of both awards is subject to agreement between Investec Bank and Rathbones prior to the respective grant dates. The expense in respect of the retention awards will be dependent on the agreed value of the awards, the grant dates, and assumptions including leavers during the vesting periods and satisfaction of the underpin conditions. An exercise to finalise these assumptions and calculate the resulting expense will be undertaken following the grant dates.

(b) Additional amortisation of intangible assets, amongst other things, which may be required in the Enlarged Rathbones Group's financial statements as a result of fair value measurement of assets and liabilities determined as part of the purchase price allocation described in note 3 to the pro forma statement of net assets.

(c) *The trading activity or other acquisitions of Rathbones since 31 December 2022, or Investec W&I UK since 31 March 2022.*

Unaudited pro forma statement of net assets relating to the Enlarged Rathbones Group

		Adjustments		
	Rathbones Group as at 31 December 2022 Note 1 £'000	**Investec W&I UK Group as at 31 March 2022 Note 2 £'000**	**Combination accounting adjustments Notes 3, 4, 5, 6 & 7 £'000**	**Pro forma of the Enlarged Rathbones Group £'000**
Total assets	3,447,200	598,821	654,367	4,700,388
Total liabilities	2,812,366	397,942	—	3,210,308
Net assets	634,834	200,879	654,367	1,490,080

Notes:

(1) *The assets and liabilities of the Rathbones Group have been extracted, without adjustment, from the audited financial statements of the Rathbones Group as at 31 December 2022, incorporated by reference into this document, as set out in Part 5 (*Historical Financial Information of Rathbones*).*

(2) *The assets and liabilities of Investec W&I UK Group have been extracted, without adjustment, from the Historical Financial Information of Investec W&I UK Group for the year ended 31 March 2022, as set out in Part 7 (Historical Financial Information of Investec W&I UK Group) of this document.*

(3) *The adjustments arising as a result of the Combination are set out below:*

(a) *the adjustments reflect the value of goodwill arising on the Combination, which has been assessed as the difference between the value of consideration and the net assets of Investec W&I UK Group. The unaudited pro forma* financial information has been prepared on the basis that the Combination will be accounted under IFRS 3 "Business Combinations" but does not reflect the fair value adjustments to the acquired assets and liabilities that may be reflected as part of the purchase price allocation, as the fair value measurement of these assets and liabilities will be performed subsequent to Completion. Additional amortisation of intangible assets, amongst other things, may be required in the Enlarged Rathbones Group's financial statements.

The equity consideration payable will be through issuance of the Consideration Shares by Rathbones (referred to as "consideration" in these notes). The consideration payable and the calculation of the adjustment to goodwill is set out below:

	Note	**£'000**
Equity consideration	*b(i) (ii)*	*875,624*
Less: net assets acquired of Investec W&I UK		*(200,879)*
***Pro forma* adjustment**		***674,745***
Add back: Investec W&I UK goodwill already recognised		*54,220*
Goodwill arising on acquisition		***728,965***

(b) *the consideration is due to be settled as follows:*

(i) *The consideration of £875.624 million has been calculated based on 44,538,331 Consideration Shares being issued to Investec Bank at a price of £19.66 per share, being the Closing Price of Ordinary Shares as at the Latest Practicable Date.*

(ii) *The consideration payable at completion will be different to the consideration included in this Pro forma* financial information, as the share price will be calculated at Completion.

(4) *Estimated Combination costs of £20.378 million (excluding VAT) in association with the Combination are assumed to be satisfied in cash. See note 3 to the pro forma* statement of comprehensive income for further details.

(5) *In preparing the unaudited pro forma* net assets statement, no account has been taken of:

(a) *the trading activity or other Combinations of Rathbones since 31 December 2022 or Investec W&I UK since 31 March 2022;*

(b) *The Completion condition of the Combination that adjusted net assets (being total net assets excluding (i) intangible assets net of any related deferred tax liability and (ii) deferred tax assets to the extent they relate to share based payments) of the Investec W&I UK Group must be greater than £131,500,000 on Completion. Investec Bank shall use all reasonable endeavours to procure that adjusted net assets of the Investec W&I UK Group will be in excess of £131,500,000; or*

(c) *Retention awards to be granted to employees of Investec W&I UK Group, as described in note 4 to the pro forma* statement of comprehensive income.

There are no qualifications in the accountants' reports on the financial information included in this document.

2.3 – What are the key risks that are specific to the issuer?

The following is a selection of the most material risks specific to the Enlarged Rathbones Group. In making the selection, Rathbones has considered circumstances such as the possibility of the risk materialising on the basis of the current state of affairs, the potential impact that the materialisation of the risk could have on the Rathbones Group and, following Completion of the Combination, the Enlarged Rathbones Group's financial condition, results of operations and prospects, and the attention that management of the Enlarged Rathbones Group would, on the basis of current expectations, have to devote to these risks if they were to materialise.

Completion of the Combination is subject to certain conditions including the passing of the resolutions by Shareholders at the General Meeting to be held by Rathbones and receipt of certain regulatory approvals which may not be satisfied or waived (if capable of waiver) before 3 April 2024 (the "**Long Stop Date**"). There is no guarantee that any required condition will be obtained or any other condition fulfilled or waived and therefore, no guarantee that the Combination will take place or guarantee that the benefits of the Combination will be achieved.

To the extent that the Enlarged Rathbones Group is unable to integrate the Rathbones Group's and Investec W&I UK Group's operations efficiently, realise synergies and avoid unforeseen costs or delays in the integration process, there may be a material adverse effect on the business, results of operations, financial condition and/or prospects of the Enlarged Rathbones Group.

The Rathbones Directors and the Proposed Directors expect that, as a result of the Combination, the Enlarged Rathbones Group will deliver a targeted total annualised run-rate synergies of at least £60 million on a pre-tax cash basis[1]. The Enlarged Rathbones Group may not realise the targeted level of synergies which may have a material adverse effect on the business, results of operations, financial condition and prospects of the Enlarged Rathbones Group.

As an investment and wealth management services organisation, the Enlarged Rathbones Group will rely to a considerable extent, on the quality of key talent and business leaders. The Combination could have a disruptive effect on Rathbones and Investec W&I UK personnel. Failure to attract and/or retain key personnel could have adverse consequences for the operations of the business of the Enlarged Rathbones Group.

Conditions in capital markets and the economy generally may adversely affect the business and financial results of the Rathbones Group, and if the Combination completes, the Enlarged Rathbones Group.

A decrease in the Bank of England's base rate may have an adverse impact on the interest income of the Rathbones Group and, if the Combination completes, the Enlarged Rathbones Group.

Sustained investment management underperformance within the Rathbones Group, the Investec W&I UK Group and, if the Combination completes, the Enlarged Rathbones Group, could adversely affect profitability and growth.

The Rathbones Group and, if the Combination completes, the Enlarged Rathbones Group, is exposed to credit risk principally through placing funds with external banks, holding interest-bearing securities and lending to clients. Counterparty failure could have a material adverse effect on the Rathbones Group's and, if the Combination completes, the Enlarged Rathbones Group's business, financial results, financial condition and growth prospects.

The Rathbones Group, and if the Combination completes, the Enlarged Rathbones Group may be required to make significant additional contributions to its defined benefit pension schemes which may impact the Rathbones Group, and if the Combination completes, the Enlarged Rathbones Group dividends, reserves and regulatory funds.

The Rathbones Group, the Investec W&I UK Group and, if the Combination completes, the Enlarged Rathbones Group operate in an industry that is subject to regulatory change whereby if they fail to interpret new law and regulation appropriately or fail to prepare for their introduction in a timely manner they could be subject to regulator scrutiny, investigation and/or enforcement action which could result in reputational damage, sanctions, penalties and fines.

The Rathbones Group, the Investec W&I UK Group and, if the Combination completes, the Enlarged Rathbones Group are subject to extensive regulation and supervision by regulatory authorities in the UK and overseas. Non-compliance with legal and regulatory requirements could result in the Enlarged Rathbones Group being subject to investigative, disciplinary or enforcement actions, including public censure, restitution, fines or sanctions and the award of compensation to third parties.

The Rathbones Group's, the Investec W&I UK Group's and, if the Combination completes, the Enlarged Rathbones Group's employees or management may fail to conduct business in accordance with legal and regulatory requirements which could have a negative impact on their reported results or on relations with current and potential customers and clients.

The Rathbones Group, the Investec W&I UK Group and, if the Combination completes, the Enlarged Rathbones Group may be unable to maintain the availability of their systems and safeguard the security of their data which could harm their ability to conduct business and hurt their respective relationships with business partners and customers.

3 – Key information on the securities

3.1 – What are the main features of the securities?

As at the date of this document, the Company has 63,433,381 Ordinary Shares of five pence each in issue. The Company will issue 44,538,331 Consideration Shares as consideration pursuant to the share purchase agreement between (1) Investec Bank and (2) Rathbones dated 3 April 2023 ("**Share Purchase Agreement**"). The Consideration Shares shall comprise (i) 27,056,463 New Ordinary Shares; and (ii) 17,481,868 Convertible Non-Voting Ordinary Shares. Reference to currency in this section shall be to pound sterling. The Existing Ordinary Shares have, and the New Ordinary Shares will have, the ISIN GB0002148343 and SEDOL number 0214834 and are and will be traded on the Main Market under the ticker symbol 'RAT'. The Convertible Non-Voting Ordinary Shares will not be traded on the Main Market and will not carry any voting rights.

Ordinary Shares

All Existing Ordinary Shares and New Ordinary Shares shall rank equally for voting purposes. On a show of hands each Voting Shareholder shall have one vote, and on a poll each Voting Shareholder shall have one vote for each Ordinary Share of which he is the holder.

Ordinary Shares rank *pari passu* in all respects with each other and rank in full for all dividends and other distributions thereafter declared, made, or paid in respect of the Ordinary Shares.

All Ordinary Shares and Convertible Non-Voting Ordinary Shares rank equally in the distribution of surplus assets of Rathbones remaining after the payment of all creditors in the winding up of Rathbones. The holders of the Ordinary Shares and the Convertible Non-Voting Ordinary Shares would be entitled to any net proceeds available after satisfying all prior-ranking claims (including in relation to any additional tier 1 or tier 2 instruments then outstanding) in proportion to the notional amounts of capital paid up (or credited as paid up) on the shares held by them. This insolvency ranking is consistent with the eligibility requirements for treating the Ordinary Shares and the Convertible Non-Voting Ordinary Shares as common equity tier 1 capital.

Ordinary Shares are freely transferable with no restrictions on transfer.

Rathbones operates a generally progressive dividend policy subject to market conditions. The aim is to increase the dividend in line with the growth of the business over each economic cycle. This means that there may be periods where the dividend is maintained but not increased and periods where profits are retained rather than distributed to maintain retained reserves and regulatory capital at prudent levels through troughs and peaks in the cycle.

Convertible Non-Voting Ordinary Shares

The holders of the Convertible Non-Voting Ordinary Shares are not entitled to receive notice of nor attend, speak or vote at any general meeting of Rathbones unless the business of the meeting includes the consideration of a resolution to vary the class rights attaching to the Convertible Non-Voting Ordinary Shares whereby they shall only be entitled to receive notice of, attend, speak or vote on the resolution to vary the class rights attaching to the Convertible Non-Voting Ordinary Shares. Save

[1] On a cash basis, before IFRS acquisition and lease accounting impact and depreciation.

for the foregoing, all Convertible Non-Voting Ordinary Shares shall rank *pari passu* in all other respects with each other and all Ordinary Shares and shall rank *pari passu* for all dividends and other distributions thereafter declared, made, or paid.

3.2 – Where will the securities be traded?

The Existing Ordinary Shares in issue are currently admitted to the premium segment of the Official List of the London Stock Exchange and to trading on the Main Market of the London Stock Exchange. Applications will be made to: (i) the FCA for the New Ordinary Shares to be admitted to the premium listing segment of the Official List; and (ii) the London Stock Exchange for the New Ordinary Shares to be admitted to trading on the Main Market. No application has been made or is currently intended to be made for the New Ordinary Shares to be admitted to listing or trading on any other exchange.

The Convertible Non-Voting Ordinary Shares shall be non-transferrable and will not be admitted to trading or listing.

3.3 – What are the key risks that are specific to the securities?

The following is a selection of the most material risks specific to the Ordinary Shares. In making the selection, Rathbones has considered circumstances such as the possibility of the risk materialising on the basis of the current state of affairs, the potential impact that the materialisation of the risk could have on holders of Ordinary Shares.

Substantial sales of Ordinary Shares by the Investec Group, or the perception that such sales might occur, could depress the market price of the Ordinary Shares. In particular, whilst in certain circumstances the Rathbones Board will have the right to be consulted by Investec Bank on the sale of the Rathbones Shares held by it, the Rathbones Board will be unable to predict whether, where Investec Bank is permitted to dispose of Ordinary Shares, Investec Bank will sell the Ordinary Shares held by it as permitted, or when any such sales may take place.

Following completion of the Combination, the New Ordinary Shares will be and the Existing Ordinary Shares will continue to be publicly traded and, as a result of a number of factors and events, their market price may be subject to significant fluctuations. Sudden or large fluctuations in the market price of Ordinary Shares may make it difficult for Rathbones Shareholders to sell their Ordinary Shares and they therefore may become illiquid.

4 – Key information on the admission to trading on a regulated market

4.1 Under which conditions and timetable can I invest in this security?

This document does not constitute an offer or an invitation to any person to subscribe for or purchase any shares in Rathbones. Rathbones expects that Admission will become effective in respect of all of the to be issued New Ordinary Shares at 8.00 a.m. on the date of Completion.

Under the terms of the Combination, Investec Bank (a subsidiary of Investec PLC) will receive 27,056,463 New Ordinary Shares and 17,481,868 Convertible Non-Voting Ordinary Shares on Completion.

Section 4.2 – Why is this document being produced?

Reasons for the issue of the Consideration Shares

The Consideration Shares are being issued by Rathbones as consideration to Investec Bank in connection with the Combination pursuant to the Share Purchase Agreement.

Estimated net proceeds and expenses of the Combination

No net proceeds are receivable by Rathbones in connection with the Combination. The total costs, charges and expenses payable by the Enlarged Rathbones Group in connection with the Combination and Admission are estimated to be approximately £20.4 million[2] (excluding VAT). Such amount includes financial advice, legal advice, accounting and tax advice, other professional services, stamp duty and other costs and expenses.

Material conflicts of interest pertaining to the Combination

The Proposed Directors will join the Rathbones Board at Completion as Non-executive Directors pursuant to the relationship agreement to be entered into at Completion between (i) Investec PLC, (ii) Investec Bank, (iii) Investec Limited and (iv) the Company ("**Relationship Agreement**"). The Proposed Directors are also directors of the Investec PLC board and Henrietta Baldock is a director of the Investec Bank board. Whilst the interests of Rathbones and the Investec Group are aligned, following Completion, Rathbones and the Investec Group will have a multifaceted relationship which may give rise to potential conflicts of interest of the Proposed Directors. The Relationship Agreement contains provisions which mitigate and manage conflicts of interests that may arise in respect of the Proposed Directors so that they do not participate in matters which give rise to a conflict of interest without the approval of the majority of the remaining Rathbones Non-executive Directors (excluding the Proposed Directors).

[2] Inclusive of Stamp Duty in respect of the transfer of Investec W&I UK shares estimated at £4.4 million, but which is subject to final determination on Completion of the Combination.

RISK FACTORS

Rathbones' and following Completion, the Enlarged Rathbones Group's, business, financial condition or results of operations could be materially and adversely affected by the risks described below. In such cases, the market price of the Ordinary Shares may decline due to any of these risks and investors may lose all or part of their investment. Additional risks and uncertainties not presently known to the Rathbones Directors and Proposed Directors, or that the Rathbones Directors and Proposed Directors currently deem immaterial, may also have an adverse effect on Rathbones and, following Completion, the Enlarged Rathbones Group. The Rathbones Directors and Proposed Directors consider the following risks to be the most significant for potential investors in Rathbones and, following Completion, the Enlarged Rathbones Group, but the risks listed do not necessarily comprise all those associated with an investment in Rathbones and, following Completion, the Enlarged Rathbones Group.

Recipients should note that the risks relating to the Company, its business and industry and following Completion, the Enlarged Rathbones Group's business and industry and the Ordinary Shares summarised in the section of this document entitled "Summary" are the risks that the Rathbones Directors and Proposed Directors believe to be the most essential to an assessment by a Recipient of whether to consider an investment in the Ordinary Shares. However, as the risks which the Company and, following Completion, the Enlarged Rathbones Group faces relate to events, and depend on circumstances, which may or may not occur in the future, Recipients should consider not only the information on the key risks summarised in the section of this document entitled "Summary" but also, among other things, the risks and uncertainties described below. In each category set out below, the risks which the Rathbones Directors and Proposed Directors consider most material are set out first.

RISKS RELATING TO THE COMBINATION

Completion is subject to certain conditions which may not be satisfied or waived (if capable of waiver)

Completion is conditional upon the satisfaction or, where applicable, waiver of the Conditions (as described in more detail in the paragraph headed "*Conditions*" in Part 2 (*Summary of Key Combination Terms*) of this document) on or before the Long Stop Date including, among other things, the passing of Rathbones Shareholder Resolutions by the Shareholders at the General Meeting and the receipt of all required or advisable regulatory approvals.

It is possible that the Rathbones Group or Investec PLC Group may not obtain the relevant regulatory clearances (including but not limited to the approval or authorisation of the Combination from the PRA, FCA, JFSC, SRA, GFSC and CMA), or that they may not be obtainable prior to the Long Stop Date, or that they may only be obtained subject to certain conditions or undertakings, such as the disposal of parts of the Rathbones Group or Investec W&I UK Group businesses, which may not be acceptable to Rathbones or Investec PLC Group. There is no guarantee that any required clearance will be obtained or that any other condition will be fulfilled or waived.

As a condition to their clearance of the Combination, regulatory authorities have the discretion to impose requirements, limitations or costs or require divestitures or place restrictions on the conduct of the business of the Rathbones Group, the Investec W&I UK Group or, following Completion, the Enlarged Rathbones Group. These requirements, limitations, costs, divestitures or restrictions could jeopardise or delay Completion or may reduce the anticipated benefits of the Combination.

If the Combination does not proceed, Rathbones would, in the following circumstances, be liable to pay a termination fee of £9.5 million (plus applicable VAT) promptly in cash to Investec Bank if the Share Purchase Agreement is terminated by Investec Bank as a result of:

(a) a Rathbones Recommendation Withdrawal;

(b) a Rathbones General Meeting Delay;

(c) a Competing Proposal becoming effective; or

(d) following a Rathbones Recommendation Withdrawal, the Rathbones Shareholder Resolutions not being passed at the applicable meeting of the Shareholders.

If the Conditions are not satisfied or, where applicable, waived on or before the Long Stop Date, the Combination may not complete on a timely basis or at all and if it does not complete, Admission will not proceed. Any delay to Completion may result in a prolonged period of uncertainty for the Rathbones Group or the Investec W&I UK Group, as well as their respective customers and clients, and employees. If Completion does not take place, the anticipated synergies and cost savings from the Combination would not be achieved, none of the Consideration Shares would be issued and the market price of the Ordinary Shares may be adversely affected.

If there are significant, unforeseen difficulties integrating certain business operations of the Rathbones Group and the Investec W&I UK Group, the business of the Enlarged Rathbones Group could be adversely affected

The Rathbones Group and the Investec W&I UK Group intend to integrate their operations. To the extent that the Enlarged Rathbones Group is unable efficiently to integrate the Rathbones Group's and Investec W&I UK Group's operations, realise synergies and avoid unforeseen costs or delays in the integration process, there may be a material adverse effect on the business, results of operations, financial condition and/or prospects of the Enlarged Rathbones Group.

The integration of the Rathbones Group and the Investec W&I UK Group will be supported by the creation of a Joint Integration Steering Committee to manage the integration process following Completion. However, no assurance can be given that the integration process will deliver all or substantially all of the expected benefits or realise such benefits in a timely manner. Rathbones may also encounter difficulties integrating the operations of the Investec W&I UK Group with its own, resulting in a delay or the failure to achieve anticipated synergies and cost savings. Some of the key potential difficulties relating to the integration of the businesses of the two groups could include:

(a) any unexpected loss of key personnel and/or clients (which, in each case, may lead to a material withdrawal of FUMA);

(b) difficulties in integrating the financial, technological and management standards, processes, procedures and controls of the two groups;

(c) attempts by third parties to terminate or alter their existing contracts with the Rathbones Group or the Investec W&I UK Group;

(d) conflicts between the interests of the Rathbones Group and those of the Investec W&I UK Group; and

(e) failure to mitigate contingent and/or assumed liabilities.

Challenges may also include operating and integrating a large number of different technology platforms and systems, including maintaining the operational resilience and security of legacy platforms, and consolidating services, or developing new services, where underlying assets used to provide those services are subject to contractual commitments with third parties.

Any such difficulties could lead to higher than anticipated integration costs, which would adversely affect the anticipated benefits of integration. If such difficulties are significant, this could adversely affect the operational and financial performance of the Enlarged Rathbones Group.

The Enlarged Rathbones Group may not realise the targeted level of synergies

The Rathbones Directors and the Proposed Directors expect that, as a result of the Combination, the Enlarged Rathbones Group is targeting to deliver total annualised run-rate synergies of at least £60 million on a pre-tax cash basis[3]. The estimate regarding the potential cost synergies resulting from the Combination referred to in the Announcement and included in this document is based on the assessment by the Rathbones Directors and the Proposed Directors of information currently available and may prove to be incorrect. The Enlarged Rathbones Group may not realise the anticipated benefits of the Combination and may not be successful in integrating the business and operations of the Rathbones Group and the Investec W&I UK Group, in particular:

(a) £18 million is expected to be generated from the consolidation of technology platforms and operations. The achievement of these synergies are, amongst other things, based on Rathbones' ability to successfully migrate Investec W&I UK's clients onto the Rathbones

[3] On a cash basis, before IFRS acquisition and lease accounting impact and depreciation.

systems. Some of Investec W&I UK's clients may decline or delay their consent to such migration which may result in the cost synergies not being achieved and/or additional costs being incurred by the Enlarged Rathbones Group whilst it continues to operate Investec W&I UK as a separate business;

(b) £32 million is expected to be generated from the consolidation of enablement functions, third party services, property and other Combination benefits. There can be no guarantee that the Enlarged Rathbones Group will be able to sublet the properties which it wishes to vacate, find suitable tenants for the same or that they will be able to achieve the same rental income to cover its costs in full. Should any of the aforementioned situations arise, the Enlarged Rathbones Group will incur costs of having to rent properties which will have a negative impact on the cost synergies achieved as a result of the Combination; and

(c) £10 million of additional net interest income as a result of migrating Investec W&I UK's client and firm cash on to Rathbones' platform and banking licence. If the Bank of England's base rate were to decrease then this may have an adverse impact on the interest income earned by the Enlarged Rathbones Group. For illustrative purposes, if the Bank of England base rate were 3.0 per cent., it is expected that the net interest income synergy would reduce by approximately £2 million. The correlation between the Bank of England base rate and the net interest income synergy is not linear.

A failure to deliver all, or substantially all, of the expected benefits or realise such benefits in a timely manner could have a material adverse effect on the business, results of operations, financial condition and prospects of the Enlarged Rathbones Group.

The Combination could have a disruptive effect on Rathbones and Investec W&I UK personnel

As an investment and wealth management services organisation, the Enlarged Rathbones Group will rely to a considerable extent, on the quality of key talent and business leaders. The ability of the Enlarged Rathbones Group to attract and retain key personnel is dependent on a number of factors, including (without limitation), prevailing market conditions, compensation packages offered by previous or competing employers, any regulatory impact thereon and the ability of the Enlarged Rathbones Group to continue to have appropriate variable remuneration and retention arrangements in place that drive strong business performance and results. Whether or not the Combination completes, the prospect of the Combination completing could cause disruptions in the businesses of the Rathbones Group and/or the Investec W&I UK Group. Specifically, if the Combination completes, some current and prospective employees and other personnel may experience uncertainty about their future roles and remuneration arrangements within the Enlarged Rathbones Group, which may adversely affect the Rathbones Group's and the Investec W&I UK Group's abilities and, following Completion, the Enlarged Rathbones Group's ability to retain and recruit key managers and other employees and personnel. If the Rathbones Group and the Investec W&I UK Group or, following Completion, the Enlarged Rathbones Group fail to manage these risks effectively, they or it may suffer the loss of key managers and other employees and personnel, and/or have difficulties in recruitment, resulting in the business and financial results of the Rathbones Group, the Investec W&I UK Group and, following the date of Completion, the Enlarged Rathbones Group being adversely affected.

Substantial sales of Ordinary Shares by the Investec Group could depress the market price of Ordinary Shares

Substantial sales of Ordinary Shares by members of the Investec Group or the perception that such sales might occur, could depress the market price of the Ordinary Shares. In particular, Rathbones will be unable to predict whether substantial amounts of Ordinary Shares will be sold in the open market by Investec Bank or any other member of the Investec Group prior to or following the expiry of the Lock-up Provisions set out in the Relationship Agreement.

Under the Relationship Agreement, subject to certain exceptions, the Investec Group will be subject to lock-up provisions which limit their ability to dispose of any Consideration Shares for the first four years following Completion (the "**Lock-up Period**"). Following the Lock-up Period, subject to members of the Investec Group holding in aggregate a number of Rathbones Shares equal to or greater than the Minimum Interest or Investec Bank having an Appointee Director on the Rathbones Board, limited lock-up provisions will continue to apply. During the Lock-up Period, the Investec Group will be permitted to sell no more than one third of the Consideration Shares during the period between the Second Anniversary and the Third Anniversary and one third of the Consideration Shares between the Third Anniversary and the Fourth Anniversary. The Investec Group may not sell more than one third of the Consideration Shares in any rolling 12-month period and may not roll forward any unused allowance from years two to three into years three to four. The Investec Group will also be entitled to dispose of Consideration Shares during the Lock-up Period in limited material circumstances set out in the Relationship Agreement such as in pursuance of a merger, recapitalisation, reorganisation, consolidation or similar transaction.

Whilst in certain circumstances the Rathbones Board will have the right to be consulted by Investec Bank on the sale of the Rathbones Shares held by it, the Rathbones Board will be unable predict whether, where the Investec Group is permitted to dispose of Ordinary Shares, the Investec Group will sell the Ordinary Shares held by it as permitted, or when any such sales may take place.

Notwithstanding the orderly marketing provisions that apply under the Relationship Agreement in relation to disposals of Ordinary Shares by the Investec Group, any sale of a substantial number of Ordinary Shares by Investec Bank or any other member of the Investec Group, or the perception that such sales might occur, could result in, or have, a material adverse effect on the market price of the Ordinary Shares. This may make it more difficult for Shareholders to sell their Ordinary Shares at a time and price that they deem appropriate and could also impede Rathbones' ability to issue equity securities in the future.

The Enlarged Rathbones Group may incur higher than expected integration and Combination-related costs

Rathbones expects to incur net cash costs to achieve[4] the expected synergies of approximately £98 million on a pre-tax basis with more than 90 per cent. to be incurred broadly evenly in the first and second full years post-Completion with the balance in the third full year post-Completion. Some of these costs are payable whether or not Completion occurs and such costs may be higher than anticipated. Although the Rathbones Directors and the Proposed Directors believe the elimination of certain costs, as well as the realisation of other efficiencies relating to the integration of the businesses, will offset these implementation and acquisition costs over time, this net benefit may not be achieved within the anticipated timetable. In addition, some of these costs may be higher than anticipated which could reduce the net benefits of the Combination and the operational and financial performance of the Enlarged Rathbones Group. An increase in integration and Combination-related costs, including those that increase the overheads of the Enlarged Rathbones Group, could also lead to a decrease of Rathbones' regulatory capital surplus that it maintains as part of its prudential capital requirements.

Investec PLC Group may be able to exercise significant influence over the Enlarged Rathbones Group following Completion

Following Completion, Investec Bank (a subsidiary of Investec PLC) is expected to hold Ordinary Shares and Convertible Non-Voting Ordinary Shares equating to (based on Rathbones' issued share capital (excluding shares held in treasury) as at the Latest Practicable Date) a 41.25 per cent. economic interest in Rathbones and carrying 29.9 per cent. of the voting rights in Rathbones.

At Completion, Rathbones, Investec PLC, Investec Bank and Investec Limited will enter into the Relationship Agreement. The Relationship Agreement will set out Investec Bank's rights to nominate: (i) up to two Non-executive Directors for as long as members of the Investec Group hold 20 per cent. or more of the issued share capital of Rathbones (including Ordinary Shares and Convertible Non-Voting Ordinary Shares) and; (ii) one Non-executive Director for as long as members of the Investec Group hold 10 per cent. or more, but less than 20 per cent., of the issued share capital of Rathbones (including Ordinary Shares and Convertible Non-Voting Ordinary Shares).

Through its holdings in the Enlarged Rathbones Group, the Investec PLC Group may possess rights and voting power that will be sufficient to have significant influence over Rathbones and the business of the Enlarged Rathbones Group following Completion. For instance, Investec PLC Group would be able to block a special resolution of Shareholders for so long as it owns 25 per cent. or more of the total voting rights attached to the Ordinary Shares in issue. With effect from

[4] Separate to the cost to achieve, the Enlarged Rathbones Group will incur capital expenditure estimated at £25 million in relation to the fit-out of additional space in the London office. This will be funded by a combination of anticipated lease incentives from the landlord and additional cash contribution from Investec PLC Group, that will be retained by Investec W&I UK at completion.

Completion, existing Shareholders and their successors' interests in Ordinary Shares will also have been diluted as a result of the Combination (see risk factor titled "*Existing Shareholders will experience dilution as a result of the Combination*"). The interests of Investec PLC Group may not always be aligned with, or may conflict with, those of other Shareholders and this could delay, deter or prevent acts that the other Shareholders may favour or which are or may be beneficial to Rathbones (see risk factor titled "*The Combination may give rise to conflicts of interest between Rathbones and Investec Group in the period following Completion*"). This may have a material adverse effect on the business, financial condition and results of operations of the business of the Enlarged Rathbones Group, and on the market price of the Ordinary Shares.

The Combination may give rise to conflicts of interest between Rathbones and Investec Group in the period following Completion

Following Completion, Investec Bank (a subsidiary of Investec PLC) is expected to hold Ordinary Shares and Convertible Non-Voting Ordinary Shares equating to (based on Rathbones' issued share capital as at the Latest Practicable Date) a 41.25 per cent. economic interest in Rathbones and carrying 29.9 per cent. of the voting rights in Rathbones. Investec Bank will also have the right to nominate two directors to the Rathbones Board (as detailed in the risk factor titled "*Investec PLC Group may be able to exercise significant influence over the Enlarged Rathbones Group following Completion*"). The Enlarged Rathbones Group will also be reliant upon Investec Bank to provide it with certain services outlined in the Transitional Services Agreement. Whilst the strategic interests of Rathbones and members of the Investec Group are aligned, the Combination could give rise to a potential conflict of interests, including:

(a) the Share Purchase Agreement, the Transitional Services Agreement and the Relationship Agreement contain (or will contain, when entered into), amongst other things, contractual obligations, warranties and indemnities that are customary in a transaction of this nature. A dispute relating to, or breach of, these arrangements, may give rise to claims or legal proceedings which would give rise to a conflict of interest between Rathbones and members of the Investec Group;

(b) the Proposed Directors are also directors of the Investec PLC Board and Henrietta Baldock is a member of Investec Bank's Board. Situations may arise whereby the matters to be considered by the Rathbones Board may be in conflict with those of Investec PLC Group and so pursuant to the terms of the Relationship Agreement, the Proposed Directors may not be able to participate in meetings of the Rathbones Board where matters giving rise to a conflict are tabled; and

(c) the decisions of Rathbones may not always be aligned to those of the Investec PLC Group as a significant shareholder of Rathbones (and vice versa), for instance, a significant sale by Investec PLC Group of the Consideration Shares (see risk factor titled "*Substantial sales of Ordinary Shares by Investec Group could depress the market price of Ordinary Shares*").

If unresolved, conflicts of interests could impair the nature of the relationship between Rathbones and take significant management time and resources to resolve which will be diverted away from the business of the Enlarged Rathbones Group.

The Combination and Investec PLC Group's shareholding may impact the willingness of third parties to make a takeover offer for Rathbones in the period following Completion

Following Completion, Investec Bank (a subsidiary of Investec PLC) is expected to hold, Ordinary Shares and Convertible Non-Voting Ordinary Shares equating to (based on Rathbones' issued share capital (excluding shares held in treasury) as at the Latest Practicable Date) a 41.25 per cent. economic interest in Rathbones and carrying 29.9 per cent. of the voting rights in Rathbones.

Accordingly, for so long as the Investec PLC Group retains a substantial shareholding in Rathbones, the willingness of a third party to make a takeover offer for Rathbones is likely to be materially influenced by the willingness and ability of the Investec PLC Group to accept or approve such an offer. The interests of the Investec PLC Group when considering any takeover offer may also differ from, or conflict with, the interests of other Shareholders. These factors, coupled with a potential material increase in the market capitalisation of Rathbones on and following Completion, could delay, deter or prevent any takeover offer by a third party that other Shareholders may favour.

In addition, under the Relationship Agreement, the Investec Group will be subject to standstill restrictions preventing it from acquiring a further interest in Rathbones Shares for a period of five years commencing on Completion.

Any of the above could have an adverse effect on the market price of the Ordinary Shares.

The Enlarged Rathbones Group will be reliant on the Investec Group to provide it with certain services post-Completion

On Completion, Investec W&I UK and Investec Bank will enter into the Transitional Services Agreement pursuant to which Investec PLC Group will, and will procure the Investec Group to, provide Investec W&I UK Group with certain IT, operational and other services until the later of 31 December 2025 and the date that is 27 months after Completion. The purpose of the Transitional Services Agreement is to assist with the continued operation of the Investec W&I UK Group until its operations have been integrated into the Enlarged Rathbones Group.

If Investec Bank fails to provide the services to be provided under the Transitional Services Agreement in a timely manner or as required under the agreement, such failure could negatively impact the Enlarged Rathbones Group's operations or the orderly implementation of the Combination. This could, in turn, have a material adverse effect on the Enlarged Rathbones Group's business, operating results, financial condition and prospects.

Investec W&I UK Group may require the consent of third parties to continue to receive services, benefit from licences and occupy premises when it leaves the Investec PLC Group as part of the Combination which may not be forthcoming

Investec W&I UK Group receives certain services, benefits from licences and has the right to occupy certain premises as part of the Investec PLC Group. Following Completion, Investec W&I UK Group may need to obtain third-party consents to use such services, licences and properties. If a third-party consent is declined, withheld or delayed there may be a disruption to the business of the Investec W&I UK Group and its integration into the Enlarged Rathbones Group whilst an alternative third-party supplier or suitable alternative premises are sought. Any such delay may also incur additional costs for the Enlarged Rathbones Group which may have an adverse impact on the targeted synergies of the Combination.

Existing Shareholders will experience dilution as a result of the Combination

If Completion takes place and the Consideration Shares are issued, it will result in Investec Bank holding 41.25 per cent. of the Enlarged Issued Share Capital, carrying 29.9 per cent. of the voting rights in Rathbones. Accordingly, the Existing Ordinary Shares will represent 58.75 per cent. of the Enlarged Issued Share Capital. Existing Shareholders will therefore experience dilution in their ownership interests in the Enlarged Issued Share Capital from Admission.

RISKS RELATING TO THE BUSINESS IN WHICH THE RATHBONES GROUP OPERATES

Conditions in capital markets and the economy generally may adversely affect the business and financial results of the Rathbones Group, and if the Combination completes, the Enlarged Rathbones Group

The Rathbones Group's, the Investec W&I UK Group's and, if the Combination completes, the Enlarged Rathbones Group's results may be materially and adversely affected by conditions in global capital markets and the global economy generally. A wide variety of factors including concerns over low levels of growth in developed and emerging economies and corporate profits, high levels of sovereign debt, continued supply chain pressures, continued high inflation and long-term higher interest rates have led to ongoing uncertainty in the global economy, which is expected to result in continued volatility in financial markets and market or trading liquidity.

Factors such as consumer spending, business investment, government spending, the volatility and strength of both debt and equity markets, and inflation all affect the business and economic environment and, ultimately, the volume and profitability of the Rathbones Group's, the Investec W&I UK Group's and, if the Combination completes, the Enlarged Rathbones Group's business. In an economic downturn characterised by higher unemployment, lower household income, lower corporate earnings, lower business investment and lower consumer spending, the demand for financial products could be adversely affected.

Continued economic uncertainty and volatility may have an adverse effect on the Rathbones Group and the Investec W&I UK Group and, if the Combination completes, the Enlarged Rathbones Group, in part because they manage large investment portfolios and are affected by customer and client behaviour and the performance of capital markets. This could lead to a decline in the ability to attract new clients, client's withdrawing their deposits and/or a decline in fees related to the value of FUMA and profit margins could erode. In addition, the Rathbones Group, the Investec W&I UK Group and, if the Combination completes, the Enlarged Rathbones Group may experience a decline in the value of FUMA which are exposed to particular economies or sectors should there be a decline or depression in such economies or sectors.

A prolonged economic crisis could result in a decline in new business and/or lower fees for the Rathbones Group, the Investec W&I UK Group and, if the Combination completes, the Enlarged Rathbones Group in the future. These adverse changes in the economy could affect earnings negatively and could have a material adverse effect on the Rathbones Group's, the Investec W&I UK Group's and, if the Combination completes, the Enlarged Rathbones Group's business, financial results and financial condition.

A decrease in the Bank of England's base rate may have an adverse impact on the interest income of the Rathbones Group and, if the Combination completes, the Enlarged Rathbones Group

The Rathbones Group, and if the Combination completes, the Enlarged Rathbones Group's revenue streams includes interest income realised from client deposits and lending to clients. In the event that an economic downturn or uncertainty results in the Bank of England materially lowering its base rate from 4.5 per cent. (being the Bank of England base rate as at the Latest Practicable Date) this may have adverse consequences on the interest income of the Rathbones Group and, if the Combination completes, the Enlarged Rathbones Group and the synergies attained as a result of the Combination.

Sustained investment management underperformance within the Rathbones Group, the Investec W&I UK Group and, if the Combination completes, the Enlarged Rathbones Group, could adversely affect profitability and growth

Any sustained period of actual or perceived investment management underperformance across the Rathbones Group, the Investec W&I UK Group and, if the Combination completes, the Enlarged Rathbones Group, relative to peers, benchmarks or internal targets, could have a material adverse effect on the Rathbones Group's, the Investec W&I UK Group's and, if the Combination completes, the Enlarged Rathbones Group's business, reputation and brand, financial results, financial condition and growth prospects.

Were the Rathbones Group, the Investec W&I UK Group and, if the Combination completes, the Enlarged Rathbones Group to fail on a sustained basis to provide satisfactory investment management returns, customers and clients may decide to reduce their investments or withdraw them altogether. Due to the bespoke discretionary investment management philosophies employed by the Rathbones Group and the Investec W&I UK Group, the performance of portfolios may vary significantly where an underlying asset class or asset underperforms materially, in particular where the relative concentration of that particular asset class or asset is relatively high. Actual or perceived investment underperformance relative to competitors or relevant benchmarks would also make it more difficult for the Rathbones Group, the Investec W&I UK Group and, if the Combination completes, the Enlarged Rathbones Group to attract new clients and could lead to reputational and brand damage, complaints and/or challenges to the fees charged. Any such investment underperformance could, therefore, have a material adverse effect on the Rathbones Group's, the Investec W&I UK Group's and, if the Combination completes, the Enlarged Rathbones Group's business, reputation and brand, sales, financial results, financial condition and growth prospects.

The Rathbones Group, and if the Combination completes, the Enlarged Rathbones Group's business are exposed to credit risks

The Rathbones Group and, if the Combination completes, the Enlarged Rathbones Group, is exposed to credit risk principally through placing funds with external banks, holding interest-bearing securities and lending to clients. It is the Rathbones Group's policy to place funds generated internally and from deposits by clients with a range of high-quality, highly rated financial institutions and the Bank of England. Investments with financial institutions are spread to avoid excessive exposure to any individual counterparty. Loans made to clients are secured against clients' assets that are held and managed by group companies. However, there is a risk that one or more counterparties may fail to fulfil its contractual obligations which could have a material adverse effect on the Rathbones Group's and, if the Combination completes, the Enlarged Rathbones Group's business, financial results, financial condition and growth prospects.

The Rathbones Group, and if the Combination completes, the Enlarged Rathbones Group may be required to make significant additional contributions to its defined benefit pension schemes which may impact the Rathbones Group, and if the Combination completes, the Enlarged Rathbones Group's dividends, reserves and regulatory funds

The Rathbones Group operates two defined benefit pension schemes (Rathbones 1987 Scheme and Laurence Keen Retirement Benefit Scheme) which are closed to future accrual. Whilst at the Latest Practicable Date, the Rathbones Group makes sufficient contributions to meet the needs of its defined benefit pension schemes, there is a risk that the value or cash flows from the pension fund assets will not be sufficient to cover future obligations under the schemes. The values of the pension funds' assets are volatile and can change unexpectedly. This risk can arise with and through a sustained deficit between the schemes' assets and liabilities. A number of factors impact a deficit, including increased life expectancy, falling interest rates and falling asset values. In addition, other circumstances including actions taken by the Pensions Regulator in the United Kingdom to use its powers (by, for example, imposing financial support directions or contribution notices) or the trustees of the Rathbones Group's defined benefit schemes altering their approach to deficit recovery payments, could result in the Rathbones Group being required to contribute significant additional amounts to its pension schemes, which could have a material adverse effect on the Rathbones Group's business, financial condition and results of operations. The valuation of the pension may affect dividends, reserves and regulatory funds.

The financial performance of the investment management businesses is positively correlated to general market conditions

Rathbones has identified an increasing sensitivity of investments to economic and political uncertainty over recent years. The geopolitical outlook will continue to be uncertain over the coming years and it is possible that the current market outlook could react aggressively to unexpected developments. The financial performance of investment management businesses is positively correlated to general market conditions and a severe or prolonged market correction or downturn would have an adverse effect on the financial results, financial condition and growth prospects of each of the Rathbones Group and the Investec W&I UK Group on a standalone basis. Whilst the Rathbones Group and, if the Combination completes, the Enlarged Rathbones Group may be able to carry out certain actions to cut costs in order to mitigate the impact of negative market conditions, if the business does not react in an optimal manner, environmental and social factors, sustainable growth, market share or profitability may be adversely affected. The risk can arise from strategic decisions which fail to consider the current operating environment, the expectations of stakeholders or can be influenced by external factors such as environmental and social factors.

If such conditions were faced in the period following Completion, the Enlarged Rathbones Group's ability to mitigate the impact of such adverse market movements may be more limited and integration benefits may be tempered. Were a severe market correction to occur during this period, the choices of the Enlarged Rathbones Group in such circumstances would include continuing to incur such additional significant expenditure, with the intention of continuing to seek to achieve the envisaged synergies, or ceasing to incur such expenditure, with the result that such synergies would not be achieved (or would be only partially achieved).

The Rathbones Group's, the Investec W&I UK Group's and, if the Combination completes, the Enlarged Rathbones Group's customers may withdraw FUMA at short notice

The Rathbones Group's and the Investec W&I UK Group's revenues are predominantly derived from management fees, the quantum of which is based on the value of FUMA. The Rathbones Group's and the Investec W&I UK Group's client contracts permit clients to reduce the aggregate amount of their investment with no, or only short periods of, notice, or to withdraw altogether from such contracts. If interest rates are rising and/or stock markets are declining and/or the Rathbones

Group's, the Investec W&I UK Group's and, if the Combination completes, the Enlarged Rathbones Group's investment performance underperforms, the pace of redemptions could accelerate.

Material withdrawals of FUMA due to termination of many investment mandates would have an immediate impact on management fees and revenues which, depending on the extent of such withdrawals, could have a material adverse effect on the Rathbones Group's, the Investec W&I UK Group's and, if the Combination completes, the Enlarged Rathbones Group's business, financial results, financial condition and growth prospects.

Political and economic developments could have a material impact on the Rathbones Group, the Investec W&I UK Group and, if the Combination completes, the Enlarged Rathbones Group's business

Political change and global economic uncertainty have the potential to impact the businesses of the Rathbones Group, the Investec W&I UK Group and, if the Combination completes, the Enlarged Rathbones Group through the introduction of new laws or regulations or indirectly by altering investor, customer and client sentiment. The UK Government and other relevant governments and institutions may significantly alter circumstances resulting in a change the way business is carried out.

The impact of the current difficult political and economic environment is uncertain, particularly in view of the unpredictable consequences of recent changes to the UK Government, the Russia-Ukraine War and the potential for a global conflict, the cost of living crisis, the trajectory of inflation, the UK's exit from the EU and potential future disruption caused by new pandemics or waves of existing pandemics. It is possible that the effects of the foregoing (individually and in combination) will include further financial instability and negative and/or slower economic growth, currency fluctuations and could include higher unemployment and continued high inflation in the UK, Europe and the global economy, at least in the short to medium term. It could also create constraints on the ability of the Enlarged Rathbones Group to operate efficiently in the future political environment.

In circumstances where the political or humanitarian environment of jurisdictions deteriorate, the Rathbones Group, the Investec W&I UK Group and, if the Combination completes, the Enlarged Rathbones Group may change its risk appetite to act on behalf of clients who are resident in such jurisdictions and/or may decide to exit a jurisdiction altogether. Similarly, should the UK, Jersey or Guernsey governments impose financial sanctions against countries where clients reside, the Rathbones Group, the Investec W&I UK Group and, if the Combination completes, the Enlarged Rathbones Group may also be required to cease accepting funds and acting for those clients. A change to the jurisdictions in which the Rathbones Group, the Investec W&I UK Group and, if the Combination completes, the Enlarged Rathbones Group can accept and act for clients may result in decline in FUMA and associated fees.

All or any combination of the above could have a material adverse effect on the Rathbones Group's, the Investec W&I UK Group's and, if the Combination completes, the Enlarged Rathbones Group's business, financial condition and financial results.

The Rathbones Group's, the Investec W&I UK Group's and, if the Combination completes, the Enlarged Rathbones Group's businesses will be, carried out in a highly competitive environment

The market for financial services in the UK is highly competitive, with several factors affecting the Rathbones Group's, the Investec W&I UK Group's and, of the Combination completes, the Enlarged Rathbones Group's profitability, including price, investment management performance, financial strength, range and quality of service and product lines, brand strength and name recognition, developing demographic trends and customer and client appetites for certain savings and investment products.

Competitive themes include: growth in passively run index trackers; pressure on the fees charged to customers and clients; and technology driven challenges to traditional, relationship-based investment management and advisory services.

In the past, the client base of the Rathbones Group's and the Investec W&I UK Group's businesses converged with a business model built upon the establishment of very long-term personal customer relationships between the firms' employees and clients. A proportion of these long-standing customers have different priorities in relation to management of their wealth and the acquisition of other services to younger HNWIs, who are more likely to demand a professional (rather than personal) relationship and the greater use of technology to manage their investments. In addition, as wealth is inherited by the next generation, it is often split amongst several inheritors. Those inheritors might have different priorities in relation to the use of that wealth to their parent (for example, investment in property).

Furthermore, as client bases and preferences evolve, the Rathbones Group and the Investec W&I UK Group are and, if the Combination completes, the Enlarged Rathbones Group will be exposed to the risk of existing customers removing assets from third party managers such as the Rathbones Group, the Investec W&I UK Group and the Enlarged Rathbones Group and moving assets to alternative providers (for example through the use of automated advisers and other technology driven solutions) or alternative asset classes (for example, property).

To ensure continued profitability and to be successful in attracting and retaining customers and clients going forward, the Rathbones Group, and if the Combination completes, the Enlarged Rathbones Group will need to ensure that their services and products are responsive, adaptive to new technology, keep pace with emerging customer and client preferences and continue to meet clients' needs and expectations.

If the Rathbones Group and, if the Combination completes, the Enlarged Rathbones Group, do not adapt to, or keep pace with, technology changes, client preferences and clients' needs and demands, clients may withdraw their assets from the Rathbones Group and, if the Combination completes, the Enlarged Rathbones Group or may not deposit their assets in such quantities as they have to date which may result in lower revenue being realised from fees.

The Rathbones Group, the Investec W&I UK Group and, if the Combination completes, the Enlarged Rathbones Group are dependent on the strength of their brands

The Rathbones Group's and the Investec W&I UK Group's success and results are and, if the Combination completes, the Enlarged Rathbones Group's success and results will be, to a certain extent, dependent on the strength of their respective brands and reputation. While the Rathbones Directors and the Proposed Directors believe that the Rathbones Group and the Investec W&I UK Group are well recognised in their markets, they are, or will be, vulnerable to adverse market, customer and client perception, including customer and client perception of the Enlarged Rathbones Group if the Combination completes. The Rathbones Group and the Investec W&I UK Group operate in and, if the Combination completes, the Enlarged Rathbones Group will operate in the industries where reputation, integrity, trust and confidence are vital. Reputational risk is often associated with strategic decisions made and also arises as a result of other risks manifesting and not being appropriately mitigated or managed. Additionally, the investment activities of the Rathbones Group, Investec W&I UK Group and, if the Combination completes, the Enlarged Rathbones Group may give rise to unintended environmental (including climate change), social and economic consequences which may impact their brands and reputation. The Rathbones Group and the Investec W&I UK Group are, and if the Combination completes, the Enlarged Rathbones Group will be exposed to the risk that litigation, employee misconduct, operational failures, the outcome of regulatory investigations, press speculation and negative publicity, disclosure of confidential client information, and inadequate services, among other factors, whether or not well founded, could impact their brands or reputation.

LEGISLATIVE AND REGULATORY RISKS

The Rathbones Group's, the Investec W&I UK Group's and, if the Combination completes, the Enlarged Rathbones Group's employees or management may fail to conduct business in accordance with legal and regulatory requirements

The Rathbones Group, the Investec W&I UK Group and, if the Combination completes, the Enlarged Rathbones Group are exposed to conduct risk from potential non-compliance with legal and regulatory requirements, internal policies, employee misconduct or negligence and fraud, which could result in regulatory sanctions and serious reputational or financial harm. In recent years, a number of financial institutions have suffered material losses due to the actions of 'rogue traders' or other employees. It is not always possible to deter or prevent employee misconduct, and the precautions the Rathbones Group and the Investec W&I UK Group take to detect and prevent this activity may not always be effective.

There is an industry-wide risk that conduct-related issues could result in unexpected costs or losses for the Rathbones Group, the Investec W&I UK Group and, if the Combination completes, the Enlarged Rathbones Group. Risks of this nature remain the subject of close regulatory scrutiny across the entire UK financial services industry. Investec W&I UK is currently engaging with the FCA in respect of its corporate governance, board and SMF recruitment processes, which could result in expense (which, if it arises, is expected to be predominantly for the account of the Investec Group) and/or regulatory action to address or remedy any current or historical breaches.

In order to manage regulatory and conduct risks, the Rathbones Group and the Investec W&I UK Group have adopted policies and procedures for their respective businesses. Such policies and procedures cover a wide range of matters including, amongst others, governance, suitability, data protection, consumer protection, financial sanctions compliance and anti-money laundering. Following completion of the Combination, the Enlarged Rathbones Group will carry out a process of policy alignment and implementation so that it identifies any gaps and/or failings within Investec W&I UK and adopts and applies the optimal policies, procedures and processes to meet the Enlarged Rathbones Group's regulatory obligations. During this period of review, areas of policy and procedure misalignment between the two businesses may be discovered and improvements may be required, which could result in unexpected expense in terms of both cost and time being incurred by the Enlarged Rathbones Group.

A determination that the Rathbones Group, the Investec W&I UK Group and, if the Combination completes, the Enlarged Rathbones Group has failed to comply with applicable regulation could have a negative impact on their reported results or on relations with current and potential customers and clients. Conduct risk matters can lead to poor customer outcomes, redress payments to customers, reputational damage, procedural enhancements and absorb capacity which was intended to deliver operational objectives and strategic priorities. Regulatory action against a member of the Rathbones Group, the Investec W&I UK Group and, if the Combination completes, the Enlarged Rathbones Group could result in the suspension or revocation of regulatory authorisations, permissions or approvals, financial penalties, adverse publicity for, or negative perceptions regarding, the Rathbones Group, the Investec W&I UK Group and, if the Combination completes, the Enlarged Rathbones Group. This may result in regulators subjecting the Rathbones Group, the Investec W&I UK Group and, if the Combination completes, the Enlarged Rathbones Group to closer scrutiny than would otherwise be the case, which in turn may result in higher costs, sanctions or fees for the Rathbones Group, the Investec W&I UK Group and, if the Combination completes, the Enlarged Rathbones Group. This could otherwise have a material adverse effect on their business, financial results and financial condition and divert management's attention from the day-to-day management of their business.

The Rathbones Group, the Investec W&I UK Group and, if the Combination completes, the Enlarged Rathbones Group operate in an industry that is subject to regulatory change

The Rathbones Group, the Investec W&I UK Group and, if the Combination completes, the Enlarged Rathbones Group operate in an industry which is subject to the continual introduction of new laws and regulation (the FCA's Consumer Duty rules which come into force in July 2023 is one such example) as well as retrospective changes to existing laws. The Rathbones Group and the Investec W&I UK Group each manages projects to prepare for regulatory changes and to improve compliance with good practice in relation to existing regulations. Projects are organised within each firm and, if the Combination completes, such activity will need to continue.

The Rathbones Group, the Investec W&I UK Group and, if the Combination completes, the Enlarged Rathbones Group will not always be able to predict accurately the impact of future legislation or regulation or operation of existing legislation or regulation on their business, financial results and/or financial condition. Changes in government policy, legislation or regulatory interpretation applying to companies in the financial services industry in the UK, which may be applied retrospectively, may adversely affect the Rathbones Group's, the Investec W&I UK Group's and, if the Combination completes, the Enlarged Rathbones Group's product range, distribution channels, capital requirements and, consequently, results and financing requirements. In particular, the extent and full implications of the UK Government's Edinburgh Reforms programme is currently uncertain. Such changes could include, for example, solvency requirements.

New laws and regulation may not always be accompanied by guidance from regulators and therefore, their application to business activities is subject to interpretation. If the Rathbones Group, the Investec W&I UK Group and, if the Combination completes, the Enlarged Rathbones Group fail to interpret new law and regulation appropriately or fail to prepare for their introduction in a timely manner they could be subject to regulator scrutiny, investigation and/or enforcement action which could result in reputational damage, sanctions, penalties and fines which could have a material adverse impact on the financial condition and prospects of Rathbones Group, the Investec W&I UK Group and, following completion of the Combination, the Enlarged Rathbones Group.

The Rathbones Group, the Investec W&I UK Group and, if the Combination completes, the Enlarged Rathbones Group may face increased compliance costs due to the need to set up additional compliance controls or the direct cost of such compliance because of changes to financial services legislation or regulation. The Rathbones Group and the Investec W&I UK Group face and, if the Combination completes, the Enlarged Rathbones Group will face significant compliance challenges because the regulatory environment is evolving rapidly and supervisory authorities around the world are assuming an increasingly active and assertive role in interpreting and enforcing regulations in the jurisdictions in which the Rathbones Group and the Investec W&I UK Group operate and in which the Enlarged Rathbones Group will, if the Combination completes, operate.

The Rathbones Group, the Investec W&I UK Group and, if the Combination completes, the Enlarged Rathbones Group are subject to extensive regulation and supervision by regulatory authorities in the UK and overseas

The Rathbones Group and the Investec W&I UK Group are subject to detailed and comprehensive regulation in the UK, Guernsey and Jersey. Rathbones Investment Management Limited is also a registered Investment Adviser with the SEC in the United States. Likewise, some of the investment vehicles they service (such as UCITS funds operated under the UCITS Directive) also have to satisfy various regulatory requirements in order to be authorised for distribution in some jurisdictions. Regulatory agencies have broad regulatory and administrative powers over many aspects of financial services businesses, which may include governance, systems and controls requirements, conduct of business requirements (including marketing and selling practices, advertising, customer and client documentation and service standards), market conduct, financial crime prevention, product authorisation and governance, the licensing of agents, capital adequacy and permitted investments. Such regulators are concerned primarily with financial stability, market integrity and the protection of customers rather than shareholders or creditors. Financial services laws, regulations and policies currently affecting the Rathbones Group and the Investec W&I UK Group (and the services they provide) may change at any time in ways that could have an adverse effect on the Rathbones Group's, the Investec W&I UK Group's and, if the Combination completes, the Enlarged Rathbones Group's business. Furthermore, it is difficult to predict the timing or form of future regulatory initiatives, although it is widely expected that there will continue to be a substantial increase in the regulation and supervision of the financial services industry.

In the UK, the Rathbones Group's business and the majority of the Investec W&I UK Group's business is and, if the Combination completes, the Enlarged Rathbones Group's business will be subject to regulation by the FCA and the PRA, as well as other regulations and supervisory codes including, for entities with a premium listing, the UK Corporate Governance Code and related guidance. The FCA and the PRA have broad powers, including the authority to grant, vary the terms of, or cancel a regulated firm's authorisation, to investigate operational practices and to require the maintenance of adequate financial resources. The FCA and the PRA have the power to take a range of investigative, disciplinary or enforcement actions, including public censure, restitution, fines or sanctions and to award compensation. The FCA or the PRA may make enquiries of the companies that they regulate regarding compliance with regulations governing the operation of business and, like all UK regulated financial services firms, the Rathbones Group and the Investec W&I UK Group face and, if the Combination completes, the Enlarged Rathbones Group will face the risk that the FCA or the PRA (as applicable) could find that they have failed to comply with applicable regulations or have not undertaken corrective action as required. The implications of such failures can include investigations, formal reviews by external firms, remediation of shortcomings, redress to customers and fines and/or other forms of enforcement action. Such enforcement action may include restrictions on undertaking new business, public censure, financial restitution, fines and, ultimately, revocation of permission to carry on regulated activities.

In addition to the direct costs involved in any of the enforcement situations referred to above, such situations have the potential to impact the firm's income and other strategic priorities.

Regulatory authorities or clients may attempt to seek redress against the Rathbones Group, the Investec W&I UK Group and, following completion of the Combination, the Enlarged Rathbones Group where it is alleged that products were misrepresented, mis-sold or otherwise failed to meet regulatory requirements or client expectations

The Rathbones Group, the Investec W&I UK Group and, if the Combination completes, the Enlarged Rathbones Group are exposed to the risk of regulatory action or claims from clients regarding misleading information. For example, regulators or clients could allege that the terms and conditions of relevant products or solutions, the nature of the products or solutions, or the circumstances under which the products or solutions were recommended, were misrepresented or the products otherwise mis-sold to them. Complaints may also arise if clients feel that they have not been treated reasonably or fairly, or that the duty of care which they are owed has been breached. Such complaints, issues and disputes are examined within the Rathbones Group by independent teams and sometimes lead to payments to customers. However, where the issues or disputes arising in relation to private individuals cannot be resolved privately, they may be resolved ultimately by an enforcement action involving the relevant regulatory body, including the Financial Ombudsman Service or the FCA (in the UK) or by litigation.

The relevant regulator may intervene directly where larger groups or matters of public policy are concerned. There have been several industry-wide financial product mis-selling issues in the past in which the FCA has intervened directly, including the sale of personal pensions, the sale of mortgage-related endowments, investments in split capital investment trusts and the sale of payment protection insurance. Certain designated consumer bodies are also empowered under the FSMA to make “super-complaints” to the FCA in relation to issues causing detriment to large numbers of consumers. The Rathbones Group may be exposed, in particular, to risks relating to “vulnerable customers”. The FCA has defined these customers as persons who, due to their personal circumstances, are especially susceptible to detriment, particularly when a firm is not acting with appropriate levels of care. The FCA has noted that vulnerability can affect consumers across all financial products and services.

Failure to identify customer vulnerability could lead to poor customer outcomes and detriment, including if a client is not able to fully understand products or services or if information is not provided in an appropriate format for the client’s needs. If the Rathbones Group does not have adequate policies to identify vulnerable clients, or if such policies are not embedded in a way that promotes the fair treatment of all clients, the Rathbones Group could fall below regulatory expectations in this area, which could result in regulatory action. Failure to comply with these regulatory requirements could lead to enforcement or other actions being brought against the Rathbones Group, which could have a material adverse effect on its business, financial condition, operating results of operations and prospects.

The Rathbones Group, the Investec W&I UK Group and, if the Combination completes, the Enlarged Rathbones Group may be adversely affected if they fail to comply with climate and environmental statutory regulation or environmental, social or governance (ESG) standards to which they have publicly committed

The business environment in which the Rathbones Group, the Investec W&I UK Group, and following completion of the Combination, the Enlarged Rathbones Group operates is continually changing. ESG-related issues may directly or indirectly impact key stakeholders, ranging from clients, investors, employees, rating agencies, suppliers and regulators, all of whom have expectations in this area. A failure to manage those material risks which have ESG implications may adversely impact on the reputation of the Rathbones Group, the results of its operations, its customers, and its ability to deliver on its long-term strategy and therefore its long-term success.

Climate change is one ESG theme that poses potentially significant long-term risks to the Rathbones Group and its customers, not only from the physical impacts of climate change, driven by both specific short-term climate-related events such as natural disasters and longer-term impacts, but also from transition risks associated with the shift to a low carbon economy. Climate change, sustainability and the reduction of emissions is an important issue for the Rathbones Group and the Investec W&I UK Group. The Rathbones Group, the Investec W&I UK Group and, if the Combination completes, the Enlarged Rathbones Group will have adopted certain ESG policies and sustainability objectives. In particular, the Rathbones Group has committed to a group-wide net zero emissions target by 2050 or sooner in line with the UK Government’s commitment.

The Rathbones Group, the Investec W&I UK Group and, if the Combination completes, the Enlarged Rathbones Group may be required to expend significant resource and capital in order to achieve their net zero and energy efficiency targets, as well as to protect their properties against physical climate change risks. Failure to keep pace with client and society expectations for action to manage and mitigate climate-related risk or a failure to keep with the increasing level of interest and reporting requirements from governments, investors, customers and civil society to build in more environmentally considerate and sustainable ways, may result in a decline in demand for Rathbones Group's, Investec W&I UK Group's and, following completion of the Combination, the Enlarged Rathbones Group's products and services or could result in penalties or negative attention, which could have a material adverse impact on the financial condition and prospects of Rathbones Group, the Investec W&I UK Group and, following Completion, the Enlarged Rathbones Group.

The Enlarged Rathbones Group will be subject to regulation regarding the use of personal information on a wider scale

Given the nature of the Rathbones Group's, the Investec W&I UK Group's and, if the Combination completes, the Enlarged Rathbones Group's businesses, they are required to comply with strict data protection and privacy legislation and regulatory requirements, including (without limitation) the UK GDPR. These laws restrict the Rathbones Group's, the Investec W&I UK Group's and, if the Combination completes, the Enlarged Rathbones Group's ability to collect, use and disclose personal information, and impose internal compliance requirements. As a result of the Combination, the Enlarged Rathbones Group will therefore handle more personal information than the Rathbones Group does as at the date of this document. If, following Completion, the Enlarged Rathbones Group (or any third party service providers on which it relies) fails to: (i) adequately secure personal information (including (without limitation) wrongful appropriation or accidental loss or disclosure of personal information resulting from a cyber incident (including any damage or interruption to digital systems arising from unauthorised access, misuse, computer viruses or other malicious code and other similar events) or a major network failure or interruption); (ii) implement appropriate notices and controls relating to the collection, use and disclosure of personal information; or (iii) otherwise process personal information in accordance with applicable obligations, the Enlarged Rathbones Group could face liability under data protection laws (including enforcement action by regulators and potential fines) or under its customer contracts, and could suffer reputational and brand damage from the resulting loss of goodwill of individuals such as existing customers or employees, which could also deter new customers. The occurrence of any of these events could have a material adverse effect on the Investec W&I UK Group and, following Completion, the Enlarged Rathbones Group's business, results of operations, financial condition and/or prospects.

OPERATIONAL RISKS

The Rathbones Group, the Investec W&I UK Group and, if the Combination completes, the Enlarged Rathbones Group may be unable to maintain the availability of their systems and safeguard the security of their data

The Rathbones Group and the Investec W&I UK Group use, and if the Combination completes the Enlarged Rathbones Group will use, computer systems to store, retrieve, evaluate and utilise customer, employee and company data and information. The Rathbones Group's and the Investec W&I UK Group's, and if the Combination completes the Enlarged Rathbones Group's, computer, information technology and telecommunications systems, in turn, interface with and rely upon third party systems, including those of third party outsourced service providers. The business of the Rathbones Group and the Investec W&I UK Group, and if the Combination completes the Enlarged Rathbones Group, is highly dependent on its ability, and the ability of certain third parties, to access these systems to perform necessary business functions, including, without limitation, providing customer support and managing the investment portfolios of the customers of the Rathbones Group and the Investec W&I UK Group, and if the Combination completes the Enlarged Rathbones Group. Systems failures or outages could compromise the ability of the Rathbones Group and the Investec W&I UK Group, and if the Combination completes the Enlarged Rathbones Group, to perform these functions in a timely manner, which could harm its ability to conduct business and hurt its relationships with its business partners and customers. In the event of a disaster, such as a natural catastrophe, an industrial accident, a blackout, a cyber-attack, corruption, a terrorist attack or war, the systems of the Rathbones Group and the Investec W&I UK Group, and if the Combination completes the Enlarged Rathbones Group, may be inaccessible to its employees, customers or business partners for an extended period of time. Such systems could also be subject to physical and electronic break-ins, cyber-crime and subject to similar disruptions from unauthorised tampering. In addition, the Rathbones Group and the Investec W&I UK Group, and if the Combination completes the Enlarged Rathbones Group is subject to the accidental loss of data and sensitive information by its employees or outsourced service providers, which could expose the Rathbones Group and the Investec W&I UK Group, and if the Combination completes the Enlarged Rathbones Group to potential liabilities and could negatively impact its relationships with its business partners and customers. The factors described above may impede or interrupt the business operations of the Rathbones Group and the Investec W&I UK Group, and if the Combination completes the Enlarged Rathbones Group or lead to unauthorised disclosure or loss of data or data corruption, including customer data, which could lead to potential liabilities, interruption to client services and damage the reputation of the Rathbones Group and the Investec W&I UK Group, and if the Combination completes the Enlarged Rathbones Group. Furthermore, because of the long-term nature of much of the business of the Rathbones Group and the Investec W&I UK Group, and if the Combination completes the Enlarged Rathbones Group, accurate records have to be kept for long periods of time.

The occurrence of any of the above could have a material adverse effect on the business, results, financial condition, reputational harm and prospects of the Rathbones Group and the Investec W&I UK Group, and if the Combination completes the Enlarged Rathbones Group.

Rathbones Group's, Investec W&I UK Group's and, if the Combination completes, the Enlarged Rathbones Group's change portfolio may not support the delivery of their respective strategies

In order to achieve its key strategy of operating more efficiently, the Rathbones Group has adopted a multi-year plan to enhance its digital client experience and provide seamless multi-channel communications to clients. This includes upgrading its client lifecycle management systems which it is in the midst of implementing. Completion of the implementation of its digital transformation programme will need to be completed ahead of the Rathbones Group being able to fully integrate the business of Investec W&I UK. Any delay or failure to implement the digital transformation programme may have a significant impact on the delivery of the Rathbones Group's strategy and could require significant executive and senior management oversight.

Recent or further acquisitions or material lines of new business may divert management attention and other resources and involve risks of undisclosed liabilities and integration issues

In recent years the Rathbones Group and Investec W&I UK Group have acquired several businesses. Further acquisitions, corporate transactions and the establishment and development of new businesses may take place in the future. Growth by acquisition involves risks that could adversely affect the Rathbones Group's operating results, including undisclosed liabilities in the acquired entity and the substantial amount of management time that may be diverted from operations to pursue and complete acquisitions and corporate transactions. Further risks include the risk that new businesses will not perform as expected and that financial and management resources, over and above what was initially expected, might be required to ensure a successful acquisition, corporate transaction or new business. The Rathbones Group's, the Investec W&I UK Group's and, if the Combination completes, the Enlarged Rathbones Group's acquisitions could also result in the incurrence of additional indebtedness, costs, contingent liabilities, and impairment and amortisation expenses related to goodwill and other intangible assets, all of which could materially adversely affect the Rathbones Group's, the Investec W&I UK Group's and, if the Combination completes, the Enlarged Rathbones Group's business, financial condition and financial results. Future acquisitions may have a dilutive effect on the ownership and voting percentages of Shareholders (including Investec Bank). The Rathbones Group and, if the Combination completes, the Enlarged Rathbones Group may also finance future acquisitions with debt issuances or by entering into credit facilities, each of which could adversely affect the Rathbones Group's and, if the Combination completes, the Enlarged Rathbones Group's business, financial condition and financial results.

There could be unforeseen liabilities that arise out of the businesses that the Rathbones Group and the Investec W&I UK Group have acquired and that the Rathbones Group and, if the Combination completes, the Enlarged Rathbones Group may acquire in the future, which may not be covered by, or exceed, the amounts of any warranty and/or indemnity protection provided to the Rathbones Group and, if the Combination completes, the Enlarged Rathbones Group. In respect of the

Combination, Rathbones and Investec PLC Group have both performed due diligence on the Investec W&I UK Group and the Rathbones Group respectively. However, there is a risk that the diligence performed and/or the disclosures made, may not be complete, accurate or correct or may not reveal all of the relevant facts that may be necessary or helpful in evaluating the Combination or all of the risks associated with the Combination or the full extent of any liability which may arise from such risks. As such, following Completion, the Enlarged Rathbones Group may also be subject to undisclosed liabilities or claims in connection with Investec W&I UK and legacy conduct and other exposures. If any or all of these risks were to materialise, the result could have a material adverse impact on the Enlarged Rathbones Group's business, results of operations, financial condition and/or prospects.

The Rathbones Group, the Investec W&I UK Group and, following Completion, the Enlarged Rathbones Group may face claims which cannot be recovered from insurance policies

The Rathbones Group, the Investec W&I UK Group and following Completion, the Enlarged Rathbones Group operate in an industry where there is a risk that action, disputes and/or claims may arise from regulators, clients, suppliers, employees and other third parties. Whilst the Rathbones Group, the Investec W&I UK Group and, following Completion, the Enlarged Rathbones Group maintains insurance to cover a wide variety of risks, there are certain types of losses that may be uninsurable or not economically insurable. Where an uninsured loss or a loss in excess of insured limits occurs the Rathbones Group, the Investec W&I UK Group and following Completion, the Enlarged Rathbones Group will be responsible for payment of such losses or excess loses as well as any premiums that are incurred as a result of the claim. Any material uninsured or irrecoverable costs and losses may have a material adverse effect on the Rathbones Group's, the Investec W&I UK Group's and, following Completion, the Enlarged Rathbones Group's business prospects, results of operations and financial condition.

Cost inflation and exchange rate fluctuation may adversely affect the Rathbones Group's the Investec W&I UK Group's and, if the Combination completes, the Enlarged Rathbones Group's operating results and financial position

A significant proportion of the Rathbones Group's, the Investec W&I UK Group's and, if the Combination completes, the Enlarged Rathbones Group's costs are associated with staff remuneration, property costs and other operating expenses including technology. If such costs are not controlled within the current inflationary environment, the profitability of the Rathbones Group, the Investec W&I UK Group and, if the Combination completes, the Enlarged Rathbones Group may be impacted. In addition, further and/or prolonged increases in inflation could impact the Rathbones Group's, the Investec W&I UK Group's and, if the Combination completes, the Enlarged Rathbones Group's costs in other ways and potentially have an impact on profitability.

In addition, the Rathbones Group and, following completion of the Combination, the Enlarged Rathbones Group incurs certain costs in US dollars. Whilst the Rathbones Group procures partial hedging arrangements to mitigate its exposure to the fluctuation of the sterling against the US dollar, there remains the risk that sterling could decrease materially against the US dollar which could impact the profitability of the Rathbones Group and, following completion of the Combination, the Enlarged Rathbones Group.

The Rathbones Group, the Investec W&I UK Group and, if the Combination completes, the Enlarged Rathbones Group may be unable to maintain the reliability of their internal controls

The Rathbones Group and the Investec W&I UK Group rely, and if the Combination completes the Enlarged Rathbones Group will rely, on a wide range of operational processes to deliver services to their customers. During a period of significant change, these operational processes can become strained and internal controls might fail to perform properly to protect the business and its clients.

Control failures can lead to a wide range of adverse outcomes, including operational losses through fraud or error, credit losses through the inability to enforce collateral used for client lending, reputational damage and in severe cases, regulatory action.

Reliance on the outsourcing of support functions

The Rathbones Group and the Investec W&I UK Group outsource various functions and operations to third parties. If the Combination completes, the Enlarged Rathbones Group will seek to maintain these arrangements and maintain effective systems and controls for outsourced providers in compliance with the Rathbones Group's, the Investec W&I UK Group's and, if the Combination completes, the Enlarged Rathbones Group's ongoing obligations. However, there can be no assurance that such systems and controls will be completely successful in seeking to avoid, or reduce the potential effects of, underperformance. If the Rathbones Group, the Investec W&I UK Group and, if the Combination completes, the Enlarged Rathbones Group does not effectively develop, implement and monitor its outsourcing strategy, or its outsourcing relationships with third party providers do not perform as anticipated or the Rathbones Group, the Investec W&I UK Group and, if the Combination completes, the Enlarged Rathbones Group experiences problems with a transition of outsourcing arrangements, the Rathbones Group, the Investec W&I UK Group and, if the Combination completes, the Enlarged Rathbones Group may experience operational difficulties, increased costs, reputational damage and a loss of business that may have a material adverse effect on the Rathbones Group's, the Investec W&I UK Group's and, if the Combination completes, the Enlarged Rathbones Group's business, results, financial condition and prospects. In addition, the failure or insolvency of, or inability to provide the relevant services by, or inability to recover losses from one or more of the Rathbones Group's third party outsourced providers could have a material adverse effect on the Rathbones Group's, the Investec W&I UK Group's and, if the Combination completes, the Enlarged Rathbones Group's ability to sustain its ongoing operations, which could have a material adverse effect on the Rathbones Group's, the Investec W&I UK Group's and, if the Combination completes, the Enlarged Rathbones Group's business, results, financial condition and prospects.

TAX RISKS

Changes in taxation law may adversely impact the Enlarged Rathbones Group

UK taxation law includes rules governing company taxes, business taxes, personal taxes, capital taxes, value added taxes and other indirect taxes. The management of the Rathbones Group and the Investec W&I UK Group cannot, and, if the Combination completes, the management of the Enlarged Rathbones Group will not be able to predict accurately the impact of future changes in UK tax law on its business. From time to time, changes in the interpretation of existing UK and overseas tax laws, amendments to existing tax rates, changes in the practice of tax authorities, or the introduction of new tax legislation in the UK or overseas may adversely impact the Enlarged Rathbones Group's business, results, financial condition and prospects. Additionally, there are financial risks associated with inadequate tax planning, tax compliance and reporting failures, which may result in financial loss and reputational damage.

RISKS RELATING TO AN INVESTMENT IN THE ORDINARY SHARES

The market price of Ordinary Shares could be subject to significant fluctuations

The market price of Ordinary Shares could be subject to significant fluctuations due to a variety of factors including changes in sentiment in the market regarding the Ordinary Shares or in response to various factors and events. The fluctuations could result from national and global political, economic and financial conditions, the market's response to the Combination, market perceptions of Rathbones, legal or regulatory changes affecting the Enlarged Rathbones Group's operations or interests and various other factors and events which are referred to elsewhere in these risk factors. In addition, the market price of the Ordinary Shares may be affected by many variables which are not directly related to the success of the Rathbones Group or, following the date of Completion, the Enlarged Rathbones Group, and which are not within its control, including the attractiveness of alternative investments.

In addition, the market price of the Ordinary Shares may not reflect the underlying value of the assets of Rathbones or, following the date of Completion, those of the Enlarged Rathbones Group. The market in the Ordinary Shares may be illiquid or subject to sudden or large fluctuations and it may be difficult for Shareholders to sell their Ordinary Shares.

A number of other factors, many of which are outside the control of Rathbones, may cause the price of the Ordinary Shares and the income derived from the Ordinary Shares to fluctuate significantly in the future. These factors may include, but are not limited to:

(a) the ability of the Rathbones Group and, following the date of Completion, the Enlarged Rathbones Group to attract new customers and retain existing customers in the face of strong competition in the provision of Rathbones Group's services;

(b) period-to-period variations in operating results or change in revenue or profit estimates by the Rathbones Group and, if the Combination completes, the Enlarged Rathbones Group, industry participants or financial analysts;

(c) the operating and share price performance of other companies that investors may consider comparable to the Company; and

(d) the fact that publicly traded securities can experience significant price and trading volume fluctuations that are unrelated to the operating and financial performance of the companies that have issued them.

An active trading market for Ordinary Shares may be reduced or may not be maintained

The Ordinary Shares are listed on the premium segment of the Official List and admitted to trading on the Main Market. Although investments in shares admitted to trading on such market are perceived to involve a lesser degree of risk and be more liquid than investments in shares traded on certain other exchanges, this should not be taken as implying that there will always be a liquid market for the Ordinary Shares following Admission. Therefore, Shareholders (including Investec Bank which is to hold Ordinary Shares following Admission) may not always be able to trade Ordinary Shares and other interests at a price or in a quantity that is acceptable to them.

Shareholders may earn a negative or no return on their investment in the Company

Stock markets have, in the last few years, experienced significant price and volume fluctuations that have affected the market price of the Ordinary Shares. Furthermore, the Rathbones Group's and, following the date of Completion, the Enlarged Rathbones Group's operating results and prospects from time to time may be below the expectations of market analysts and investors. Any of these events could result in a decline in the market price of the Ordinary Shares and, if the Combination completes, the Enlarged Issued Share Capital, and consequently holders of Ordinary Shares may get back less than their original investment or may lose the whole of their investment.

Potential future offers of Ordinary Shares

Other than pursuant to the Combination, the Rathbones Directors have no current plans for further offers of Ordinary Shares. However, it is possible that the Rathbones Board may decide to offer Ordinary Shares in the future in order to raise financing to fund future acquisitions and/or for other growth opportunities. Rathbones may, therefore, for these and other purposes, such as in connection with share incentive plans, issue additional equity or convertible equity securities. If holders of the Enlarged Issued Share Capital did not participate in such offer of equity securities, or were not eligible to participate in such offering, their proportionate ownership and voting interests in the Enlarged Rathbones Group would be diluted and their Ordinary Shares would represent a reduced percentage of the Enlarged Issued Share Capital. In addition, any such offering could adversely affect the prevailing market price of the Ordinary Shares and could impair the Company's ability to raise capital through future sales of equity securities.

Significant sale of Ordinary Shares could adversely affect the market price of outstanding Ordinary Shares

An offering or significant sale of Ordinary Shares by any of the Company's major shareholders (including, as detailed in these risk factors, by the Investec PLC Group), or the perception that such sales might occur, could have an adverse effect on the market price of the Ordinary Shares. This may make it more difficult for holders of the Enlarged Issued Share Capital to sell their Ordinary Shares at a time and for a price that they deem appropriate and could also impede the Company's ability to issue equity securities in the future. Further issues of Ordinary Shares may also be dilutive to holders of the Enlarged Issued Share Capital or may result in the issuance of shares where rights, preferences and privileges are senior to those attaching to the Enlarged Issued Share Capital.

Risks of executing the Combination could cause the market price of Ordinary Shares to decline

The market price of the Ordinary Shares may decline for many reasons as a result of the Combination including, if:

(a) the Combination of the Rathbones Group and the Investec W&I UK Group is unsuccessful;

(b) Rathbones Group does not achieve the expected benefits of its Combination with the Investec W&I UK Group as rapidly or to the extent anticipated by Rathbones' financial analysts or investors or at all;

(c) the effect of the Combination on Rathbones' financial results is not consistent with the expectations of financial analysts or investors; or

(d) where permitted to do so under the terms of the Relationship Agreement, if any member of the Investec Group sells a significant number of the Ordinary Shares during and after the Lock-up Period has ended.

The number of Consideration Shares that will be issued to Investec Bank pursuant to the Combination will be 44,538,331, representing 41.25 per cent. of the Enlarged Issued Share Capital.

The level of any dividend paid in respect of the Ordinary Shares is subject to a number of factors

While the Rathbones Directors currently intend to continue to pay dividends to Shareholders within the parameters of Rathbones' dividend policy, Rathbones' ability to pay any dividends in respect of the Ordinary Shares will depend on the level of profit earned by the Enlarged Rathbones Group, any repayment or refinancing of current or future debt, and the Enlarged Rathbones Group continuing to meet its regulatory capital requirements. The ability of the Enlarged Rathbones Group to pay dividends in cash or otherwise is also a function of its profitability and the extent to which it has available to it sufficient distributable reserves out of which, as a matter of law, any proposed dividend may be paid. Accordingly, the amount of the dividends paid to Shareholders may fluctuate. Any change in the tax or accounting treatment of dividends or investment income received by Rathbones, as the case may be, may also reduce the level of yields received by Shareholders. The Rathbones Directors and Proposed Directors can give no assurances that they will be able to pay a dividend at a particular level in the future, or at all.

Availability of additional capital

Although, in the opinion of the Rathbones Directors and Proposed Directors, the available working capital is sufficient for the Rathbones Group's (including, following Completion, the Enlarged Rathbones Group's) current operations and operational strategies, that is for at least the next 12 months following the date of this document, Rathbones and the Enlarged Rathbones Group may require more capital in the longer term to fund its operations, enhance and expand the range of products it offers and respond to potential strategic opportunities, such as investments, acquisitions and international expansion. The Rathbones Directors and the Proposed Directors can give no assurance that, in the longer term, additional financing will be available on terms favourable to the Enlarged Rathbones Group, or at all. The terms of available financing may place limits on the Enlarged Rathbones Group's financial and operational flexibility. If adequate funds are not available on acceptable terms in these circumstances, the Enlarged Rathbones Group may be forced to reduce its operations or delay, limit or abandon expansion opportunities. Moreover, even if the Enlarged Rathbones Group is able to continue its operations, the failure to obtain additional financing in the longer term could reduce its competitiveness.

RATHBONES DIRECTORS, PROPOSED DIRECTORS, REGISTERED OFFICE AND ADVISERS

Rathbones Directors	Clive Bannister *(Chair)* Paul Stockton *(Group Chief Executive Officer)* Jennifer Mathias *(Group Chief Financial Officer)* Sarah Gentleman *(Senior Independent Director)* Terri Duhon *(Non-Executive Director)* Dharmash Mistry *(Non-Executive Director)* Iain Cummings *(Non-Executive Director)*
Company Secretary	Ali Johnson
Proposed Directors[5]	James Whelan (known as Ciaran Whelan) *(proposed Non-Executive Director)* Henrietta Baldock *(proposed Non-Executive Director)*
Registered Office	8 Finsbury Circus London EC2M 7AZ
Website	www.rathbones.com
Financial Adviser, Joint Corporate Broker and Sponsor to Rathbones	BofA Securities 2 King Edward Street London EC1A 1HQ
Joint Corporate Broker to Rathbones	Peel Hunt LLP 7th Floor 100 Liverpool Street London EC2M 2AT
Joint Financial Advisers to Investec PLC Group	Fenchurch Advisory Partners LLP Level 5 110 Bishopsgate London EC2N 4AY Investec Bank Plc 30 Gresham Street London EC2V 7QN
Auditors and Reporting Accountants to Rathbones	Deloitte LLP 1 New Street Square London EC4A 3HQ
Reporting Accountants to Rathbones	Ernst & Young LLP 25 Churchill Place Canary Wharf London E14 5EY
Legal advisers to Rathbones	Addleshaw Goddard LLP Milton Gate 60 Chiswell Street London EC1Y 4AG
Legal advisers to Investec PLC Group	Macfarlanes LLP 20 Cursitor Street London EC4A 1LT
Legal advisers to BofA Securities	Ashurst LLP London Fruit & Wool Exchange 1 Duval Square London E1 6PW

[5] To be appointed with effect from Completion

Registrars to Rathbones	Equiniti Aspect House Spencer Road Lancing West Sussex BN99 6DA
Channel Islands legal advisers to Rathbones	Mourant Ozannes (Jersey) LLP 22 Grenville Street St Helier Jersey JE4 8PX Channel Islands
Channel Islands legal advisers to Investec PLC Group	Carey Olsen Jersey LLP 47 Esplanade St Helier Jersey JE1 0BD Channel Islands
US legal advisers to Rathbones	Proskauer Rose LLP 110 Bishopsgate London EC2N 4AY
Specialist regulatory legal advisers to Rathbones	Linklaters LLP One Silk St London EC2Y 8HQ
PR Advisers to Rathbones	CAMARCO 3rd Floor Cannongate House 62-64 Cannon Street London EC4N 6AE
PR Advisers to the Investec Group	Brunswick (South African PR Advisers to the Investec Limited Group) Rosebank Link 173 Oxford Road 6th Floor Rosebank Johannesburg South Africa Lansons (UK PR Advisers to the Investec PLC Group) 24A St John St Barbican London EC1M 4AY

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	**Expected time/date**
Date of this document	1 June 2023
Latest time and date for lodging Forms of Proxy / CREST Proxy Instructions for the General Meeting	10.30 a.m. on 21 June 2023[(1)]
Voting Record Time	6.30 p.m. on 21 June 2023[(2)]
General Meeting	10.30 a.m. on 23 June 2023[(3)]
Unconditional Date	being the date upon which each of the Conditions are satisfied or, where applicable, waived ("**Unconditional Date**")
Completion[(4)]	the 15th Business Day of the calendar month immediately following the month in which the Unconditional Date occurs ("**D**")
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[(5)]	3 April 2024

Notes:

(1) In order to be valid, the Form of Proxy must be lodged no later than 10.30 a.m. on 21 June 2023 (or, if the General Meeting is adjourned, no later than 48 hours before the time fixed for the adjourned meeting). Please see Part 16 (Action to be taken), of this document.

(2) If the General Meeting is adjourned, the Voting Record Time for the adjourned meeting will be 6.30 p.m. on the date which is two Business Days before the date set for such adjourned meeting.

(3) The General Meeting will be held at 8 Finsbury Circus, London EC2M 7AZ.

(4) Completion is expected to occur in early Q4 2023.

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

COMBINATION STATISTICS

Number of Ordinary Shares in issue as at the Latest Practicable Date	63,433,381
Number of New Ordinary Shares to be issued on Completion of the Combination	27,056,463
Number of Ordinary Shares expected to be in issue immediately upon Completion of the Combination[(1)]	90,489,844
Number of Convertible Non-Voting Ordinary Shares to be issued on Completion of the Combination[(2)(3)]	17,481,868
Expected number of Consideration Shares as a percentage of the Enlarged Issued Share Capital in issue on Completion of the Combination	41.25 per cent.
Expected number of New Ordinary Shares as a percentage of the total voting rights of the Enlarged Issued Share Capital in issue on Completion of the Combination	29.9 per cent.
ISIN of the Ordinary Shares[(3)]	GB0002148343
SEDOL	0214834

Notes:

(1) Figures assume that the number of Ordinary Shares will not change between the Latest Practicable Date and Admission, other than in respect of the issue of the Consideration Shares to Investec Bank (a subsidiary of Investec PLC).

(2) There are no Convertible Non-Voting Ordinary Shares in issue as at the Latest Practicable Date.

(3) The Convertible Non-Voting Ordinary Shares will be non-transferable and will not be admitted to trading on Completion of the Combination. At the appropriate time, an application will be made for any Ordinary Shares arising on conversion of the Convertible Non-Voting Ordinary Shares to be admitted to listing and to trading on or shortly after conversion.

IMPORTANT INFORMATION

Notices to Overseas Shareholders

This document does not constitute an offer of, or the solicitation of an offer to subscribe for or buy, any Rathbones Shares to any person in any jurisdiction. Rathbones Shares have not been, and will not be, registered under the applicable securities laws of any Restricted Jurisdiction. Accordingly, Rathbones Shares may not be offered, sold, delivered or transferred, directly or indirectly, in or into any Restricted Jurisdiction to or for the account or benefit of any national, resident or citizen of any Restricted Jurisdiction.

Overseas Shareholders may be affected by the laws of relevant jurisdictions. Such Overseas Shareholders should inform themselves about, and observe, any applicable legal requirements. It is the responsibility of all Overseas Shareholders to satisfy themselves as to the full compliance with the laws of the relevant jurisdiction in connection therewith, including the obtaining of any governmental, exchange control or other consents which may be required, or the compliance with other necessary formalities which are required to be observed and the payment of any issue, transfer or other taxes due in such jurisdiction.

THIS DOCUMENT DOES NOT CONSTITUTE AN OFFER TO SELL OR THE SOLICITATION OF ANY OFFER TO BUY RATHBONES SHARES IN ANY JURISDICTION.

Overseas Shareholders should consult their own legal and tax advisers with respect to the legal and tax consequences of the Combination in their particular circumstances.

Presentation of information

Recipients should only rely on the information in this document and the documents (or parts thereof) incorporated by reference into this document. No person has been authorised to give any information or to make any representations other than the information and representations contained in this document and the documents (or parts thereof) incorporated by reference into this document, and, if any other information or representations is or are given or made, such information or representations must not be relied upon as having been authorised by or on behalf of Rathbones, Investec W&I UK Group, the Rathbones Directors, the Proposed Directors or BofA Securities. In particular, save for the information incorporated by reference into this document as set out in Part 13 (*Information Incorporated by Reference*) of this document, the content of Rathbones' website does not form part of this document and Recipients should not rely on it.

Without prejudice to any obligation of Rathbones to publish a supplementary prospectus, neither the delivery of this document nor Admission shall, under any circumstances, create any implication that there has been no change in the business or affairs of Rathbones or of the Rathbones Group, the Investec W&I UK Group or the Enlarged Rathbones Group since the date of this document or that the information contained herein is correct as of any time subsequent to its date.

Rathbones does not accept any responsibility for the accuracy or completeness of any information reported by the press or other media, nor the fairness or appropriateness of any forecasts, views or opinions expressed by the press or other media regarding the Combination, the Rathbones Group, the Investec W&I UK Group or the Enlarged Rathbones Group. Rathbones makes no representation as to the appropriateness, accuracy, completeness or reliability of any such information or publication.

Rathbones will update the information provided in this document by means of a supplement hereto if a significant new factor that may affect the evaluation by Recipients of the terms of the Combination occurs prior to Admission or if this document contains any material mistake or inaccuracy. Any supplement to this document will be subject to approval by the FCA and will be made public in accordance with the Prospectus Regulation Rules and sent to Shareholders in accordance with the Listing Rules. The contents of this document are not to be construed as legal, financial or tax advice. Each Recipient should consult his or her own lawyer, financial adviser or tax adviser for legal, financial or tax advice in relation to any investment in or holding of Rathbones Shares.

No offer of securities

This document does not constitute or form part of any offer or invitation to purchase, acquire, subscribe for, sell, dispose of or issue, or any solicitation of any offer to sell, dispose of, purchase, acquire, subscribe for or issue, any security, including any Rathbones Shares to be issued in connection with the Combination.

Voting of Rathbones Shares

This document is not intended to provide the basis of any credit or other evaluation and, save for the recommendation of the Rathbones Board set out in paragraph 23 of Part 1 (*Letter from the Chair of Rathbones*) of this document, should not be considered as a recommendation by any of Rathbones, the Rathbones Directors, the Proposed Directors, BofA Securities or any of their respective affiliates or representatives that any Recipient of this document should vote their Rathbones Shares.

Prior to making any voting decision in respect of the Combination, Recipients should read this document in its entirety and should not just rely on key information or information summarised within it. In making a voting decision, each person must rely upon his or her own examination, analysis and enquiry of Rathbones and this document, including the merits and risks involved.

A Recipient of this document may only rely on the information contained in this document and the documents (or parts thereof) incorporated herein by reference. A Recipient of this document may not rely on BofA Securities or any of its affiliates in connection with (and neither BofA Securities nor any of its affiliates accepts any responsibility for) the contents of this document including its accuracy, completeness or verification or any investment decision.

None of Rathbones, the Rathbones Directors, the Proposed Directors or BofA Securities or any of their respective affiliates or representatives is making any representation to any person regarding the legality of an investment in Rathbones.

Definitions and interpretation

Certain terms used in this document, including capitalised terms and certain technical and other terms, are defined and explained in Part 14 (*Definitions*). All times referred to in this document are, unless otherwise stated, references to London time. All references to legislation in this document are to the legislation of England and Wales unless the contrary is indicated. Any reference to any provision of any legislation or regulation shall include any amendment, modification, re-enactment or extension thereof. Words importing the singular shall include the plural and vice versa, and words importing the masculine gender shall include the feminine or neutral gender.

Cautionary note regarding forward-looking statements

This document (including information incorporated by reference into this document) contains certain 'forward-looking statements' with respect to the business, strategy and plans of Rathbones and, if the Combination completes, the Enlarged Rathbones Group and its goals and expectations relating to its future financial condition and performance. Statements that are not historical facts, including statements about Rathbones' or the Rathbones Directors' beliefs and expectations are forward-looking statements. Words such as 'believes', 'anticipates', 'estimates', 'expects', 'intends', 'aims', 'potential', 'will', 'would', 'could', 'considered', 'likely', 'estimate' and variations of these words and similar future or conditional expressions are intended to identify forward-looking statements but are not the exclusive means of identifying such statements.

These forward-looking statements are not guarantees of future performance, and there can be no guarantee that the expectations reflected in such forward-looking statements will prove to be correct. Rather, they are based on current beliefs, expectations and assumptions and involve known and unknown risks, uncertainties and other factors, many of which are outside the control of Rathbones and are difficult to predict, that may cause actual results, performance, plans, objectives, achievements or events to differ materially from those expressed or implied in such forward looking statements. Undue reliance should, therefore, not be placed on such forward-looking statements. Any forward-looking statements contained in this document are subject to (among other things) the risk factors described in the section of this document entitled "Risk Factors".

New risk factors will emerge in the future, and it is not possible to predict which factors they will be. In addition, the impact of each factor on the Rathbones Group's, Investec W&I UK Group's or the Enlarged Rathbones Group's business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those described in any forward-looking statement or statements cannot be assessed, and no assurance can, therefore, be provided that assumptions will prove correct or that expectations and beliefs will be achieved.

Any forward-looking statement contained in this document based on past or current trends and/or activities of the Rathbones Group should not be taken as a representation that such trends or activities will continue in the future.

For a discussion of important factors which could cause actual results to differ from forward-looking statements in relation to the Rathbones Group, refer to the 2022 Annual Report which is incorporated by reference into this document as set out in Part 13 (*Information Incorporated by Reference*) and available for inspection as set out in paragraph 18 of Part 12 (*Additional Information*).

Each forward-looking statement speaks only as at the date of this document (or, in the case of any information incorporated by reference, at the date that such information was first released). Rathbones and the Rathbones Directors expressly disclaim any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained herein as a result of new information, future events or other information, except to the extent required by the Listing Rules, the Disclosure Guidance and Transparency Rules, the Prospectus Regulation Rules, the rules of the London Stock Exchange or by applicable law.

Forward-looking statements contained in this document do not in any way seek to qualify the working capital statement contained in paragraph 8 of Part 12 (*Additional Information*) of this document.

***Pro forma* financial information**

In this document, any reference to *pro forma* financial information is to information which has been extracted without material adjustment from the unaudited *pro forma* financial information contained in Part 9 (*Unaudited Pro Forma Financial Information on the Enlarged Rathbones* Group).

Currency exchange rate information

Unless otherwise indicated, all references in this document to: (i) '**sterling**', '**pounds sterling**', '**£**', '**pence**', '**£GBP**', '**penny**' or '**p**' are to the lawful currency of the UK; and (ii) 'USD', 'US dollar, 'USD' or '$' are to the lawful currency of the US.

No incorporation of website information

Save for the information incorporated by reference into this document as set out in Part 13 (*Information Incorporated by Reference*) of this document, neither the contents of Rathbones' website, nor the content of any website accessible from hyperlinks on Rathbones' website, is incorporated into, or forms part of, this document.

No profit forecast

Save for the Investec Wealth Profit Estimate, no statement in this document is intended as a profit forecast or estimate and no statement in this document should be interpreted to mean that earnings per Ordinary Share for the current or future financial years would necessarily match or exceed the historical published earnings per Ordinary Share.

Financial information

Unless otherwise indicated, financial information for Rathbones Group and Investec W&I UK Group in this document has been prepared in accordance with IFRS and is presented in pounds sterling, which is the reporting currency of the Rathbones Group and of the Investec W&I UK Group. The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the accounting policies of Rathbones to the financial statements of Investec W&I UK Group contained in Part 7 (*Historical Financial Information of Investec W&I UK Group*) of this document.

The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements, are disclosed in the applicable financial statements.

In addition, and unless stated otherwise, all trading information included in this document not extracted from the documents incorporated by reference into this document is derived from the unaudited management accounts or internal financial reporting systems supporting the preparation of financial statements for the relevant periods. These management accounts and internal financial reporting systems are prepared using information derived from accounting records used in the preparation of the financial statements of Rathbones or Investec W&I UK (as applicable) but may also include certain other management assumptions and analyses.

Certain numerical figures set out in this document, including financial data, prices, amounts, proceeds and statistics relating to the Combination presented in millions or thousands, have been subject to rounding adjustments and, as a result, the totals of the data in this document may vary slightly from the actual arithmetic totals of such information.

All references to prices for Ordinary Shares are closing prices of such Ordinary Shares in pounds sterling at the date specified as provided by the London Stock Exchange.

Non-IFRS Measures

This document contains certain unaudited supplementary financial measures presented on an 'underlying' basis ("**Non-IFRS Measures**"). These Non-IFRS Measures are not defined by or recognised under IFRS.

Rathbones

As stated on page 34 of the 2021 Annual Report and pages 39 and 40 of the 2022 Annual Report, which are incorporated by reference into this document, the underlying performance measures of Rathbones have been reconciled to their closest equivalent IFRS measures.

Investec W&I UK

The definition of underlying profit before tax for Investec W&I UK is given below and is reconciled to its closest equivalent IFRS measure.

Underlying profit before tax is profit before tax and before charges in relation to client relationships and goodwill, and trading losses and closure costs relating to Click & Invest.

	Year ended 31 March 2020 (audited) (£'000)	Year ended 31 March 2021 (audited) (£'000)	Year ended 31 March 2022 (audited) (£'000)	Six months ended 30 September 2021 (unaudited)	Six months ended 30 September 2022 (unaudited)
Profit before tax	*56,477*	*71,829*	*84,563*	*40,582*	*36,936*
Charges in relation to client relationships and goodwill	*5,550*	*5,210*	*4,654*	*2,495*	*2,367*
Click and Invest trading losses and closure costs	*5,732*	—	—	—	—
Underlying profit before tax	***67,759***	***77,039***	***89,217***	***43,077***	***39,303***

Investec Wealth Profit Estimate

As stated in Part 11 (*Investec Wealth Profit Estimate*), the Investec Group use "**Adjusted operating profit**" which is a non-IFRS measure. The Investec Group's definition of Adjusted operating profit refers to operating profit before goodwill, acquired intangibles and strategic actions and after adjusting for earnings attributable to other non-controlling interests. "Underlying profit before tax" is a similar non-IFRS measure used by Rathbones, whose definition of this measure is profit before tax, charges in relation to client relationships and goodwill and acquisition-related costs. To derive Adjusted operating profit for Investec W&I UK, the amortisation charge on acquired intangibles (£12.6 million) is added back to operating profit. None of the other elements within Investec Group's definition of Adjusted operating profit are relevant to Investec W&I UK. The calculation of Adjusted operating profit under the Investec Group's definition of this measure is consistent with the calculation of Underlying profit before tax for Investec W&I UK under Rathbones' definition.

Rathbones believes that Non-IFRS Measures are considered to provide useful additional information on business performance. These measures are also widely used by research analysts covering the Company. These Non-IFRS Measures are not measures based on IFRS and should not be considered as an alternative to the audited historical financial information and unaudited interim financial information included in Part 7 (*Historical financial information of Investec W&I UK*) of the document. Other companies may calculate these measures in a different way, and Rathbones' presentation may not be comparable to similarly entitled measures of other companies.

Market, economic and industry data

This document contains information regarding the Rathbones Group's, the Investec W&I UK Group's and, following the date of Completion, the Enlarged Rathbones Group's, businesses and the industries in which they operate and compete, which Rathbones has obtained from the following third-party sources:

- Global Data – Global Wealth Markets Analytics, data obtained 16 February 2023
- Global Data – United Kingdom (UK) Home Insurance (Mid-Net-Worth and High-Net-Worth) Market Size, Trends, Competitor Dynamics and Opportunities, published 27 January 2023

Rathbones confirms that information sourced from those third parties has been accurately reproduced and, as far as Rathbones is aware and is able to ascertain from information published from those third parties, no facts have been omitted which would render the reproduced information inaccurate or misleading.

PART 1

LETTER FROM THE CHAIR OF RATHBONES

RATHBONES GROUP PLC

(incorporated in England and Wales with registered number 01000403)

Directors	*Registered Office*
Clive Bannister *(Chair)*	8 Finsbury Circus
Paul Stockton *(Group Chief Executive Officer)*	London EC2M 7AZ
Jennifer Mathias *(Group Chief Financial Officer)*	1 June 2023
Sarah Gentleman *(Senior Independent Director)*	
Terri Duhon *(Non-Executive Director)*	
Dharmash Mistry *(Non-Executive Director)*	
Iain Cummings *(Non-Executive Director)*	

Dear Shareholder,

1 INTRODUCTION

1.1 The Combination

On 4 April 2023, Rathbones Group Plc (**"Rathbones"** or the **"Company"**) and Investec PLC announced that Rathbones and Investec Bank PLC ("**Investec Bank**") had entered into a definitive agreement regarding an all-share combination of Rathbones with Investec Wealth & Investment Limited (**"Investec W&I UK"**) to create the UK's leading discretionary wealth manager (the **"Enlarged Rathbones Group"**) (the "**Combination**").

The Combination brings together two trusted and prestigious UK wealth management businesses with closely aligned cultures and operating models and a shared commitment to client-centric values and sustainable growth. The Combination represents a significant value creation opportunity for both Rathbones and Investec PLC Group shareholders.

Under the terms of the Combination, the Consideration Shares will be issued in exchange for 100 per cent. of Investec W&I UK's share capital. The Enlarged Rathbones Group will remain an independent premium-listed company operating under the Rathbones brand with Investec Bank as a long-term, strategic shareholder. Following Completion, Investec Bank will have an economic interest in Rathbones' Enlarged Issued Share Capital of 41.25 per cent. with Investec Bank's voting rights limited to 29.9 per cent. of Rathbones' enlarged total voting rights. Existing Rathbones shareholders will have an economic interest of 58.75 per cent. and voting rights of 70.1 per cent.. The terms of the Combination imply an equity value of approximately £839 million for Investec W&I UK based on the closing price of Rathbones' ordinary shares per the Daily Official List of £18.84 as at 3 April 2023 (being the latest practicable date prior to the date of the Announcement).

The Investec W&I UK transaction perimeter includes Investec PLC Group's wealth and investment businesses in the UK and Channel Islands but excludes Investec Bank (Switzerland) AG and Investec Wealth & Investment International (Pty) Ltd, both of which will remain wholly owned subsidiaries of the Investec Group.

1.2 Shareholder and member approval

The Combination constitutes a Class 1 transaction for Rathbones for the purpose of the Listing Rules and is therefore subject to, among other things, shareholder and regulatory approvals. If the Rathbones Shareholder Resolutions are not passed, neither the Combination nor Admission will proceed.

1.3 Purpose of this letter

This letter is intended to explain:

- the background to and reasons for the Combination and Admission;
- the key terms of the Combination; and
- why the Rathbones Board believes the Combination is in the best interests of the Company and Shareholders as a whole.

You are recommended to read the whole of this document and not rely on the summarised information set out in this letter. In particular, you are advised to consult the section entitled "Risk Factors" on pages 11 to 29 of this document.

2 BACKGROUND TO AND THE REASONS FOR THE COMBINATION

2.1 Rathbones' strategy

In October 2019, Rathbones launched its medium-term growth strategy for its business in line with the Company's purpose of thinking, acting and investing responsibly, centred around four pillars of:

- enriching the client and adviser proposition and experience;
- supporting and delivering growth;
- inspiring our people; and
- operating more efficiently.

Rathbones has made significant steps forward in each of these pillars over recent years. With the benefits of scale increasingly being key contributors in each of these areas, inorganic growth has played an ever more important role across the UK wealth sector. Rathbones has a track record of successful acquisitions, including most recently the acquisition of Saunderson House in 2021, and the Combination represents the next step in Rathbones' growth strategy.

The Combination further accelerates and complements this strategy whilst also establishing a strategic collaboration opportunity with the Investec Group.

The need for cultural alignment remains an important principle of Rathbones' acquisition strategy, and Investec W&I UK is a strong fit with Rathbones' client-centric culture.

2.2 Reasons for the Combination

The Boards of Rathbones and the Investec Group believe that the Combination will unlock significant scale benefits through the creation of the UK's leading discretionary wealth manager with approximately £100 billion of FUMA.

In particular, the Boards of Rathbones and the Investec Group believe that the Combination will:

- **enhance and enrich the client proposition** across investment management, financial planning, fund management and banking services;
- **create a leading multi-channel distribution capability** across private clients, intermediaries and charities, through an expanded network in 23 locations across the UK and Channel Islands;
- **attract and retain the best industry talent** through a leading employee proposition;
- **leverage Rathbones' investment in technology and operating model** to deliver an optimal client experience whilst improving operating efficiency across the larger combined business;
- **deliver significant value creation** through the strong fit between the two operating models, with target annual run-rate cash synergies of at least £60 million, driven primarily by cost savings as well as higher net interest income;

- **generate attractive financial returns for Rathbones:** (i) expected to be accretive to underlying EPS in the first full year following Completion; (ii) targeting low teens underlying EPS accretion in the third full year following Completion; and (iii) targeting double-digit post-tax return on invested capital in the third full year following Completion;
- **support the Enlarged Rathbones Group in maintaining a resilient capital position** through all share consideration with earnings accretion underpinning its progressive dividend policy; and
- **establish a long-term strategic partnership between Rathbones and the Investec Group** to leverage attractive collaboration opportunities.

2.3 Further details on the financial impact of the Combination

The Combination will bring an additional £39.7 billion of FUMA to the Rathbones Group and 325 investment managers and 45 financial planners as well as approximately 40,000 client relationships (in each case, as at 30 September 2022). Investec W&I UK has 15 offices, many of which are in complementary locations and will enable the Enlarged Rathbones Group to operate in 23 locations across the UK and the Channel Islands.

Rathbones expects that the integration of Investec W&I UK will unlock significant value for Shareholders over time. The Combination is targeting to deliver total annualised run-rate synergies of at least £60 million on a pre-tax cash basis[6], of which approximately:

- £18 million is expected to be generated from the consolidation of technology platforms and operations; leveraging Rathbones' well-invested technology platform and benefiting from collaboration with the Investec Group to support further operational efficiencies;
- £32 million is expected to be generated from the consolidation of enablement functions, third party services, property and other Combination benefits; and
- £10 million[7] of additional net interest income as a result of migrating Investec W&I UK's client and firm cash on to Rathbones' platform and banking licence, allowing for greater investment flexibility to generate higher returns.

Rathbones expects to realise approximately 25 per cent. of the estimated run-rate synergies by the end of the first full year following Completion, to realise approximately 70 per cent. by the end of the second full year and to realise more than 90% of the remaining run-rate synergies in the third full year post-Completion once the migration of Investec W&I UK's clients to Rathbones' platform is complete.

As at the Latest Practicable Date, Rathbones expects to incur net cash costs to achieve[8] the expected synergies of approximately £98 million on a pre-tax basis with more than 90 per cent. to be incurred broadly evenly in the first and second full years post-Completion with the balance in the third full year post-Completion. Of the £98 million, approximately £78 million is expected to be incurred as non-underlying expenses and approximately £20 million related to property leases will be depreciated in accordance with IFRS 16 over a period of approximately nine years through underlying earnings.

The Rathbones Directors believe that the estimated synergies set out above could not be achieved without the Combination and reflect both the beneficial elements and relevant costs. The synergies targeted from the Combination are in addition to those from the integration of Saunderson House and Speirs & Jeffrey.

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6 On a cash basis, before IFRS acquisition and lease accounting impact and depreciation.

7 Based on current cash balances within Investec W&I UK accounts and current interest rate and assuming a Bank of England base rate of 4.0%. For illustrative purposes, if the Bank of England base rate were 3.0%, it is expected that the net interest income synergy would reduce by approximately £2 million. The correlation between the Bank of England base rate and the net interest income synergy is not linear.

8 Separate to the cost to achieve, the Enlarged Rathbones Group will incur capital expenditure estimated at £25 million in relation to the fit-out of additional space in the London office. This will be funded by a combination of anticipated lease incentives from the landlord and additional cash contribution from the Investec PLC Group, that will be retained by Investec W&I UK at Completion.

The costs to achieve set out above exclude approximately £34 million of pre-tax net costs[9] expected to be incurred in relation to incentivisation of key employees of the Enlarged Rathbones Group to deliver the benefits of the Combination, to be incurred over approximately five years post-Completion (with the majority in the first three years post-Completion) and primarily in the form of Rathbones Shares.

It is intended that the Enlarged Rathbones Group's London office will operate from the same building as Investec PLC at 30 Gresham Street, which will further support the strategic partnership between the two organisations.

The estimated cost synergies, net interest income synergies and integration costs listed above are subject to the bases of belief, principal assumptions and sources of information set out in paragraph 9 of Part 12 (*Additional Information*) of this document.

2.4 Effect of the Combination

If Completion occurs, it will result in the allotment and 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), which would result in the Investec PLC Group holding 29.9 per cent. of Ordinary Shares in issue and 41.25 per cent. of the Enlarged Issued Share Capital (including Convertible Non-Voting Ordinary Shares). Holders of the Existing Ordinary Shares shall hold 58.75 per cent. of the Enlarged Issued Share Capital and 70.1 per cent. of the voting rights attached to the Enlarged Issued Share Capital.

3 PRINCIPAL TERMS OF THE COMBINATION

3.1 The Combination

The Combination will be on the terms and subject to the Conditions set out in full in the Share Purchase Agreement. A summary of the terms of the Combination can be found in Part 2 (*Summary of Key Combination Terms*) of this document.

3.2 City Code

A Rule 9 waiver has not been and will not be sought for the conversion of Convertible Non-Voting Ordinary Shares into Ordinary Shares, reflecting the fact that the Convertible Non-Voting Ordinary Shares cannot be converted into Ordinary Shares if such conversion would result in the Investec Group owning more than 29.9 per cent. of Rathbones' enlarged ordinary voting share capital. Accordingly, the Combination is not subject to the City Code and consequently the provisions of the City Code applicable to a Rule 9 waiver will not apply.

4 DIVIDEND POLICY

4.1 Rathbones operates a generally progressive dividend policy subject to market conditions. The aim is to increase the dividend in line with the growth of the business over each economic cycle. This means that there may be periods where the dividend is maintained but not increased and periods where profits are retained rather than distributed to maintain retained reserves and regulatory capital at prudent levels through troughs and peaks in the cycle.

4.2 Over the last three years, Rathbones has a track record of a continued increase in dividend per share of 72 pence in 2020 (representing a 2.9 per cent. increase to 2019), 81 pence in 2021 (representing a 12.5 per cent. increase to 2020) and 84 pence in 2022 (representing a 3.7 per cent. increase to 2021).

4.3 The Rathbones expects the Combination to generate attractive financial returns, which, combined with the Enlarged Rathbones Group's strong capital base, significant anticipated future capital generation and encouraging outlook, reinforces Rathbones' commitment to its generally progressive dividend policy across the Enlarged Issued Share Capital.

[9] The cost of £34 million is stated net of a cash contribution from Investec PLC Group equivalent to £31 million on a pre-tax basis.

5 GOVERNANCE AND MANAGEMENT

(a) The Enlarged Rathbones Group will continue to be chaired by Clive Bannister together with the executive leadership team, under Rathbones CEO Paul Stockton, bringing together an experienced leadership team from both businesses, including Investec W&I UK CEO Iain Hooley (subject to regulatory approval).

(b) The Rathbones Board currently comprises two Executive Directors and five Non-executive Directors. It is proposed that, with effect from Completion, and subject to the terms of the Relationship Agreement described in paragraph 2 of Part 2 (*Summary of Key Combination Terms*) of this document, the following individuals, nominated by Investec Bank, will join the Rathbones Board (subject to regulatory approval) in the following roles:

(i) Henrietta Baldock (Non-executive Director); and

(ii) James Whelan (known as Ciaran Whelan) (Non-executive Director).

(c) Investec Bank will be entitled to nominate, subject to, among other considerations, certain regulators not having objected to the Proposed Directors:

(i) two Non-executive Directors to the Rathbones Board for as long as they hold at least 20 per cent. of the issued share capital of the Enlarged Rathbones Group; and

(ii) one Non-executive Director to the Rathbones Board for as long as they hold at least 10 per cent. but less than 20 per cent. of the issued share capital of the Enlarged Rathbones Group,

Rathbones will remain in compliance with the UK Corporate Governance Code following Completion.

6 RIGHTS ATTACHING TO THE CONSIDERATION SHARES

6.1 New Ordinary Shares

The New Ordinary Shares to be issued to Investec Bank will be issued in registered form, will be capable of being held in both certificated and uncertificated form. The New Ordinary Shares will rank *pari passu* with all other Ordinary Shares from the date of Admission, will be issued free from all liens, charges, encumbrances, equitable interests, rights of pre-emption and any other interests of any nature whatsoever and will rank in full for all dividends or other distributions made, paid or declared after Admission on the ordinary share capital of Rathbones.

6.2 Convertible Non-Voting Ordinary Shares

The Convertible Non-Voting Ordinary Shares will rank *pari passu* with the Ordinary Shares in all respects, except that holders of Convertible Non-Voting Ordinary Shares are not entitled to receive notice of nor attend, speak or vote at any general meeting of Rathbones unless the business of the meeting includes the consideration of a resolution to vary the class rights attaching to the Convertible Non-Voting Ordinary Shares whereby they shall only be entitled to vote on the resolution regarding the variation of the class rights attaching to the Convertible Non-Voting Ordinary Shares. The Convertible Non-Voting Ordinary Shares will be convertible by the holder at any time into Ordinary Shares on a 1-for-1 basis provided that the conversion does not result in: (i) the holder or any person acting in concert with it being required to make a mandatory offer for Rathbones under Rule 9 of the City Code; or (ii) the holder and any persons acting in concert with it holding more than 29.9 per cent. of the total voting rights in Rathbones (the "**Maximum Voting Threshold**"). When a Convertible Non-Voting Ordinary Share is converted into an Ordinary Share, the total voting rights in Rathbones will increase accordingly.

The Convertible Non-Voting Ordinary Shares will be non-transferable, will not be admitted to listing or trading on any market but any Ordinary Shares arising on conversion of the Convertible Non-Voting Ordinary Shares will be admitted to listing and to trading on or shortly after conversion.

The Convertible Non-Voting Ordinary Shares are expected to qualify as common equity tier 1 capital when issued on Completion (subject to regulatory approval).

6.3 Automatic conversion of the Convertible Non-Voting Ordinary Shares

Notwithstanding paragraph 6.2 above, pursuant to the terms of the Relationship Agreement, Investec Bank will undertake that if its aggregate holding of Rathbones Shares falls below 29.9 per cent. of the total Rathbones Shares in issue, it will convert its entire holding of Convertible Non-Voting Ordinary Shares. Please see paragraph 2.5 of Part 2 (*Summary of Key Combination Terms*).

6.4 Lock-Up Provisions

Under the terms of the Relationship Agreement, subject to certain exceptions, the Investec Group will be subject to Lock-up Provisions which will limit their ability to dispose of any Consideration Shares for the first four years following Completion. Please see paragraph 2.2 of Part 2 (*Summary of Key Combination Terms*).

6.5 Elective conversion of the Convertible Non-Voting Ordinary Shares

Where Investec Bank's holding of Ordinary Shares falls below the Maximum Voting Threshold, subject to the Lock-Up Provisions, it would be entitled to convert on a one-for-one basis such number of Convertible Non-Voting Ordinary Shares into Ordinary Shares as they may elect, as long as the conversion does not require (i) the shareholder, or anyone with whom they are acting in concert, to make a mandatory offer for Rathbones; or (ii) the shareholder and anyone with whom they are acting in concert having an interest in Rathbones which exceeds the Maximum Voting Threshold.

7 INTEGRATION PLANNING

Rathbones and Investec Bank will establish a joint integration steering committee (the "**Joint Integration Steering Committee**"), comprising senior executives from both Rathbones and Investec PLC Group to oversee and support the business integration between (i) signing and Completion; and (ii) for not less than three years following Completion.

Rathbones' management team has a proven track record of integrating acquisitions, including most recently the Saunderson House acquisition in 2021 where the integration continues to progress well. The Joint Integration Steering Committee has been established to oversee the integration with common delivery cultures and aligned outcomes that draw on the "best of both" approach that has been adopted to define the combined operating model. The integration will see close collaboration with Investec PLC Group with the complementary technology infrastructure and operating models of the two businesses being well suited for the Combination.

The integration will be phased into preparation, parallel run, integration and optimisation stages to ensure an efficient process that manages the interests and integration objectives of all stakeholders. This governance structure has been put in place to ensure that cadence of delivery is maintained.

8 INFORMATION ON RATHBONES GROUP

Rathbones provides individual investment and wealth management services for private clients, charities, trustees and professional partners. Rathbones has been in business since 1742 and has been trusted for generations to manage and preserve clients' wealth. Rathbones is a FTSE 250 company operating from 15 offices throughout the UK and Jersey and had FUMA of £60.2 billion as at 31 December 2022.

Further information on Rathbones, the industry in which it operates and the principle regulation that applies to its business are set out in Part A of Part 3 (*Information relating to Rathbones, Investec W&I UK and their Industries*), Part C of Part 3 (*Information relating to Rathbones, Investec W&I UK and their Industries*) and Part 4 (*Regulatory Overview*) respectively.

9 INFORMATION ON THE INVESTEC GROUP

The Investec Group (comprising the Investec PLC Group and the Investec Limited Group) partner with private, institutional, and corporate clients, offering international banking, investments, and wealth management services in two principal markets, South Africa and the UK, as well as certain other countries. The Investec Group was established in 1974 and currently has approximately 8,500 employees. In 2002, Investec Group implemented a dual listed company structure with listings on the London and Johannesburg Stock Exchanges.

10 INFORMATION ON INVESTEC W&I UK

Investec W&I UK is one of the UK's leading private client wealth managers, with responsibility for £39.7 billion of FUMA as at 30 September 2022, offering wealth management services covering bespoke discretionary investment management together with financial planning and advice to private clients, trusts, charities and pension funds[10]. The business operates from 15 offices across the UK and Channel Islands, reflecting Investec W&I UK's truly regional heritage. As of 30 September 2022, approximately 74 per cent. of FUMA related to private client assets[11] with the balance being charities and clients introduced by intermediaries.

Investec W&I UK has historically benefited from cross referrals from Investec Bank PLC which as at 30 September 2022 had over 6,000 private banking clients and contributed approximately £280 million of FUM referrals to Investec W&I UK in the 6 months to 30 September 2022.

Further information on Investec W&I UK, the industry in which it operates and the principle regulation that applies to its business are set out in Part B of Part 3 (*Information relating to Rathbones, Investec W&I UK and their Industries*), Part C of Part 3 (*Information relating to Rathbones, Investec W&I UK and their Industries*) and Part 4 (*Regulatory Overview*) respectively.

11 BENEFITS TO THE INVESTEC GROUP

The Combination also offers a number of strategic and financial benefits for the Investec Group, including:

- re-affirming the Investec Group's commitment, in a capital-efficient manner, to the strategically attractive UK wealth management sector, where scale and technology are increasingly important to drive growth and value creation;
- establishing a long-term strategic partnership between the Enlarged Rathbones Group and the Investec Group, which will enhance the client proposition across banking and wealth management services for both groups;
- increasing the contribution of capital-light, recurring earnings to the Investec Group, with distributions to the Investec Group supported by a progressive Enlarged Rathbones Group dividend policy; and
- creating sustainable value for Investec Group's shareholders.

Under the Listing Rules, the Combination represents a Class 2 disposal for Investec PLC.

12 FINANCIAL OUTLOOK FOR THE ENLARGED RATHBONES GROUP

The benefits of the Combination reinforce Rathbones' conviction in the attractive medium-term growth outlook for the business. In particular, the Enlarged Rathbones Group will:

- continue to target an underlying operating margin in the low 20s (%) in 2023 and return to the high 20s (%) in 2024 as outlined in the 31 December 2022 financial year results; and
- target an underlying operating margin of 30 per cent. or more in the medium-term, once the benefits of the Combination are realised.

[10] Excludes consolidation adjustments relating to referred client assets from Investec W&I South Africa (client assets presented on a 100% basis).
[11] Based on Investec W&I UK definition of private clients.

13 ADDITIONAL FINANCIAL INFORMATION

13.1 Historical Financial Information of Investec W&I UK

The following audited information for the financial years ended 31 March 2020, 31 March 2021 and 31 March 2022 and unaudited information for the six months ended 30 September 2021 and 30 September 2022 has been extracted from Investec W&I UK's accounting records. It is intended to provide detail on the historic performance of Investec W&I UK's business. The following financial information has been prepared in accordance with IFRS and Rathbones' accounting policies.

	Year ended 31 March 2020 (audited)	**Year ended 31 March 2021 (audited)**	**Year ended 31 March 2022 (audited)**	**Six months ended 30 September 2021 (unaudited)**	**Six months ended 30 September 2022 (unaudited)**
Closing FUMA(1) (£bn)	32.8	41.3	43.7	44.3	39.7
Operating Income *(£'000)*	301,763	311,158	337,842	169,413	169,102
Underlying profit before tax *(£'000)*	67,759	77,039	89,217	43,077	39,303

Notes:

(1) Closing FUMA as at 31 March 2020, 31 March 2021, 31 March 2022, 30 September 2021 and 30 September 2022

Further detailed information on Investec W&I UK is provided in Part 7 (*Historical Financial Information of Investec W&I UK Group*) of this document.

13.2 Unaudited *pro forma* financial information

On a *pro forma* basis, and assuming the Combination had Completed on 31 December 2022, the Enlarged Rathbones Group would have net assets of £1,490,080,000 based on the net assets of the Rathbones Group as at 31 December 2022 and Investec W&I UK as at 31 March 2022. In addition, on a *pro forma* basis, and assuming the Combination had Completed on 1 January 2022, the Enlarged Rathbones Group would have a comprehensive income of £97,153,000 based on the income statement of the Rathbones Group for the year ended 31 December 2022 and Investec W&I UK as at 31 March 2022.

The *pro forma* information included in Part 9 (*Unaudited Pro Forma Financial Information on the Enlarged Rathbones Group*) has been prepared for illustrative purposes only and, because of its nature, addresses a hypothetical situation and does not represent the actual financial position or results of either the Rathbones Group or the Investec W&I UK Group or of the Enlarged Rathbones Group.

14 CONDITIONS AND ANTICIPATED TIMING

The Combination is subject to the Conditions set out in the section headed "Conditions" of paragraph 1 (*Share Purchase Agreement*) of Part 2 (*Summary of Key Combination Terms*) of this document.

Completion is expected to occur in early Q4 2023 (subject to regulatory approvals).

15 TERMINATION FEE

In the event that the Rathbones Board changes its recommendation that Shareholders vote in favour of the Combination (as set out in paragraph 23 of this letter), then either Rathbones or Investec Bank will be entitled to terminate the Share Purchase Agreement, and Rathbones will be required to pay a termination fee of £9.5 million plus applicable VAT to Investec Bank. This fee is also payable if a competing proposal becomes effective which has been recommended by the Board of Rathbones. Further details of the termination fee are set out in the section headed "Termination Fee" of paragraph 1 (*Share Purchase Agreement*) of Part 2 (*Summary of Key Combination Terms*) of this document.

16 FURTHER TERMS OF THE COMBINATION

Further details of the Combination, including the terms of the Share Purchase Agreement and other documents entered into and to be entered into in respect of the Combination, are set out in Part 2 (*Summary of Key Combination Terms*) of this document.

17 GENERAL MEETING

In view of the size of the Combination compared to the size of Rathbones, the Combination constitutes a 'Class 1 transaction' (as defined in the Listing Rules) for Rathbones. Accordingly, Rathbones will be required to seek approval for the Combination from Shareholders at the General Meeting.

Completion of the Combination will be conditional upon, amongst other things, the passing by the requisite majority at the General Meeting of resolutions to approve, *inter alia*, the Combination and the authorities to issue the Consideration Shares on a non-pre-emptive basis pursuant to the Combination ("**Rathbones Shareholder Resolutions**"). The Rathbones Shareholder Resolutions will be proposed as ordinary resolutions. The result of the General Meeting will be announced on Rathbones' website and via a Regulatory Information Service.

The Notice of General Meeting convening the general meeting to be held at 8 Finsbury Circus, London EC2M 7AZ at 10.30 a.m. on 23 June 2023 at which the Rathbones Shareholder Resolutions to approve the Combination will be proposed is set out in Part 17 (*Notice of General Meeting*) of this document. The purpose of the General Meeting is to consider and, if thought fit, pass the Rathbones Shareholder Resolutions, as set out in full in the Notice of General Meeting.

18 ACTION TO BE TAKEN

Your attention is drawn to Part 16 (*Action to be taken*) of this document, which explains the actions you should take in relation to the General Meeting.

19 ADMISSION, DEALINGS AND SETTLEMENT OF NEW ORDINARY SHARES

An application, conditional on, among other things, Completion, will be made to the FCA and the London Stock Exchange for the New Ordinary Shares to be issued pursuant to the Share Purchase Agreement to be admitted to the Premium Segment of the Official List and to trading on the Main Market. It is expected that Admission will become effective, and that dealings for normal settlement in the New Ordinary Shares will commence at 8.00 a.m. on the date of Completion.

At the appropriate time, an application will be made for any Ordinary Shares arising on conversion of the Convertible Non-Voting Ordinary Shares to be admitted to listing and to trading on or shortly after conversion.

20 RISK FACTORS

Shareholders should consider fully the risk factors associated with Rathbones, Investec W&I UK, the Enlarged Rathbones Group, the Rathbones Shares, the Combination and Admission. Your attention is drawn to the Risk Factors set out on pages 11 to 29 of this document.

21 TAXATION

The Combination does not involve existing Shareholders disposing of their Ordinary Shares or acquiring additional Ordinary Shares. As such, the Combination is not expected to have any UK tax implications for existing Shareholders. The contents of this document are not to be construed as tax advice and each Shareholder should consult its own tax adviser for tax advice in relation to its holding of Ordinary Shares.

22 OVERSEAS SHAREHOLDERS

Please see sub-heading 'Overseas Shareholders' in the section headed 'Important Information' in this document.

23 RECOMMENDATION

The Rathbones Board unanimously recommends that Shareholders vote in favour of the Rathbones Shareholder Resolutions proposed at the General Meeting and the proposed Combination is, in the Rathbones Board's opinion, in the best interests of the Shareholders as a whole.

Yours faithfully,

Clive Bannister
Chair

PART 2

SUMMARY OF KEY COMBINATION TERMS

1 SHARE PURCHASE AGREEMENT

The Share Purchase Agreement was entered into on 3 April 2023 (the "**Signing Date**") between (1) Investec Bank and (2) Rathbones. The Share Purchase Agreement is governed by the laws of England and Wales and sets out the arrangements for Completion of the Combination and certain ancillary matters.

1.1 Consideration

Under the terms of the Share Purchase Agreement, Rathbones will acquire the entire issued share capital of Investec W&I UK in consideration for which Rathbones will issue the Consideration Shares comprising 27,056,463 New Ordinary Shares and 17,481,868 Convertible Non-Voting Ordinary Shares to Investec Bank (a subsidiary of Investec PLC). Based on Rathbones' issued share capital as at the Latest Practicable Date, the total Consideration Shares would amount to: (i) an economic interest in Rathbones equal to 41.25 per cent.; and (ii) 29.9 per cent. of the total voting rights carried by all shares in the capital of Rathbones.

1.2 Warranties

The Share Purchase Agreement contains customary warranties given by Investec Bank to Rathbones (the "**Investec Warranties**"). These include, among other matters, warranties in respect of its power and authority to enter into and perform the Share Purchase Agreement, title to shares in the capital of Investec W&I UK, accounts and certain financial matters, commercial arrangements, IP and IT matters, litigation, matters relating to employees and employee benefits, real estate matters, compliance with laws and regulations, data protection, insurance and taxation.

Rathbones has given warranties to Investec Bank in respect of its power and authority to enter into and perform the Share Purchase Agreement, its share capital and the issue of the Consideration Shares, accounts and certain financial matters, its public filings, commercial arrangements, IP and IT matters, litigation, matters relating to employees and employee benefits, real estate matters, compliance with laws and regulations, data protection, insurance and taxation.

The warranties given by each party were given on signing and qualified by disclosures that such party delivered to the other party concurrently with the execution of the Share Purchase Agreement. The warranties will be repeated by each party on Completion and may be qualified by disclosures of matters arising or coming to the attention of the disclosing party following the Signing Date.

The Share Purchase Agreement provides that Investec Bank's loss for any successful claim under the warranties, any indemnity or the tax covenant shall include an additional amount to take account of Investec Bank's economic interest (by reason of its holding of Rathbones Shares) in the cash cost to Rathbones of paying such amount.

Each party's liability under the warranties is subject to the limitations on liability described below.

1.3 Covenants regarding the conduct of the businesses of Investec W&I UK and Rathbones prior to Completion

Each of Investec Bank and Rathbones has agreed to ensure that prior to Completion, the businesses of Investec W&I UK and Rathbones (respectively) shall be carried on in all material respects in the ordinary course as carried on during the 12-month period prior to the Signing Date unless otherwise agreed and subject to certain other exceptions. In addition, each of Investec Bank and Rathbones has agreed to certain customary restrictions regarding the conduct of the businesses of Investec W&I UK and Rathbones (respectively) in the period to Completion.

1.4 Conditions

Completion of the Combination is subject to the satisfaction of certain conditions (as described below):

- the CMA having confirmed in terms reasonably satisfactory to Rathbones and Investec Bank that it will not refer the Combination to a Phase 2 review, either at the end of a Phase 1 investigation or by indicating that it does not have any further questions or require any further information in response to a briefing paper;
- certain regulatory approvals having been obtained;
- the Rathbones Shareholder Resolutions being passed at the General Meeting;
- the FCA having acknowledged that the application for the admission of the New Ordinary Shares to the Official List has been approved and will become effective and the London Stock Exchange having acknowledged that the New Ordinary Shares will be Admitted to Trading with effect from Completion;
- no material adverse change (on the basis set out in the Share Purchase Agreement) having occurred in relation to the Investec W&I UK Group (an "**Investec W&I UK MAC**") or the Rathbones Group (a "**Rathbones MAC**"); and
- at Completion, the Investec W&I UK Group holding adjusted net assets (on the basis set out in the Share Purchase Agreement) of at least £131,500,000.

1.5 Tax Covenant

The Share Purchase Agreement contains a tax covenant on customary terms pursuant to which Investec Bank has agreed to pay to Rathbones amounts equal to unpaid tax liabilities of the Investec W&I UK Group arising in respect of the period prior to Completion, subject to customary limitations.

1.6 Termination

Rathbones may terminate the Share Purchase Agreement at any time prior to Completion if:

- the Rathbones Shareholder Resolutions are not duly passed at the General Meeting;
- it becomes apparent that any fundamental warranty given or to be given by Investec Bank under the Share Purchase Agreement was on the Signing Date or will at Completion be, untrue or inaccurate in any material respect when given; or
- any Investec W&I UK MAC has occurred on or before the Completion Date.

Investec Bank may terminate the Share Purchase Agreement at any time prior to Completion if:

- the Rathbones Board has withdrawn or adversely modified, qualified or amended (or announced its intention to do any of the foregoing) its recommendation to Shareholders to vote in favour of effecting the Combination at the General Meeting ("**Rathbones Recommendation Withdrawal**");
- Rathbones delays the convening of, or adjourns, the General Meeting beyond the expected date of the General Meeting set out in this document without the consent of Investec Bank (save in respect of certain situations provided for by the Share Purchase Agreement) ("**Rathbones General Meeting Delay**");
- the Rathbones Board recommends or states that it is minded to recommend an offer to acquire 30 per cent. or more of the existing share capital of Rathbones or its business, assets and undertaking or any such transaction becomes effective (such offer being a "**Competing Proposal**") and such recommendation being a "**Competing Proposal Recommendation**") or a Competing Proposal becomes effective;
- the Rathbones Shareholder Resolutions are not duly passed at the General Meeting;
- it becomes apparent that any fundamental warranty given or to be given by Rathbones under the Share Purchase Agreement was on the Signing Date or will at Completion be, untrue or inaccurate in any material respect when given; and

- any Rathbones MAC has occurred on or before the Completion Date.

1.7 Effect of Termination

In the event of termination of the Share Purchase Agreement, the Share Purchase Agreement shall cease to have effect, without any liability on the part of any party, other than: (i) liability, in certain circumstances, for the payment by Rathbones of a termination fee as described below; (ii) certain covenants in respect of confidentiality; and (iii) the effect of certain miscellaneous provisions of the Share Purchase Agreement. Notwithstanding the foregoing, except in the case of the payment by Rathbones of a termination fee as described below (which shall constitute the sole and exclusive remedy of Investec Bank in such case), each party's respective rights, remedies, obligations and liabilities that have accrued up to termination (including the right to claim for damages for breach of the Share Purchase Agreement that existed before termination) shall be unaffected by termination.

1.8 Termination Fee

Rathbones has agreed to pay Investec Bank a termination fee of £9.5 million (together with any applicable VAT) ("**Termination Fee**") if the Share Purchase Agreement is terminated as a result of a Rathbones Recommendation Withdrawal, a Rathbones General Meeting Delay, a Competing Proposal Recommendation, a Competing Proposal becoming effective or, following a Rathbones Recommendation Withdrawal, the Rathbones Shareholder Resolutions not being passed at the applicable meeting of Rathbones Shareholders.

If the Share Purchase Agreement is terminated in circumstances where a Termination Fee is payable, the receipt of such Termination Fee will constitute the sole and exclusive remedy of Investec Bank against Rathbones for all losses and damages suffered as a result of any Rathbones Recommendation Withdrawal, a Rathbones General Meeting Delay and a Competing Proposal Recommendation (as applicable).

1.9 Ancillary Matters Agreement

On the Signing Date, Investec Bank and Rathbones entered into an ancillary matters agreement in connection with the Share Purchase Agreement (the "**Ancillary Matters Agreement**"). Under the Share Purchase Agreement and Ancillary Matters Agreement, Investec Bank and Rathbones have agreed from Completion to indemnify each other in respect of certain potential liabilities (such provisions being the "**Indemnities**"). The Ancillary Matters Agreement also contains certain provisions in relation to the retention and incentivisation of employees of the Investec W&I UK Group.

1.10 Limitations on liability

The liability of each of Rathbones and Investec Bank under the Share Purchase Agreement for: (i) all warranty claims (other than fundamental warranty claims and subject to applicable claims de minimis and basket thresholds), claims under the Indemnities and claims under the tax covenant, is limited to £85,000,000; and (ii) all tax and indemnity claims including fundamental warranty claims is limited to £850,000,000 in each case subject to customary claims periods.

2 RELATIONSHIP AGREEMENT

At Completion, Rathbones, Investec PLC, Investec Bank and Investec Limited (Investec PLC, Investec Bank and Investec Limited together, the "**Investec Parties**") will enter into the Relationship Agreement which will govern the relationship between them following Completion. This paragraph 2 of Part 2 (*Summary of Key Combination Terms*) summarises the key terms of the Relationship Agreement.

2.1 Rathbones Board

Following Completion, for so long as Investec Bank or the Investec Group hold:

(a) 20 per cent. or more of the aggregate Rathbones Shares in issue, Investec Bank shall be entitled to nominate two Non-executive Directors to the Rathbones Board (each and "**Appointee Director**"); and

(b) less than 20 per cent. of the aggregate Rathbones Shares in issue but more than 10 per cent. of the aggregate Rathbones Shares in issue, Investec Bank shall be entitled to nominate one Non-executive Director to the Rathbones Board,

in each case subject to, among other considerations, the nominated directors having all appropriate regulatory authorisations and approvals required for or in connection with their appointment.

The Investec Parties shall nominate Henrietta Baldock and James Whelan (known as Ciaran Whelan) for appointment to the Rathbones Board ("**Proposed Directors**"). The Rathbones Board shall approve the appointment of the Proposed Directors, following nomination by the Nomination Committee, with effect from Completion. Biographies of the Proposed Directors and the terms of their appointment are set out in Part 10 (*Directors, Proposed Directors, Senior Management and Corporate Governance*) of this document.

2.2 Lock-up Provisions

The Relationship Agreement will contain lock-up provisions ("**Lock-up Provisions**") pursuant to which, subject to certain exceptions, Investec Bank will undertake it will not (and will procure that no member of the Investec Group will):

(a) dispose of any Consideration Shares during the period commencing on Completion and ending on the date falling two years after Completion ("**Second Anniversary**");

(b) disposing of more than one-third of the Consideration Shares during the period between the Second Anniversary and ending on the date falling three years after Completion ("**Third Anniversary**");

(c) disposing of more than one-third of the Consideration Shares during the period between the Third Anniversary and ending on the date falling four years after Completion ("**Fourth Anniversary**"); and

(d) at any time whilst either:

(i) Investec Bank has an Appointee Director on the Rathbones Board; and/or

(ii) the Investec Group holds an amount equal to or greater than the Minimum Interest in Rathbones Shares,

will not dispose of any Rathbones Shares except in a manner reasonably designed to minimise disruption in the underlying price of Ordinary Shares and shall consult with the Rathbones Board as to the manner in which such disposal shall be implemented.

Any allowance to dispose of Rathbones Shares in the period between the Second Anniversary and Third Anniversary pursuant to paragraph 2.2(b) above that is not used shall not be carried forward and used between the Third Anniversary and Fourth Anniversary. The Investec Group may not sell more than one third of the Consideration Shares in any rolling 12-month period.

2.3 Exceptions to the Lock-up Provisions

The Lock-up Provisions will not prohibit the Investec Group from:

(a) accepting or voting in favour of a takeover offer for the entire issued share capital of Rathbones made in accordance with the City Code;

(b) executing an irrevocable undertaking to accept or vote in favour of a takeover offer for the entire issued share capital of Rathbones made in accordance with the City Code;

(c) disposing of Consideration Shares pursuant to an offer by Rathbones to purchase its own shares;

(d) effecting a disposal in pursuance of a merger, recapitalisation, reorganisation, consolidation or similar transaction approved by the Shareholders executing a disposal;

(e) disposing of Consideration Shares if Investec Bank or Investec PLC or Investec Limited (respectively) breaches any of its early warning indicators for capital, liquidity or any other indicator as defined in the groups' contingency funding and recovery plan, subject to the consent of the Rathbones Board; and

(f) disposing of Consideration Shares if the Investec PLC Group or Investec Limited Group is in a resolution scenario.

2.4 Standstill and voting commitments

The Relationship Agreement will contain provisions that each of the Investec Parties undertakes that it will not, and procure that each of its subsidiaries will not, in the five years following Completion:

(a) directly or indirectly acquire any interest in any shares, debentures, or bonds of Rathbones;

(b) announce or make or cause to announce or make an offer to acquire all or any Rathbones Shares or announce that any member of the Investec Group is interested in acquiring all or any of the Rathbones Shares;

(c) take any step which might give rise to an obligation under the City Code or otherwise to announce or make an offer to acquire all or any of the Rathbones Shares;

(d) seek, or take any steps, to control the management or affairs of Rathbones; or

(e) enter into any agreement, arrangement or understanding with any person with respect to the holding, voting or transfer of any Rathbones Shares.

2.5 Conversion of the Convertible Non-Voting Shares

Pursuant to the rights attached to the Convertible Non-Voting Ordinary Shares, they will be convertible by the holder at any time into Ordinary Shares on a 1-for-1 basis provided that the conversion does not result in: (i) the holder or any person acting in concert with it being required to make a mandatory offer for Rathbones under Rule 9 of the City Code; or (ii) the holder and any persons acting in concert with it not holding more than the Maximum Voting Threshold.

Notwithstanding the above, pursuant to the Relationship Agreement, Investec Bank will undertake that if its aggregate holding of all Rathbones Shares held by it falls below 29.9 per cent. of the total Rathbones Shares in issue it will issue to Rathbones a notice to Rathbones to convert its entire holding of Convertible Non-Voting Shares into Ordinary Shares. The Convertible Non-Voting Ordinary Shares will not be listed and will be non-transferable.

The Convertible Non-Voting Ordinary Shares are expected to qualify as common equity tier 1 capital when issued on Completion (subject to regulatory approval).

2.6 Consultation rights of Investec Bank

Pursuant to the Relationship Agreement, Rathbones will, subject to all applicable laws and regulation including MAR, consult with Investec Bank on a number of matters including:

(a) a material share issuance;

(b) a material merger or sale or purchase of shares or business and/or assets;

(c) any material change to Rathbones' strategic direction;

(d) any change in the members of the Rathbones Board;

(e) the declaration of any special dividend or return of capital by share buy-back; and

(f) any material change to Rathbones' corporate structure.

2.7 Information

Under the terms of the Relationship Agreement, for so long as Investec Bank (directly or indirectly) holds no less than 20 per cent. of Rathbones' aggregate issued share capital from time to time or has a significant influence in relation to Rathbones, Rathbones will provide the Investec Group and its auditors / advisers with customary financial information to the extent it is required for Investec Bank or a member of the Investec Group for the purpose of:

(a) its reporting requirements (including tax and accounting reporting); or

(b) the requirements of any securities exchange and the requirements or requests of any Court, regulatory or governmental body to which that party is subject.

2.8 Termination

The Relationship Agreement will terminate automatically if:

(a) the Ordinary Shares cease to be admitted to the Official List and to trading on the Main Market or another recognised stock exchange; or

(b) the Investec Parties cease to hold the Minimum Interest.

The Relationship Agreement can also be terminated by one party serving notice to Rathbones if Rathbones enters into administration, a winding-up resolution is passed in respect of Rathbones or Rathbones makes an arrangement on composition with its creditors.

3 TRANSITIONAL SERVICES AGREEMENT

Investec Bank and Investec W&I UK have agreed a transitional services agreement (the "**Transitional Services Agreement**") in relation to the provision of transitional services and the continuation of migration and integration activities and this agreed form document is subject to necessary amendments to reflect pre-Completion activity, including activity resulting from the Separation Framework Agreement. The Transitional Services Agreement will be entered into by Investec Bank and Investec W&I UK prior to or on Completion (the "**TSA Effective Date**"), and shall continue until the later of 31 December 2025 and the date that is 27 months after Completion, terminating automatically then or, if agreed, after the end of any Termination Assistance Period (the "**TSA Term**").

3.1 Provision of transitional services

The Transitional Services Agreement requires each of (i) Investec Bank to provide (or to procure the provision by Investec PLC Group and Investec Limited Group) and (ii) Investec W&I UK to provide (or to procure the provision by Investec W&I UK Group), from the TSA Effective Date, certain services identified as separate services streams (each a "**Service Stream**") to the other groups on a transitional basis (the "**Transitional Services**") to enable the continued operation of the Investec W&I UK Group, Investec PLC Group and Investec Limited Group. Each of Investec Bank and Investec W&I UK shall provide (or procure the provision of) the relevant Transitional Services to appropriate service levels and standards and in all material respects, to the same standards as they were provided during the 12 months prior to the TSA Effective Date.

Each of Investec W&I UK and Investec Bank, as recipients of Transitional Services, may serve notice on the other if it defaults in complying with its obligations under the Transitional Services Agreement requiring the production and submission of a remediation plan which the defaulting party must implement.

Each Service Stream will be provided for the specified service term (for most Service Streams the TSA Term) or any earlier transfer of the Service Stream (for example to a new supplier) and it is anticipated that there will be a phased ending of the Transitional Services (with the parties to use their respective reasonable endeavours to implement any steps set out in the pre-completion and pre-migration plans).

The Transitional Services Agreement includes provisions to allow for the orderly cessation of the Transitional Services by Investec Bank and transfer to Investec W&I UK or another provider. This includes the agreement of an exit plan and the continued provision of relevant Service Streams and other assistance by Investec Bank for a period to be agreed between Investec Bank and Investec W&I UK in writing (the "**Termination Assistance Period**").

The Transitional Services to be provided by Investec Bank to Investec W&I UK set out in the Transitional Services Agreement include technology, facilities, marketing, risk and compliance and fraud and financial crime services.

The Transitional Services to be provided by Investec W&I UK to Investec Bank set out in the Transitional Services Agreement include real estate and marketing services.

The specified Transitional Services may be amended by change control and, in addition:

(a) the Transitional Services Agreement will be updated to include any other services that Investec Bank, Investec W&I UK and Rathbones agree must be provided under the Transitional Services Agreement during the term of the Separation Framework Agreement;

(b) certain of the Transitional Services may require third party consent for provision to Investec Bank and Investec W&I UK following Completion. The provider of the relevant Transitional Service will be responsible for seeking such consent (including under the Separation Framework Agreement) but where such consent cannot be obtained then the provider will not be obliged to provide the relevant element of the Transitional Services but shall use all commercially reasonable endeavours to obtain alternative arrangements; and

(c) within 6 months from the TSA Effective Date, either party may identify a service which was provided to it by the other in the 12 months prior to the TSA Effective Date and which cannot be provided from its internal capabilities, but was omitted from the list of Transitional Services included in the Transitional Services Agreement. The parties shall agree (acting reasonably and in good faith) any terms to apply to such omitted services and they will be added to the Transitional Services to be provided.

3.2 Costs

The charges for the Transitional Services shall, other than in respect of the Baseline Cost Savings (as provided below), be at cost and shall be calculated in good faith by the provider of the Transitional Services to reflect a reasonable proportion of the relevant costs in delivering the Transitional Services. Any such charges shall be calculated on the same basis for services equivalent to the Transitional Services immediately prior to the date of the Share Purchase Agreement and are subject to periodic review.

Investec Bank has committed to deliver cost savings in the provision by it of Transitional Services to Investec W&I UK ("**Baseline Cost Savings**") and the charges will be calculated to ensure that the Baseline Cost Savings are delivered to Investec W&I UK.

Third party consent costs shall be shared broadly with one off costs and ongoing fees or charges shared equally between Investec Bank and Investec W&I UK.

3.3 Governance

Investec Bank, Investec W&I UK and Rathbones have agreed appropriate governance and escalation mechanisms in respect of the delivery of, separation, migration and transition of and any additional Transitional Services.

3.4 Termination

Investec Bank or Investec W&I UK each have customary rights to terminate the Transitional Services Agreement on the occurrence of specified events.

In addition, if the charges for a particular Transitional Service provided by Investec Bank to Investec W&I UK are greater than 20 per cent. above the specified baseline costs, subject to agreement otherwise, Investec W&I UK may terminate the relevant Transitional Service.

3.5 Limitations on liability

The Transitional Services Agreement includes a general liability cap based on a percentage of annual charges and a higher cap in respect of data protection liabilities with customary uncapped and excluded liabilities.

4 SEPARATION FRAMEWORK AGREEMENT

Rathbones, Investec Bank and Investec W&I UK entered into a separation framework agreement (the "**Separation Framework Agreement**") on 3 April 2023 (the "**SFA Effective Date**") which sets out the arrangements for the separation of Investec W&I UK from Investec

Bank and the wider Investec PLC Group during the period between the SFA Effective Date and Completion (the "**SFA Term**"). The Separation Framework Agreement is governed by English law and is subject to the jurisdiction of the courts of England and Wales.

4.1 Separation activities

(a) The separation activities in the Separation Framework Agreement include the following during the SFA Term:

(i) *Transfer of employees:* a number of Investec Bank employees will continue to provide services to Investec W&I UK and their employment is expected to transfer to Investec W&I UK on or prior to Completion (the "**Transferring Employees**").

(ii) Investec Bank has agreed to various customary indemnities in respect of the Transferring Employees and any additional employees who transfer to the Investec W&I UK Group by virtue of TUPE.

(iii) *IT and data:* Investec Bank has agreed to complete the logistical separation of Investec W&I UK Group's IT systems, software applications and data from Investec Bank's own IT systems, software applications and data prior to Completion.

(iv) *Pre-completion and pre-migration planning and implementation:* Investec Bank and Investec W&I UK will use their respective reasonable endeavours to implement agreed pre-completion and pre-migration steps. Rathbones is required to use its reasonable endeavours to complete any steps which Investec Bank, Investec W&I UK and Rathbones agree are required for the purposes of enabling the provision of the services to be provided under the Transitional Services Agreement from Completion

(b) Investec Bank and Investec W&I UK are also required to review, update, and develop agreed pre-completion and pre-migration plans, consulting Rathbones of the same and must cooperate with Rathbones in good faith to minimise the impact of any material developments that prevent the implementation of any of the steps in the pre-completion and pre-migration plans.

4.2 Termination and Interaction with Transitional Services Agreement

(a) The Separation Framework Agreement shall terminate on Completion and to the extent that any of the separation activities have not been completed by that date or if any of the Transferring Employees do not transfer by or at Completion, the Transitional Services Agreement shall automatically be amended to incorporate the outstanding activities or a relevant service stream to include those employees, who will then provide services under the Transitional Services Agreement.

(b) The Separation Framework Agreement shall also terminate automatically, if prior to Completion, the Share Purchase Agreement is terminated in accordance with its terms.

4.3 Governance

Rathbones, Investec Bank and Investec W&I UK have agreed to establish appropriate governance and escalation mechanisms to, amongst other things, manage and oversee the separation of Investec W&I UK from Investec Bank and the wider Investec PLC Group, and agree amendments needed to the Transitional Services Agreement.

4.4 Limitations on liability

The Separation Framework Agreement includes a general liability cap of £1.0 million along with customary exclusions from the cap.

5 PROPERTY SEPARATION FRAMEWORK AGREEMENT

Rathbones, Investec Bank and Investec W&I UK entered into a property separation framework agreement (the "**Property Separation Framework Agreement**") on 3 April 2023. The Property Separation Framework Agreement establishes a framework for the separation of the property assets held by Investec Bank and Investec W&I UK ("**Separation**"), through the performance of certain actions, including the establishment of a property steering committee, the splitting of premises currently shared by Investec Bank and Investec W&I UK, and the completion of fit-out works and lease renewals to certain other premises that are to be occupied by the Enlarged Rathbones Group.

5.1 The Property Separation Framework Agreement is governed by English law and is subject to the jurisdiction of the courts of England and Wales.

5.2 Separation of Shared Premises

(a) The Property Separation Framework Agreement contains provisions for how certain properties currently let to either Investec Bank or Investec W&I UK ("**Shared Premises**") are to be split.

(b) There are certain Shared Premises where Investec Bank is the current tenant and Investec W&I UK will continue to remain in occupation. Investec Bank will grant a sub-lease of the relevant parts of those properties to Investec W&I UK to enable Investec W&I UK to remain in occupation following completion of the Combination. There are also certain Shared Premises where Investec W&I UK is the current tenant and Investec Bank will continue to remain in occupation. Investec W&I UK will grant a sub-lease of the relevant parts of those properties to Investec Bank to enable Investec Bank to remain in occupation post-Completion of the Combination.

(c) For the Shared Premises which require works to be carried out in order to separate out the relevant part of the Shared Premises ("**Separation Works**"), the Property Separation Framework Agreement governs how these will be determined by the Property Steering Committee (defined below).

5.3 Investec Bank and Investec W&I UK will be responsible for obtaining the necessary Landlord's consents for both:

(a) the Separation Works in respect of the Shared Premises let by them; and

(b) to granting of the relevant sub-lease.

5.4 Investec Bank and Investec W&I UK will also be responsible for paying the costs of obtaining the relevant Landlord consents and of the Separation Works.

5.5 Property Steering Committee

The Property Separation Framework Agreement requires the establishment of a property steering committee ("**Property Steering Committee**") comprising one individual from each of Investec Bank, Investec W&I UK and Rathbones, who will represent their respective party's interests during the Separation and attempt to resolve any disputes which arise relating to the Property Separation Framework Agreement.

5.6 Fit-Out Works

(a) The Property Separation Framework Agreement requires certain fit-out works ("**Fit-Out Works**") be procured and completed by a determined date.

(b) The Fit-Out Works shall be managed and controlled by the relevant teams at Investec Bank, subject to reasonable input from the Property Steering Committee where appropriate.

(c) Investec W&I UK is to carry out the Fit-Out Works as soon as reasonably practicable after the date of the Property Separation Framework Agreement.

(d) Investec W&I UK will be responsible for the costs of the Fit-Out Works ("**Fit-Out Costs**"), subject to Investec Bank paying and indemnifying Investec W&I UK in respect of the Fit-Out Costs (with some deductions as specified within the Property Separation Framework Agreement) ("**Fit-Out Costs Indemnity**").

5.7 Letting of Fit-Out Premises

(a) The Property Separation Framework Agreement contemplates lease renewals of identified floors at the head offices of Investec Bank at 30 Gresham Street, London EC2V 7QN ("**Fit-Out Premises**").

(b) In circumstances where this does not occur, the Property Separation Framework Agreement contemplates that the Property Steering Committee will provide for alternative premises in accordance with an agreed mechanism..

(c) If a lease of any of the Fit-Out Premises has not completed after Completion, the negotiations in relation to the same shall be undertaken by the Property Steering Committee.

(d) Investec Bank shall also indemnify Rathbones in respect of proper and reasonable costs incurred by Rathbones arising from the lack of Fit-Out Premises should it be not practicably possible by the Fit-Out Works completion date (being 9 months from Completion or 31 July 2024 (whichever is later)) for Rathbones to move into the Fit-Out Premises due to certain Fit-Out Works remaining outstanding ("**Fit-Out Premises Indemnity**").

5.8 Limitations on Liability

Subject to certain standard exceptions and excluding breaches of the Fit-Out Premises Indemnity and/or the Fit-Out Costs Indemnity, the maximum aggregate liability for each party arising out of the Property Separation Framework Agreement shall be limited to £1 million. In relation to the Fit-Out Premises Indemnity, the total liability of Investec Bank will be limited to £8.5 million. Investec Bank's liability for a breach of the Fit-Out Costs Indemnity will be limited to £30 million.

6 CONTRACTS TO BE ENTERED INTO PRIOR TO COMPLETION OF THE COMBINATION

6.1 On or around Completion, Rathbones and Investec Bank intend to enter into a co-operation agreement pursuant to which, amongst other things, each party will refer certain customers to the other party in respect of banking and UK wealth management services, and Rathbones Group Plc and Investec Wealth and Investment International (Pty) Limited ("**Investec W&I SA**") intend to enter into a co-operation agreement pursuant to which, amongst other things, Rathbones will continue to service existing Investec W&I SA clients who require UK wealth management advice. Legally binding agreements in respect of these matters have yet to be agreed and there can be no guarantee that the parties will reach such agreement ahead of Completion.

6.2 Rathbones and Investec Bank are contemplating entering into an agreement for Investec Bank to provide the Enlarged Rathbones Group with selected long-term services to support the business of the Enlarged Rathbones Group. As at the Latest Practicable Date, the scope of the services to be covered by this agreement have not been determined. Legally binding agreements in respect of these matters have yet to be agreed and there can be no guarantee that the parties will reach such agreement ahead of Completion.

PART 3

INFORMATION RELATING TO RATHBONES, INVESTEC W&I UK AND THEIR INDUSTRIES

PART A – INFORMATION RELATING TO RATHBONES

1 HISTORY AND RECENT DEVELOPMENTS OF RATHBONES

Originally founded as a Liverpool-based timber and shipping merchant in the 1720s, by the early 20th century Rathbones had moved on from its trading operations and focused on managing investments, initially for the Rathbones family and subsequently for the general public.

In 1971, the business was incorporated as Comprehensive Financial Services Limited. It became a public company in 1984, changing its name to Comprehensive Financial Services Plc, and listing on the Unlisted Securities Market. In 1988, Comprehensive Financial Services Plc merged with Rathbone Bros & Co. Limited, changing its name to Rathbone Brothers Public Limited Company and in 1992, following a one for one capitalisation issue for holders, Rathbone Brothers Public Limited Company was admitted to the Official List (at that time maintained by the London Stock Exchange). On 3 December 2021, Rathbones changed its name to Rathbones Group Plc.

In addition to organic growth, the scale of Rathbones' operations have increased significantly through multiple acquisitions. While Rathbones has acquired a number of businesses since its incorporation, key transactions have included the acquisition of:

- Laurence Keen (1995) and Neilson Cobbold (1996) which led to the establishment of Rathbone Unit Trust Management ("**RUTM**") (1999);
- Oaktree Investment Management, now Rathbones Investment Management International ("**RIMI**") (2003);
- Dexia's UK private banking business (2006);
- the private client business of Taylor Young Investment Management (2012);
- the private client and charity investment management business of Jupiter Asset Management Limited and part of the London private client wealth management business of Tilney Investment Management (2014);
- Vision Independent Financial Planning Ltd ("**Vision**") and Castle Investment Solutions Ltd (together, the "**Vision businesses**") (2015);
- Speirs & Jeffrey Limited ("**Speirs & Jeffrey**") (2018);
- the Personal Injury and Court of Protection business of Barclays Wealth (2020); and
- Saunderson House Limited ("**SHL**" or "**Saunderson House**") and its parent companies CastleCo Limited, CabinCo Limited, CottageCo Limited and HouseCo Limited (2021).

Rathbones is one of the UK's largest and most long-established providers of investment and wealth management services for private client individuals and trustees with £60.2 billion of FUMA as at 31 December 2022.

2 BUSINESS OVERVIEW

Rathbones is listed on the Main Market of the London Stock Exchange and is a constituent of the FTSE 250 index. The Company has approximately 2,011 employees in 15 locations across the UK and Jersey; its headquarters are located at 8 Finsbury Circus, London EC2M 7AZ.

Rathbones has two main areas of operation as well as several complementary services. Through Rathbones Investment Management ("**RIM**"), Rathbones offers discretionary investment management solutions to private clients, charities and trustees. As a licensed deposit taker, RIM is also able to offer its clients loans directly secured against their investment portfolios and is able to hold client cash on a banking basis. Offshore discretionary investment services are provided by RIMI.

Through RUTM, Rathbones provides a range of actively managed single strategy and multi asset funds that are designed to meet core investment needs in the retail client market. These funds are distributed mainly through independent financial advisers in the UK.

In addition to RIM and RUTM, Rathbones operates:

- Rathbones Financial Planning, which together with SHL and the Vision businesses, provides financial planning and advisory services; and
- the Rathbones Trust Company, which provides UK trust, estate and tax advice to clients.

Rathbones has made a number of acquisitions to broaden and enhance its business offering, including the acquisition of:

- Vision in 2015, an independent specialist financial advice network, as part of Rathbones' strategy of broadening its distribution and accessing a greater share of new business intermediated by financial advisers;
- Speirs & Jeffrey in 2018, which added considerable skills and capabilities to Rathbones whilst also creating a leading market presence in Scotland; and
- SHL in 2021, the UK's largest professional services focused financial planning company, increasing Rathbones' FUMA by £4.7 billion, c.2,200 clients and 55 financial advisors as at 23 June 2021 (being the announcement date of the SHL acquisition).

For management purposes the Rathbones Group is currently organised into two operating segments: (1) "Investment Management"; and (2) "Funds". For the year ended 31 December 2022, Rathbones managed £60.2 billion (unaudited) of client funds, of which £49.2 billion (unaudited) were managed by Investment Management and £11.0 billion (unaudited) were managed in Funds. For the same period, Profit before tax totalled £64.1 million and underlying profit before tax stood at £97.1 million.

	Unaudited (£ billion)		
	31 December 2020	**31 December 2021**	**31 December 2022**
Investment Management (FUMA)	44.9	55.2	49.2
Funds (FUM)	9.8	13.0	11.0
Total	54.7	68.2	60.2

3 STRATEGY

Rathbones is committed to retaining its position as a leading provider of individual investment and wealth management services for private clients, charities, trustees and professional partners in the UK. Our strategy is driven by four pillars:

- enrich the client and adviser proposition and experience;
- support and deliver growth;
- inspire our people; and
- operate more efficiently.

3.1 Enriching the client and adviser proposition and experience

Rathbones continues to strive to enhance the experience for private clients and provide a dedicated service for financial advisers. Alongside this, Rathbones is deepening its investment expertise, broadening capability and coverage, and incorporating ESG factors. Examples include:

- The success of the "My Rathbones" app and portal (launched in 2021) continues to grow, with approximately 33,945 clients (around 50 per cent. of the total client base) taking up its use and the app receiving a customer rating of 4.5 on the App Store. Features of the portal and app which customers continue to enjoy range from the ability to view performance information, to downloading client reports, contract notes and tax packs. The portal and app both additionally benefit from leading online security. Rathbones also intends to integrate My Rathbones with its existing Investcloud digital solution to enable online onboarding of clients in the future.
- Acquiring SHL in 2021 has enabled Rathbones to add financial advice capability to the Rathbones Group, with new advice and investment propositions being launched in June 2022. Vision likewise continues to play an important role in Rathbones' financial advice proposition, offering an independent specialist finance network to high net-worth private clients. As at 31 December 2022, Vision held £2.6 billion of FUMA and had 131 financial planners including 15 new IFAs.
- Rathbones reviews responsible investments opportunities across the services which it offers. Such responsible investment propositions range from those of 'low ESG integration', which benefit from flexibility and more focus on financial integration, to more bespoke propositions of 'high ESG integration' which link to the comprehensive ESG preferences that clients can hold. Following a widespread review recently conducted, Rathbones has integrated an expanded research data set of its responsible investment propositions into the investment process across the Rathbones Group as a whole, improving the overall quality of ESG reporting to clients.

3.2 Supporting and delivering growth

Rathbones has focused on specialisms building on existing capabilities and leveraging Rathbone Greenbank Investments. As well as managing client-facing capacity, structuring distribution, driving growth through financial planning and building its funds business, Rathbones also supplements its growth with inorganic opportunities where appropriate. Examples include:

- Delivering phase one of Rathbones' digital transformation programme has resulted in streamlining processes to drive productivity and support growth, including prospecting and Charles River.
- Rathbones is utilising the recent acquisition of SHL to further augment the existing services offered by the Rathbones Financial Planning. This has involved going live with a new and shared client advice proposition, which offers initial advice and planning to clients, ongoing advice services and Rathbones' investment solutions. Rathbones has recently combined the Rathbones and SHL offices under a sole leadership team at one UK location. This team is now made up of a total of 303 employees across seven offices, placing it in a strong position to benefit from the significant opportunities across the UK market. Over the upcoming year, Rathbones intends to establish a 'One Rathbones' offering for clients whilst also widening the client base of Rathbones' new advisory and investment/asset management proposition by offering these services to the existing SHL clients.
- The distribution strategy of Rathbones, focussed on promoting its discretionary management services to professional intermediaries, principally national and regional IFA networks, continues to make good progress. As at 31 December 2022, 206 firms had commenced onboarding to the 'Reliance on Adviser' ("**ROA**") operating model of Rathbones and 169 of these firms had concluded the onboarding process. Rathbones has strategic relationships with networks and national advisory firms across the UK. The

distribution team continues to spend considerable time and effort in promoting Rathbones' differentiated service to these partnerships and meaningful flows are expected through this channel.

- Greenbank, Rathbones' specialist ethical, sustainable and impact investment arm, continues to receive industry accolades for its purpose and performance. Despite the market volatility experienced in 2022, Greenbank continued to grow its net new business and reached FUM of £2.0 billion as at 31 December 2022. Across operation, supply chain and investments, Greenbank aims to reach net zero emissions by 2040.

3.3 Inspiring our people

Rathbones plans to achieve its "inspiring our people" strategy by becoming a more diverse and inclusive organisation, continuing to listen to our people and improving its commitments to them. Examples include:

- Having prioritised a refreshing of Rathbones' existing diversity, equality and inclusion ("**DE&I**") governance structures, Rathbones has recently launched a new DE&I strategy. The intention behind the new DE&I strategy is to drive forward the overall inclusion standards at Rathbones and ensure action-focused accountability.
- Rathbones has also recently launched four inclusion networks in order to find a positive route towards greater employee balance at the Company. Rathbones intends to establish a new DE&I committee which will prioritise ensuring that Rathbones' stated DE&I commitments are implemented, maintained and enhanced across the Rathbones Group.

3.4 Operating efficiently

Rathbones plans to achieve its "operating efficiently" target by providing a quality client experience and ensure that it is easy to do business with. Examples include:

- During 2022, Rathbones further developed its 'Rathbones Select Portfolio Service'. This service offers clients a high quality, 'self-select' investment option for portfolios with a smaller overall value (below £150,000). The service recognises the importance which Rathbones places on entry point clients and ensuring a suitable business offering is available to the future generation of wealth. In 2022, following a successful pilot, the Rathbones Select Portfolio Service was integrated across 15 offices in the UK.
- Rathbones launched a revised version of its ROA proposition, which sought to improve the efficiency of Rathbones' administrative model and make it easier for external financial advisors to do business with Rathbones. By 31 December 2022, 206 firms commenced the process of onboarding to the ROA operating model. 169 of the 206 firms had concluded the onboarding process and were approved to engage with Rathbones under ROA. Rathbones' continued strategic partnership with Vision also forms an integral part of this distribution strategy.

3.5 Delivery of benefits of our strategy to Stakeholders

Through strong and consistent operational performance and delivery of strategic growth initiatives, Rathbones has been able to deliver benefits to its stakeholders:

- for clients – offering valued and quality services and delivering portfolio management through changing market conditions;
- for employees – providing value-based remuneration, as well as training and development opportunities, including dedicated graduate programmes; and
- for shareholders – providing consistent dividend growth underpinned by a stable operating margin of around 20 – 25 per cent. throughout the economic cycle.

4 CURRENT TRADING AND RECENT TRENDS

4.1 2022 Annual Report

As stated in the 2022 Annual Report, Rathbones Group's FUMA fell to £60.2 billion for the year ended 31 December 2022, down from £68.2 billion for the year ended 31 December 2021. This comprised £49.2 billion in the Investment Management business and £11.0 billion in the Funds business.

Profit before tax for the year ended 31 December 2022 totalled £64.1 million and underlying profit before tax totalled £97.1 million, with an underlying operating margin of 21.3 per cent.

Markets were driven heavily by macroeconomic themes in 2022, which changed rapidly and were often difficult for investors to navigate. Despite this, net inflows in the year were positive, with total discretionary and managed net inflows of £1.3 billion, representing a growth rate of 2.6 per cent. in the year.

As expected, the asset management industry experienced significant outflows in 2022 as investor exercised caution across growth and fixed income mandates. However, a net outflow of £0.4 billion in the single strategy fund range was low when compared with the market.

4.2 Trading Update Q1 2023

On 4 May 2023, Rathbones announced, via a Regulatory Information Service, its trading update for the three months ended 31 March 2023 ("**First Quarter Trading Update**"). The following information has been extracted without material adjustment from the First Quarter Trading Update:

(a) *"Rathbones Group's FUMA totalled £60.9 billion at the end of the first quarter[(3)]:*

   (i) *£45.8 billion in the Investment Management business (31 December 2022: £45.1 billion);*

   (ii) *£11.4 billion in the Rathbone Funds business (31 December 2022: £11.0 billion); and*

   (iii) *£3.7 billion in Saunderson House (31 December 2022: £4.1 billion).*

(b) *Discretionary and managed net inflows totalled £0.3 billion (Q1 2022: £0.3 billion), representing an annualised growth rate of 2.6% (Q1 2022: 2.5%, Q4 2022: 3.1%).*

(c) *Underlying net operating income totalled £117.9[(1)] million for the three months ended 31 March 2023, a decrease of 2.2% from the £120.5 million in the corresponding period last year:*

   (i) *Investment Management fees decreased 3.7% to £69.5 million (Q1 2022: £72.2 million) on lower FUMA.*

   (ii) *Commissions totalled £12.5 million (Q1 2022: £14.9 million), with lower commissions in line with trading volumes.*

   (iii) *Net interest income grew to £8.6 million (Q1 2022: £2.1 million), reflecting the increase in Bank of England base rates over the year, from 0.75% at 31 March 2022 to 4.25% currently.*

   (iv) *Fees from advisory services and other income decreased 23.1%[(2)] to £11.3[(2)] million (Q1 2022: £14.7 million), as advisers focused on the migration of Saunderson House clients.*

   (v) *Income in Rathbone Funds decreased 3.6% to £16.0 million (Q1 2022: £16.6 million) on lower FUM.*

(d) *The final dividend for 31 December 2022 of 56 pence per share was paid on 9 May 2023."*

Notes:

(1) *Number restated to take account of £44,000 of income omitted from First Quarter Trading Update.*

(2) *Number restated to take account of rounding up to one decimal place of £11.3 million in the underlying accounting records and omitted in the First Quarter Trading Update.*

(3) *Funds under management at the end of the first quarter are measured at 5 April 2023 for Investment Management (to coincide with the first charging date for Investment Management private clients) and at 31 March 2023 for Rathbone Funds and Saunderson House.*

5 DIVIDEND POLICY

Please see paragraph 4 of Part 1 (*Letter from the Chair of Rathbones*) of this document for further information on the dividend policy of Rathbones.

6 REGULATION

Please see Part 4 (*Regulatory Overview*) of this document for further information on the regulatory context in which Rathbones operates its business.

7 EMPLOYEES

As at the Latest Practicable Date, Rathbones employs approximately 2,011 people (2,149.2 full-time equivalent ("**FTE**")) in its 15 offices across the UK and Jersey. The following table sets out the average number of employees as at the Latest Practicable Date and for the financial year ended on 31 December 2022 and the two preceding financial periods broken down by geographical location:

	Year ended 31 December 2022 (FTE)	**Year ended 31 December 2021 (FTE)**	**Year ended 31 December 2020 (FTE)**	**Latest Practicable Date**
Aberdeen	0.6	3.4	3.4	0.6
Birmingham	13.0	10	11	10
Bristol	73.3	66.8	54.2	76.3
Cambridge	11.8	11.8	12.7	13.9
Chichester	11.0	13	10	9.0
Edinburgh	55.9	53.9	48.9	60.7
Exeter	12.2	12.4	9.4	12.6
Glasgow	197.8	182.4	146	196.0
Home Worker	9.0	8	10	12.0
Jersey	30.2	32	33	32.7
Kendal	9.5	8.6	10	10.5
Liverpool	717.1	675	628.7	717.9
London	861.3	608.7	523.3	877.2
Lymington	3.0	3	4	2.8
Newcastle	19.6	18.8	20	20.6
Vision	48.1	41.9	38.5	47.9
Winchester	45.3	38.9	36.2	48.6
Total	2118.5	1788.5	1599.2	2149.2

8 CLIENT SEGMENTATION AND PLANNING

As at 31 December 2022, RIM and SHL serve circa 67,700 clients, of which, 87 per cent. are managed on a discretionary basis. RIM has multiple dedicated distribution channels with £36.6 billion currently managed on a direct to client basis and £10.9 billion managed on an indirect basis. A further £2.2 billion is managed within multi asset funds and £6.5 billion in single strategy funds through RUTM. Rathbones maintains resilient margins, the RIM business yields 72.4bps and RUTM funds yields 54.8bps.

PART B – INFORMATION RELATING TO INVESTEC W&I UK

1 INTRODUCTION

Investec W&I UK is one of the UK's leading private client wealth managers, with responsibility for £39.7 billion funds under management (as at 30 September 2022), offering holistic wealth management services covering bespoke discretionary investment management together with financial planning and advice to private clients, trusts, charities and pension funds. The business operates from 15 offices across the UK and Channel Islands, reflecting Investec W&I UK's truly regional heritage.

2 HISTORY AND RECENT DEVELOPMENTS

Investec W&I UK's history dates back to 1827, when Sheppards Scott Pelly was founded. After numerous mergers in the 20th century, Henderson Crosthwaite was acquired and combined with Carr Sheppards to form Carr Sheppards Crosthwaite Ltd. This was an amalgamation of three of the oldest names on the London Stock Exchange at the time. Investec W&I UK was incorporated on 13 April 1987. In 2006, the business was combined with Rensburg & Co to form Rensburg Sheppard Investment Management Limited, with Investec PLC initially owning 47 per cent. of the newly merged company (increasing to 100 per cent. in 2010). The merged company changed its name to Investec Wealth & Investment Limited in 2011 and, following the acquisition of Evolution plc and Williams de Broë in the same year, Williams de Broë become part of Investec W&I UK in 2012. In January 2023, Investec W&I UK acquired Murray Asset Management Limited, an Edinburgh-based firm, which saw the transfer of a team of 20 staff at Murray Asset Management Limited to Investec W&I UK.

Since 2011, Investec W&I UK has grown its funds under management from circa £13 billion to £39.7 billion as at 30 September 2022, underpinned by consistent net organic growth.

3 BUSINESS OVERVIEW

Investec W&I UK provides clients with three distinct wealth management offerings: (i) discretionary, where Investec W&I UK manages client portfolios on their behalf with discretion over the relevant portfolio to take investment decisions on the basis of the clients' investment objectives and risk profile; (ii) advisory, where the client retains full control and is responsible for all investment decisions but with Investec W&I UK providing clients with recommendations on the basis of their specified investment objectives and risk profile; and (iii) execution only, where Investec W&I UK provides services to clients when trades are executed on behalf of clients without providing advice or personal recommendations.

The discretionary offering represents the largest contribution to Investec W&I UK's FUMA, consisting of £34.5 billion of the total £39.7 billion of FUMA (as at 30 September 2022 in each case).

Investec W&I UK takes a holistic approach to its wealth management services, offering advice beyond just investments including initial and ongoing financial planning services. As at 30 April 2022, Investec W&I UK had a team of 63 fully qualified financial planners (including those who are dual qualified) are dedicated to working on bespoke mandates on estate, structuring and retirement needs.

4 STRATEGY

Investec W&I UK has developed a clearly defined strategy to deliver long-term sustainable organic growth. Its strategic priorities include:

- expanding its advice capacity to deliver financial planning advice as a central component of its core client offering;
- accelerating growth in the intermediary segment, leveraging its strong existing market position;
- implementing a new operating platform which will deliver a scalable, efficient and long-term solution for the business;

- developing its high-net worth service for clients, leveraging the services of Investec Bank where appropriate to enhance the overall client proposition; and
- delivering value-enhancing M&A including where targets deliver attributes and capabilities that are aligned with the firm's strategy and culture.

Each of these areas of strategic focus is underpinned by a management team with significant industry specific experience and expertise.

5 CURRENT TRADING AND RECENT TRENDS

On 18 May 2023 Investec Group announced, via a Regulatory Information Service, its unaudited combined consolidated preliminary financial results for the year ended 31 March 2023 ("**Investec Preliminary Results Announcement**") which includes the following statements in respect of the Investec Group's 'UK & Other' wealth and investment business which has been extracted without material adjustment from the Investec Preliminary Results Announcement:

"*Adjusted operating profit increased 1.3% to £91.8 million (FY2022: £90.6 million) with higher net interest income from rising global interest rates offset by lower net fees and commission income given unfavourable market levels and subdued net inflows.*

FUM decreased by 5.0% to £40.7 billion impacted by declining market levels since 31 March 2022 (FY2022: £42.9 billion). Net inflows were £608 million translating to a net organic growth in FUM of 1.4%. The extent of market volatility and the inflationary environment resulted in reduced appetite amongst existing clients to invest new funds, negatively impacting both net inflows and fee income.

Revenue increased by 2.8%, driven by positive net inflows in the current and prior years, along with higher net interest income. Fee income decreased year on year due to lower market levels. Commission based income was also negatively impacted by the market conditions.

Operating costs were up 3.3% due to inflationary pressures and the post-pandemic normalisation in certain discretionary expenditure. Operating margin was 25.8% (FY2022: 27.0%).

Wealth & Investment	**"UK & Other" FY2023 (£m)**
Operating income	347.7
Operating costs	(255.9)
Adjusted operating profit	91.8

"

The above statements includes amounts in respect of the Investec Group's 'UK & Other' wealth management business which will not transfer to Rathbones as part of the Combination and will need to be adjusted to reflect Investec W&I UK separating from the Investec PLC Group as a result of the Combination (the "**Adjustments**"). The Adjustments were not quantified in the Investec Preliminary Results Announcement.

As set out in Part 11 (*Investec Wealth Profit Estimate*) of this document, certain statements contained within the Investec Preliminary Announcement constitute a profit estimate for the purpose of the Listing Rules and the Prospectus Regulatory Rules.

6 REGULATION

Please see Part 4 (*Regulatory Overview*) of this document for further information on the regulatory context in which Investec operates its business.

7 EMPLOYEES

As at 30 April 2023, Investec W&I UK employed approximately 1,340 full time employees in its offices across the UK and Guernsey. The following table sets out the average number of employees as at 30 April 2023 (being the latest practicable date for which employee information is available), for the financial year ended on 31 March 2022 and the two preceding financial periods broken down by geographical location and also includes employees in the Guernsey office(1):

(1)	**Year ended 31 March 2022**	**Year ended 31 March 2021**	**Year ended 31 March 2020**	**6 months to 30 September 2022**	**As at 30 April 2023**
London	520	489	583	535	542
Liverpool	270	266	286	269	266
Leeds	143	140	151	146	144
Edinburgh	65	66	65	67	82
Sheffield	46	41	47	46	41
Bournemouth	41	40	41	42	44
Manchester	36	37	38	38	41
Cheltenham	31	28	28	33	27
Guildford	31	34	20	34	33
Glasgow	32	30	30	31	31
Bristol	20	18	23	23	23
Birmingham	24	22	24	21	20
Belfast	21	19	21	22	21
Exeter	17	16	18	17	17
Reigate(2)	—	—	16	—	—
Guernsey	9	8	8	12	8
Total	1306	1254	1399	1336	1340

Notes:

(1) Non-executive directors of Investec W&I UK have been included in the numbers of employees.

(2) The Reigate office closed on 15 March 2021 and all staff transferred to the Guildford office.

8 CLIENT SEGMENTATION

8.1 As at 30 September 2022:

(a) Investec W&I UK had circa 40,000 client relationships with an average portfolio size of £1.0 million.

(b) Private clients[13] represent 74 per cent. of Investec W&I UK's total funds under management, with intermediaries representing 17 per cent. and charities and other representing 9 per cent.

(c) Clients with a portfolio size of more than £1.0 million represented 70 per cent. of Investec W&I UK's total funds under management.

[13] Based on Investec W&I UK definition of private clients

PART C – INFORMATION ON RATHBONES' AND INVESTEC W&I UK'S INDUSTRIES

1 THE WEALTH MANAGEMENT INDUSTRY

The wealth management industry in the UK is estimated to be the largest in Europe with total onshore liquid assets of £4.2 trillion as at 2022[14]. The total UK wealth market has grown at a compound annual growth rate ("**CAGR**") of 6 per cent. since 2012[15]. The industry is expected to reach a total of £5.0 trillion onshore liquid assets by 2026.[16]

Based on 2022 estimates, £1.4 trillion[17] of liquid assets is held in the high net worth segments (defined as individuals with investable assets of £1 million or more) and £2.2 trillion[18] is held in the mass affluent segment (defined as individuals with investible assets of £50,000 or more).

High net worth 'private client' money is typically managed on a discretionary and personalised basis, and mass affluent 'retail' money is typically invested in pooled funds through investment platforms and retail brokerage accounts.

The population of HNWIs in the UK increased by an average of 3.9 per cent.[19] annually between 2018 and 2022. The industry continues to benefit from greater pension freedoms, an ageing population and financial advice needs throughout the client lifecycle.

An evolving regulatory landscape, shifting customer needs and fee margin pressures have driven some consolidation in the industry in recent years, with companies looking to gain scale benefits and a broader service offering. Recent transactions in the industry include Royal Bank of Canada's acquisition of Brewin Dolphin in 2022, Raymond James' acquisition of Charles Stanley in 2021 and the recommended cash offer for Nucleus Financial Group plc by James Hay and Epiris in 2021. However, the market remains highly fragmented with over 180 registered Private Client Investment Managers.

2 WEALTH MANAGEMENT BUSINESS MODELS

There are a wide variety of business models adopted in the marketplace which include:

- Investment management-led models which have well established propositions, geographic reach and *ad valorem* fee-based models;
- financial advice-led models which are expected to remain important as longer term trends support a continued need for financial advice;
- bank distribution models whose proposition will be more closely linked to the provision of in-house credit and investment products. Tailored investment and advice services by banks will be limited to the higher end of wealth, thereby getting closer to the private bank model;
- insurers are expected to continue to seek more diverse income sources and wider distribution of their investment products;
- self-directed retail offerings or 'fund supermarkets' typically targeting the mass affluent segment; and
- technology-driven automated advisers or 'robo-advisers' also primarily targeted at this segment.

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[14] £4.2 trillion has been calculated by converting the 2022 total wealth management figure sourced from Global Data: Global Wealth Market Analytics on 16 February 2023 (USD $ 5,272 billion) to £GBP by applying the exchange rate of 0.7951

[15] CAGR (%) has been calculated by applying the universal CAGR calculation ((ending value/beginning value)^(1/Number of periods)-1) with an ending value of USD $5,272.32 billion and a beginning value of USD $ 3,031.41 billion in each case sourced from Global Data: Global Wealth Market Analytics on 16 February 2023

[16] £5.0 trillion has been calculated by converting the total 2026 wealth management figure sourced from Global Data: Global Wealth Market Analytics on 16 February 2023 (USD $ 6,216 billion) to £GBP by applying the exchange rate of 0.7951

[17] £1.4 trillion has been calculated by converting the total 2022 HNW figure sourced from Global Data: Global Wealth Market Analytics on 16 February 2023 (USD $ 1,782 billion) to £GBP by applying the exchange rate of 0.7951

[18] £2.2 trillion has been calculated by converting the total mass affluent figure sourced from Global Data: Global Wealth Market Analytics on 16 February 2023 (USD $ 2,802 billion) to £GBP by applying the exchange rate of 0.7951

[19] Source: Global Data – United Kingdom (UK) Home Insurance (Mid-Net-Worth and High-Net-Worth) Market Size, Trends, Competitor Dynamics and Opportunities, published 27 January 2023

Rathbones' business model has evolved over the years from private client stockbroking to discretionary investment management and now towards a more holistic wealth management model offering financial advisory services alongside discretionary fund management depending on each client's need. Whilst Rathbones has and will continue to move in this strategic direction in line with developments in the industry, it will continue to be a business with investment at its core and the Enlarged Rathbones Group will create the UK's largest discretionary wealth manager with over £100 billion FUMA.

PART 4

REGULATORY OVERVIEW

1 OVERVIEW

Each of the Rathbones Group and the Investec W&I UK Group contains a number of entities which are authorised and regulated under the laws of the UK and other jurisdictions. The regulatory status of the various regulated entities within the Rathbones Group and the Investec W&I UK Group is set out below:

1.1 The Rathbones Group

The Rathbones Group is subject to the consolidated prudential regulatory requirements under UK CRD IV and is supervised on a consolidated basis by the PRA. Individual UK firms within the Rathbones Group are authorised by the PRA or the FCA and regulated by the PRA and/or the FCA, as set out below. In addition, the Rathbones Group includes an entity regulated by the SRA in the UK.

Rathbones Investment Management International Limited is also subject to the supervision of the JFSC. See paragraph 5 (*Jersey Regulation*) below for more information.

Rathbones Investment Management Limited is also a registered Investment Adviser with the Securities Exchange Commission in the United States. See paragraph 7 (*US Regulation*) below for more information.

1.2 The Investec W&I UK Group

On an individual basis, Investec W&I UK is a UK, FCA-regulated investment firm subject to MIFIDPRU (the UK prudential regulatory regime for investment firms).

Currently, Investec W&I UK is an indirect wholly-owned subsidiary of Investec PLC and therefore forms part of the Investec PLC prudential regulatory consolidation group pursuant to UK CRR (and supervised by the PRA on a group basis), which also includes Investec W&I UK's immediate parent entity, Investec Bank PLC, a UK credit institution (Investec Bank PLC is authorised by the PRA and is regulated by the FCA and PRA on a solo-consolidated basis).

1.3 The Enlarged Rathbones Group

The Rathbones Group is subject and, after completion of the Combination, the Rathbones CRR consolidation group, will continue to be subject to consolidated supervision by the PRA pursuant to UK CRR. In particular, the Enlarged Rathbones Group will be headed by Rathbones and comprise of, amongst other entities, Rathbones Investment Management Limited (the UK CRR firm), Rathbone Unit Trust Management Limited, Rathbones Investment Management International Limited, Vision Independent Financial Planning Ltd, Saunderson House Limited and Investec W&I UK. Some of these subsidiaries are subject to different prudential regulatory regimes on an individual basis (e.g. MIFIDPRU, UK UCITS etc) but will form part of the Rathbones CRR consolidation group i.e., (i) their balance sheets will count towards the calculation of Rathbones' capital and liquidity requirements and (ii) they will be supervised by the PRA on a group basis.

Based on the current activities, business mix and legal structures of the Rathbones Group and the Investec W&I UK Group, the Enlarged Rathbones Group would, if the Combination completes, have entities regulated and/or supervised by the FCA, the PRA, the SRA, the JFSC, the GFSC the CSSF and the SEC (as detailed below).

2 REGULATED ENTITIES

2.1 Rathbones Group

(a) Rathbones Investment Management Limited is authorised by the PRA and regulated by the FCA and the PRA in the UK. It is also a registered Investment Adviser with the SEC in the United States;

(b) Rathbone Unit Trust Management Limited is authorised and regulated by the FCA in the UK, and Rathbone Unit Trust Management Limited's Luxembourg feeder funds are authorised by the CSSF;

(c) Rathbones Investment Management International Limited is regulated by the JFSC;

(d) Rathbones Trust Legal Services Limited is regulated by the Solicitors Regulation Authority ("**SRA**") in the UK;

(e) Saunderson House Limited is subject to MIFIDPRU;

(f) Vision Independent Financial Planning Ltd and Saunderson House Limited are regulated by the FCA in the UK.

2.2 Investec W&I UK Group

(a) Investec Wealth & Investment Limited is authorised and regulated by the FCA;

(b) Investec Wealth & Investment (Channel Islands) Limited is regulated by the GFSC; and

(c) Murray Asset Management UK Limited is FCA authorised and regulated by the FCA.

As such, both the Rathbones Group and the Investec W&I UK Group operate in a highly regulated environment. The below sets out an overview of the regulatory framework that currently applies to the Rathbones Group and the Investec W&I UK Group and that will apply to the Enlarged Rathbones Group if the Combination completes.

3 THE UK REGULATORY FRAMEWORK

3.1 The PRA and FCA

As noted above, the Rathbones Group and the Investec W&I UK Group contain, and if the Combination completes the Enlarged Rathbones Group will contain, UK entities that are authorised and/or regulated by the PRA, the FCA or both.

The PRA is responsible for the micro-prudential regulation of banks, certain designated investment firms and insurance companies. The PRA's primary purpose and objective is to promote the safety and soundness of PRA-authorised persons and in relation to insurance firms to contribute to ensuring policyholders are appropriately protected. The PRA also has a secondary objective of facilitating effective competition for services provided by PRA-authorised persons.

The FCA regulates the conduct of every authorised firm. The FCA's 'operational objectives' are to secure an appropriate degree of protection for consumers, protect and enhance the integrity of the UK financial system and promote effective competition in the interests of consumers. The FCA also has a 'strategic objective' of ensuring that relevant markets function well.

The Financial Policy Committee, a committee of the Bank of England's governing body, is responsible for the macro-prudential regulation of the entire financial services sector.

3.2 Permission to carry on regulated activities in the UK

In order to authorise a firm to carry on regulated activities in the UK, and for it to become an 'authorised person', the PRA and/or the FCA must determine that the applicant meets the requirements of FSMA, including certain 'threshold conditions'. The threshold conditions are the minimum conditions which must be satisfied (not only at the time of authorisation, but also on an ongoing basis) in order for a firm to gain and continue to have permission to carry on the relevant regulated activities under FSMA. Firms regulated by both the PRA and the FCA must meet the threshold conditions of both regulators. These relate to matters including the applicant's legal form, whether the applicant has adequate resources (both financial and non-financial) to carry on its business and whether, having regard to all the circumstances (including whether the applicant's affairs are conducted soundly and prudently), the applicant is a fit and proper person to conduct the relevant regulated activities.

Once authorised, in addition to continuing to meet the threshold conditions, firms must comply with the provisions of FSMA, related secondary legislation and the rules made by the PRA and the FCA under FSMA. These rules are set out in the PRA Rulebook and the FCA Handbook respectively and implement applicable legislation relating to financial services and to asset management business in particular.

3.3 Principles for Businesses and Fundamental Rules

The Principles for Businesses (the "**Principles**") set out the high-level principles that apply to all FCA authorised persons in the UK. Amongst other things, the Principles require firms to treat customers fairly, maintain adequate financial resources and communicate with customers in a way that is clear, fair and not misleading.

There are also six key consumer outcomes established by the FCA that it expects firms to focus on in order to ensure that those firms are treating customers fairly in accordance with the Principles. These are:

(a) consumers can be confident they are dealing with firms where the fair treatment of customers is central to the firm's corporate culture;

(b) products and services marketed and sold in the retail market are designed to meet the needs of identified consumer groups and are targeted accordingly;

(c) consumers are provided with clear information and are kept appropriately informed before, during and after the point of sale;

(d) where consumers receive advice, the advice is suitable and takes account of their circumstances;

(e) consumers are provided with products that perform as firms have led them to expect, and the associated service is of an acceptable standard and as they have been led to expect; and

(f) consumers do not face unreasonable post-sale barriers imposed by firms to change product, switch provider, submit a claim or make a complaint.

In addition to the Principles, PRA-authorised persons are also subject to certain overarching rules issued by the PRA, (the "**Fundamental Rules**"). The Fundamental Rules are core to the PRA's supervisory approach and underpin the PRA Rulebook. The Fundamental Rules require firms to conduct their business with integrity, maintain adequate capital resources and organise and control their affairs responsibly and effectively, amongst other things. The emphasis and reliance on these overarching rules and principles by the PRA and the FCA has marked a move to more judgment based regulation in recent years.

3.4 Enforcement

The PRA and the FCA each have powers to take a range of enforcement action, including the ability to sanction UK authorised firms. In particular, enforcement action may include restrictions on undertaking new business, public censure, financial restitution, fines and, ultimately, revocation of permission to carry on regulated activities. The FCA may also take enforcement action against individuals performing certain controlled functions in relation to authorised persons and key function holders under the Senior Managers and Certification Regime.

The PRA and the FCA have further powers to obtain injunctions against UK authorised firms and to impose or seek restitution orders where consumers have suffered loss. In certain circumstances, the PRA and the FCA also have the power to take action against unauthorised parent undertakings of UK authorised persons (such as Rathbones), including by issuing directions to do or refrain from doing a particular activity.

Under certain conditions, the FCA may also pursue the criminal prosecution of businesses.

3.5 Consumer complaints and compensation

UK authorised firms fall under the compulsory jurisdiction of the Financial Ombudsman Service ("**FOS**"), when performing certain types of activity including activities regulated under FSMA (and satisfying other criteria). The FOS is established under FSMA. Authorised firms are required to have adequate complaints handling procedures in place but, where these are exhausted and the complaint or dispute has not been resolved, the FOS provides for dispute resolution in respect of certain categories of customer complaints brought by individuals and small business customers. Firms covered by the FOS are required to pay levies and case fees, which provide the funding for the FOS.

In addition, the Pensions Ombudsman provides for dispute resolution in respect of pension related customer complaints in certain circumstances.

The Financial Services Compensation Scheme ("**FSCS**"), which is also established under FSMA, seeks to protect customers of UK authorised firms that are unable or unlikely to be able to meet their financial obligations to customers. The FSCS provides compensation to certain categories of customer who suffer loss as a consequence of the failure by a regulated firm to meet its liabilities arising from claims made in connection with regulated activities. The FSCS is funded by way of levies imposed on all of its participating financial services firms, including entities within both the Rathbones Group and the Investec W&I UK Group.

3.6 Change of control

In the United Kingdom, the approval of the PRA or the FCA is required under FSMA where any person proposes to acquire or increase 'control' over, among others, UK FSMA-authorised firms. Supervisory approval may also be required where a person who is already a controller of such a firm proposes to increase its control in excess of certain thresholds set out in FSMA. For the purposes of the Combination, the FCA and PRA's approval is a Condition, and such consent will therefore be required prior to Completion.

In most circumstances 'control' over a UK regulated firm is acquired if the acquirer:

(a) holds 10 per cent. or more of the shares and/ or voting power in that UK regulated firm or in its parent undertaking; or

(b) is otherwise able to exercise significant influence over the management of the firm by virtue of the acquirer's shares or voting power in the UK regulated firm or a parent undertaking.

Where a UK regulated firm is dual regulated, the PRA will process the change of control application, although the FCA may make representations to the PRA and/or may require the PRA to object to or impose conditions on the approval in certain circumstances. Where the UK regulated firm is solely regulated by the FCA (such as an investment firm or UCITS management company), the FCA will process the change of control application. However, if the FCA regulated firm is part of a group which contains a PRA regulated firm, the PRA must be consulted when processing the change of control application.

3.7 Market Abuse

The FCA has the power to impose fines and other civil sanctions on individuals and firms that commit market abuse. The definition of market abuse is set out in MAR, which refers to three abusive behaviours one or more of which, when committed in relation to financial instruments traded on a trading venue, instruments not traded on a trading venue, but which reference such traded instruments, or emission allowances, constitute market abuse. The relevant behaviours are: insider dealing; the unlawful disclosure of inside information; and market manipulation.

The FCA may impose an unlimited fine on any person that engages in market abuse, or that has encouraged or required another person to do so. As an alternative to imposing a fine, the FCA may publish a statement of public censure or apply to the court under FSMA for an injunction or restitution order. The FCA also has the power to impose other administrative sanctions, including the power to enter premises under a warrant and the power to cancel or suspend trading in financial instruments.

In addition to the civil regime under FSMA and MAR, the FCA has the power to prosecute the criminal offences of insider dealing under the Criminal Justice Act 1993 and the criminal offences of making false or misleading statements, creating false or misleading impressions and making false or misleading statements or creating a false or misleading impression in relation to specified benchmarks under the Financial Services Act 2012.

3.8 Money Laundering and Terrorist Financing

The Money Laundering, Terrorist Financing and Transfer of Funds (Information on the Payer) Regulations 2017 and the Proceeds of Crime Act 2002, (the "**ML Regulations**") place requirements on firms undertaking certain financial activities. Such firms must take appropriate steps to identify and assess the risks of money laundering and terrorist financing to which their business is subject, taking into account the information made available to them and risk factors relating to their customers, geographic areas in which they operate, their products, services, transactions and delivery channels. Breach of the ML Regulations may give risk to criminal or civil liability, as well as regulatory censure.

The Joint Money Laundering Steering Group produces guidance which sets out what is expected of firms and their staff in relation to the prevention of financial crime. The guidance therefore provides a sound basis for firms to meet their legislative and regulatory obligations when tailored by firms to their particular business risk profile. Firms are encouraged to have regard to this guidance as industry good practice.

4 APPLICABLE REGULATION IN THE UK

The regulatory framework applicable to asset management and investment advice firms in the UK is derived to a large extent from EU legislation that has been onshored into UK law by the EU (Withdrawal) Act 2018 and, in some cases, that has been implemented in detail by means of rules and guidance made by the FCA.

The Rathbones Group and the Investec W&I UK Group contain, and the Enlarged Rathbones Group will therefore contain, UK authorised firms (including Rathbone Unit Trust Management Limited) that, in accordance with their relevant regulatory permissions, engage in the provision of discretionary investment management services, the provision of advisory and/or dealing services and the safeguarding and administration of assets and in the management of collective investment undertakings (including UCITS and authorised and unauthorised AIFs). The Enlarged Rathbones Group will contain MiFID II investment firms, UCITS management companies and, AIFMs authorised in the UK in accordance with UK legislation and rules implementing relevant EU legislation.

4.1 EU-derived UK regulatory framework

(a) UK MiFID II

UK MiFID II sets out the framework for the regulation of firms in the UK that engage in certain investment activities, such as investment advice and portfolio management. UK MiFID II sets out detailed and specific requirements relating to investment firms within its scope, including provisions relating to systems and controls, outsourcing, customer classification, conflicts of interest, best execution, client order handling, suitability and appropriateness, transparency and transaction reporting.

(b) UK UCITS Directive

The UK UCITS Directive sets out the framework for the regulation of UCITS and UCITS management companies in the UK. The UK UCITS Directive includes rules on authorisation, the operation of management companies, depositaries, Combinations, investment policies, and on the information that must be provided to investors. It also requires UCITS management companies to establish and apply remuneration policies and practices consistent with sound and effective risk management.

(c) UK AIFMD

The UK AIFMD sets out the framework for the regulation of the management of certain non-UCITS collective investment undertakings in the UK. The AIFMD applies to AIFMs, that is, to legal persons whose regular business it is to manage an AIF. In broad terms, an AIF is a non-

UCITS collective investment undertaking that raises capital from a number of investors with a view to investing it in accordance with a defined investment policy for the benefit of those investors.

The UK AIFMD covers matters such as authorisation, capital requirements, conduct of business standards, remuneration, the valuation of assets, delegation, depositaries, transparency, and marketing.

(d) UK CRD IV

The UK CRD IV package sets out the UK framework for the regulation of credit institutions and certain investment firms, in particular as regards capital adequacy, liquidity and other prudential regulatory requirements. UK CRD IV applies to both the Rathbones Group and the Investec W&I UK Group (as currently part of the wider Investec PLC prudential regulatory consolidation group).

4.2 UK implementation

The detailed requirements of UK MiFID II, UK UCITS Directive, UK AIFMD, and UK CRD IV have largely been implemented in rules made by the PRA and FCA. Those requirements are supplemented by those set out in certain subordinate EU Regulations that have also been onshored as part of the process of the UK leaving the European Union.

The PRA Rulebook and FCA Handbook comprise a number of sourcebooks containing rules and guidance relevant to entities in the Rathbones Group and the Investec W&I UK Group.

4.3 Conduct of business rules

The PRA Rulebook and FCA Handbook contain rules which apply to firms authorised and regulated by the PRA and the FCA. The conduct of business rules within the FCA Handbook are relevant to how all UK FCA-regulated entities in the Rathbones Group and some UK FCA-regulated entities in the Investec W&I UK Group conduct their business with clients. The scope and nature of the obligations that apply to UK asset management and investment firms under the Conduct of Business Sourcebook ("**COBS**") depends on the scope of the individual firm's business and the nature of its clients. For example, many of the provisions in COBS only apply to firms that deal directly with retail customers.

In very broad terms, the rules in COBS require firms to disclose certain information (including as to fees and charges) to clients before providing services, ensure that any recommendations given in relation to investment advice are suitable for the client, ensure that non-advised investment services or products provided are appropriate for the client and provide (in certain circumstances) product information to clients, amongst other things.

Firms authorised to carry on regulated activities relating to investment advice are subject to specific rules under COBS relating to the provision of investment advice. These include rules relating to the independence of advice, adviser charging and the acceptance or payment of inducements.

4.4 Senior management, systems and controls

The Senior Management Arrangements, Systems and Controls sourcebook in the FCA Handbook ("**SYSC**") contains general organisational requirements that apply to UK authorised and regulated firms. These requirements elaborate on Principle 3 of the Principles for Businesses, which requires firms to take reasonable care to organise and control their affairs responsibly and effectively, with adequate risk management systems.

In broad terms, SYSC contains rules relating to the persons who effectively direct the business of a firm, requires firms to employ personnel with the skills, knowledge and expertise necessary for the discharge of the responsibilities allocated to them, requires firms to implement systems and controls relating to compliance and risk controls and contains requirements relating to outsourcing and conflicts of interest, amongst other things.

SYSC also require firms to implement remuneration policies and practices that promote sound and effective risk management. Separate requirements apply for each category of firm, including separate requirements for firms that are subject to UK CRD IV and UK MIFID II.

4.5 Senior Managers and Certification Regime ("SMCR")

Most FCA-regulated businesses are subject to the SMCR. The SMCR is an individual accountability regime is divided into two streams. One stream applies to PRA-designated investment firms, UK banks, building societies, credit unions and branches of foreign banks operating in the UK. The other stream applies to firms that are only regulated by the FCA.

The regime is made up of three components: a framework applicable to those performing senior management functions; a certification regime; and conduct rules. The first of these three components focus accountability on a narrower number of individuals performing a senior management function. The regulator must also approve those individuals wishing to perform senior management functions. The certification regime requires employees of firms who may pose a risk of significant harm to the firm or its customers to be certified as fit and proper for their roles by the firm that employs them. The conduct rules are requirements which apply to all employees excluding ancillary staff. Accordingly, individuals in the Rathbones Group and the Investec W&I UK Group are subject to these requirements.

4.6 Prudential requirements

Rathbones Investment Management Limited (on an individual basis) and the Rathbones Group (on a consolidated basis) are subject to the UK prudential regulatory capital framework comprising the UK CRR and UK CRD IV Directive (together referred to as "**UK CRD IV**"), certain chapters of the PRA Rulebook and relevant supervisory statements (as described in more detail below) and are supervised for prudential regulatory purposes by the PRA and the FCA. UK CRR imposes minimum capital adequacy requirements (including requirements on the eligibility and quality of own funds), liquidity requirements, rules that prevent concentration risk (large exposures) and other formulaic prudential regulatory requirements, while the UK CRD IV Directive (largely implemented in the PRA Rulebook) includes requirements relating to additional capital buffers, governance and supervision.

Investec W&I UK, as an FCA-regulated investment firm, is subject to MIFIDPRU (the UK prudential regulatory regime for investment firms) on an individual basis and also currently forms part of the Investec PLC prudential regulatory consolidation group pursuant to UK CRR (and supervised by the PRA on a group basis).

The Enlarged Rathbones Group will have to ensure continued compliance with the requirements in UK CRD IV on a consolidated basis.

The CRD IV

The first elements of the Basel III reforms, which were finalised in 2011, were implemented in the EU through the CRD IV Directive and the CRR which became effective on 1 January 2014. However, a number of the other Basel III reforms were not actually finalised by 2011 and therefore not implemented in the EU through the CRD IV Directive and the CRR. These later Basel III reforms included: (i) a new standardised approach for measuring counterparty credit risk and a revised framework for capital requirements for banks' exposures to central counterparties; (ii) leverage ratio as a Pillar I capital requirement; (iii) a revised framework for large exposures; (iv) revised credit risk rules for exposures to collective investment undertakings; and (v) a binding net stable funding ratio. These further Basel III reforms were implemented in the EU through the Capital Requirements Regulation II ("**EU CRR II**") and Capital Requirements Directive V ("**EU CRD V**"). A small number of the provisions of EU CRR II came into effect on 27 June 2019 including provisions relating to TLAC/MREL, with the majority coming into effect from 28 June 2021, while the EU CRD V had to be implemented by Member States by 28 December 2020. The fast-tracked EU CRR II provisions that were in effect prior to the end of the transition period for Brexit form part of retained EU legislation (UK CRR, as referred to below), whereas the EU CRD V was transposed in the UK within the transposition deadline but most of the amendments were subsequently repealed.

The final set of Basel III reforms contained in the Basel Committee's December 2017 publication, "Finalising Basel III", include: (i) substantial amendments to the standardised and internal ratings based approach for credit risk as well as operational risk rules; (ii) an output floor to limit the regulatory capital benefit of banks using internal model approaches compared to the standardised/non model approaches to calculate credit, market and operational risk; and

(iii) introduction of the fundamental review of the trading book market risk rules. These various reforms, sometimes referred to as Basel 3.1/Basel IV, are due to be implemented in the EU from 1 January 2025, which is a two-year delay to the Basel Committee's implementation date of 1 January 2023. The European Commission recently published its proposed rules to implement Basel IV by way of a Regulation amending EU CRR II and a Directive amending EU CRD V (known as EU CRR3). As the UK is no longer a member of the EU, the UK will not implement these proposals and the PRA has published its own rules implementing Basel IV (see below).

Current UK prudential regulatory regime

The current UK prudential regulatory framework for UK banks and PRA-designated investment firms ("**UK CRR firms**") reflects the EU bank prudential requirements that applied at the point when EU law ceased to apply in the UK at the end of the Brexit transition period, on 31 December 2020, as well as further rules made by the PRA pursuant to their powers under the Financial Services Act 2021, including PRA rules implementing the Basel III reforms contained in EU CRR II, which came into force on 1 January 2022. Rathbones Investment Management Limited (on a solo basis) and Rathbones Group (on a consolidated basis) is subject to the prudential rules contained in the onshored version of the CRR, known as "**UK CRR**". UK CRR is supplemented by: (i) the onshored[20] EU law versions of the delegated acts and implementing regulations made under CRR; and (ii) the PRA Rulebook for UK CRR firms, as well as PRA guidance in the form of Supervisory Statements.

The UK used its discretion not to implement those EU CRR II rules which applied in the EU from June 2021 (so after the end of the transition period), instead choosing to introduce prudential reforms directly implementing the Basel standards (on which EU CRR II was based), using the powers given to it under the Financial Services Act 2021. Subsequently, HM Treasury was empowered to delete parts of UK CRR from onshored legislation, and the PRA restated those rules (with amendments, where relevant) in the PRA Rulebook. The UK Basel III rules are therefore similar but not identical to the EU CRR II drafting. The Basel III reforms have applied to UK CRR firms from 1 January 2022 through detailed requirements set out in the PRA Rulebook (CRR firms) and other PRA supervisory materials. The prudential requirements for UK CRR firms are, therefore, set out in a mixture of PRA rules and primary legislation in the form of those provisions of UK CRR that remain in force. The ultimate aim of HM Treasury is to transfer the bulk of the provisions in UK CRR to the PRA Rulebook. This will allow the PRA more flexibility to change or dispense with rules. As regards the implementation in the UK of the final Basel III reforms (i.e. Basel IV), the PRA has confirmed that, similar to the EU, it will delay the implementation date by two years, from 1 January 2023 to 1 January 2025 and published separately its proposed rules implementing the Basel 3.1 standards in the UK on 30 November 2022 (CP16/22 – Implementation of the Basel 3.1 standards).

Regulatory capital and risk weighted assets

The UK capital framework comprises four parts:

(a) Pillar 1 – minimum requirements for credit risk, market risk and operational risk including a CET1 Capital ratio of 4.5 per cent., a Tier 1 capital ratio of 6 per cent. and a total capital ratio of 8 per cent.

(b) Pillar 2A – requirements imposed by the PRA to reflect the status of risks either not addressed or only partially addressed by the Pillar 1 requirements (e.g. pension risk or group risk).

(c) CRD capital buffers – these comprise: (i) the capital conservation buffer equal to CET1 of 2.5 per cent. of a firm's total risk exposure amount; (ii) the counter-cyclical capital buffer of CET1 equal to a firm's total risk exposure amount multiplied by an institution-specific countercyclical capital buffer rating ((i) and (ii) together being the "**Combined Buffer Requirement**"). The UK's counter cyclical buffer ratio is currently one per cent., but it will

[20] Onshoring refers to the process of amending pre-existing EU regulations which are directly applied in the UK before the end of the transition period for Brexit and making amendments to domestic law in the UK transposing EU directives to ensure that they continue to operate on a UK only basis. CRR was onshored through various statutory instruments made under the European Union (Withdrawal Agreement) Act 2018 (and European Union (Withdrawal Agreement) Act 2020).

increase to two per cent. with binding effect from 5 July 2023. In addition, there are systemic buffers such as the Global Systemically Important Institutions or Other Systemically Important Institutions buffer which do not apply to Rathbones Investment Management Limited. If the Combined Buffer Requirement is not met, a bank is required to restrict its distributions in accordance with the maximum distributable amount calculation. Rathbones meets the Combined Buffer Requirement in full and such restrictions do not apply.

(d) PRA buffer – the PRA can require a firm to hold a PRA buffer, which is an amount of capital that firms should hold in addition to their total capital requirement (Pillar 1 and Pillar 2A) to cover risks not covered elsewhere and losses that may arise under stress. The PRA buffer is normally confidential and non-disclosable.

Pillars 1 and 2A together represent the Total Capital Requirement.

Leverage ratio framework

Since 2016, the PRA's leverage ratio framework has applied as a binding Pillar 1 requirement to the eight largest UK banks and building societies with retail deposits in excess of €50 billion. However, from 1 January 2023, the UK leverage ratio rules were extended to: (i) apply to a wider range of firms including firms, RFB sub-groups and UK CRR consolidation entities with non-UK assets equal to or greater than £10 billion (calculated on an individual, sub-consolidated and consolidated basis respectively); and (ii) to apply the leverage ratio requirement on an individual basis to any firm that is not a UK CRR consolidation entity or a ring-fenced body ("RFB") that is the ultimate parent within an RFB sub-group. The framework comprises a number of key elements:

(a) a 3.25 per cent. leverage ratio minimum requirement, denominated in Tier 1 capital, that must be met with at least 75 per cent. CET1 capital.

(b) additional leverage ratio buffer to reflect systemic importance and a counter-cyclical leverage ratio buffer. These buffers are scaled at 35 per cent. of their risk weighted equivalents and must be met with CET1 capital.

For the rest of the UK CRR firms including Rathbones, the leverage ratio applies as a reporting obligation.

Liquidity requirements

Rathbones Investment Management Limited is subject to both a binding Pillar 1 NSFR and an LCR. The NSFR requires a bank to hold long term stable funding for its longer term assets and not to rely on short-term wholesale funding. A bank's NSFR ratio must be at least 100 per cent. on an ongoing basis. The LCR is designed to ensure that banks have the necessary liquid assets, easily convertible into cash, to withstand short-term idiosyncrasies and market-wide liquidity stress. A bank is required to hold an amount of high-quality liquid assets equal to or greater than their net cash outflows over a 30-day period. The liquid asset buffer should enable a firm to withstand a range of severe stress scenarios. Firms may drawdown their liquid assets buffer in times of stress.

4.7 Client Assets

Principle 10 of the FCA Handbook Principles for Businesses requires firms to arrange adequate protection for assets when the firm is responsible for them. The FCA Handbook's CASS rules elaborate on this requirement, setting out the rules that apply to firms that are permitted to hold client money and assets. This includes certain firms in the Rathbones Group and the Investec PLC Group and, if the Combination completes, will include firms in the Enlarged Rathbones Group.

The requirements set out in CASS aim to protect money and assets belonging to a firm's clients from the insolvency of that firm and to ensure that, if a firm is subject to insolvency proceedings, client money and assets can be promptly returned to the client. The rules seek to achieve this by requiring firms to keep client money and assets separate from their own, by preventing firms from using client money and assets for their own purposes and by requiring firms to keep records of the client money and assets that they do hold.

4.8 Specialist Sourcebooks

These specialist sourcebooks set out requirements relating to UCITS, AIFs and their managers that implement the UK UCITS Directive and the UK AIFMD.

4.9 UK recovery and resolution regime

Following the financial crisis of 2007/2008, the Banking Act 2009 was introduced in the UK to provide a bespoke framework to facilitate the resolution of banks which, broadly, are failing or are likely to fail to meet their regulatory threshold conditions and which cannot be assisted through normal regulatory action or market-based solutions. Work in a similar vein was also ongoing at the European level and resulted in the Bank Resolution and Recovery Directive 2014/59/EU (the "**BRRD**"). The BRRD rules were largely implemented in the UK with effect from January 2015 (except in relation to certain requirements including the contractual recognition of bail-in which came into force in January 2016).

BRRD was amended by BRRD II (Directive (EU) 2019/879), which the UK was required to transpose by 28 December 2020. BRRD II was implemented in the UK within the transposition deadline above with certain amendments (such as those relating to Article 55 BRRD) being subsequently repealed in the UK.

Under the Banking Act 2009 (the "**Banking Act**"), substantial powers are granted to HM Treasury, the Bank of England, the PRA and the FCA (together the "**Authorities**") as part of the special resolution regime (the "**SRR**"). These powers enable the Authorities to engage with and stabilise, amongst other entities, UK-incorporated institutions subject to the Banking Act (i.e. UK-incorporated institutions authorised to accept deposits and PRA-designated investment firms) (the "**UK Resolution Entities**") when the resolution conditions are satisfied (including when a UK Resolution Entity is failing, or is likely to fail) and certain policy objectives are met. The SRR provides for five resolution tools referred to as "stabilisation options", that can be used by the Bank of England as the resolution authority in respect of UK Resolution Entities: (i) the "bail-in" tool; (ii) the "transfer to a private sector purchaser" tool; (iii) the "bridge institution" tool; (iv) the transfer to an "asset management vehicle" tool; and (v) the transfer to temporary public ownership tool. These can be used separately or in combination and are complemented by a number of ancillary resolution powers (including early intervention measures).

The SRR also provides the Bank of England as the resolution authority in respect of UK Resolution Entities with: (i) powers to impose early intervention measures before a UK Resolution Entity is failing or is likely to fail; and (ii) various resolution powers, including the power to: (a) take control of a UK Resolution Entity under resolution and exercise all the rights and powers conferred upon the shareholders, other owners and the management body of the UK Resolution Entity, or remove or replace the management body and senior management of the UK Resolution Entity; (b) transfer all or some of the shares or other instruments of ownership issued by, or some or all of the assets, rights or liabilities of (which may include instruments issued by), a UK Resolution Entity under resolution; (c) reduce, including to zero, the principal amount of or outstanding amount due in respect of eligible liabilities (i.e. not excluded liabilities) of a UK Resolution Entity under resolution, or convert such liabilities into ordinary shares or other instruments of ownership of that UK Resolution Entity; (d) cancel debt instruments issued by a UK Resolution Entity under resolution (other than secured or other excluded liabilities); (e) reduce, including to zero, the nominal amount of shares or other instruments of ownership of a UK Resolution Entity under resolution and cancel such shares or other instruments of ownership; (f) require a UK Resolution Entity under resolution to issue new shares or other instruments of ownership or other capital instruments, including preference shares and contingent convertible instruments; (g) except for secured or other excluded liabilities, amend or alter the maturity of debt instruments and other eligible liabilities issued by a UK Resolution Entity under resolution or amend the amount of interest payable under such instruments and liabilities, or the date on which the interest becomes payable, including by suspending payment for a temporary period; and/or (h) close out and terminate financial contracts or derivatives contracts. In addition, the Bank of England has the powers to suspend termination and payment rights under a UK Resolution Entity's contracts with certain third parties (including financial contracts) for up to two working days, to disapply termination rights (i.e., resolution action itself cannot give rise to a termination or enforcement right) and to restrict the enforcement of security interests.

Further, on a UK Resolution Entity's entry into resolution, the Bank of England has the power to: (i) remove rights to acquire further shares or other instruments of ownership in the UK Resolution Entity; (ii) discontinue the listing of securities issued by the UK Resolution Entity; (iii) cancel or modify the terms of a contract to which the UK Resolution Entity under resolution is a party or substitute a recipient as a party; and/or (iv) provide for continuity arrangements necessary to ensure that the resolution action is effective and, where relevant, the business transferred may be operated by the recipient.

4.10 Rathbones' resolution strategy

There are broadly three resolution strategies (i.e., strategies to implement the resolution tools discussed above):

(i) "**modified insolvency process**" under Part 2 of the Banking Act – for those institutions which the Bank of England considers not to provide services of a scale considered critical and for which it is considered that a pay-out by the Financial Services Compensation Scheme ("**FSCS**") of covered depositors would meet the Bank of England's resolution objectives;

(ii) "**partial property transfer**" – for those institutions which the Bank of England considers to be too large for a modified insolvency process but where there is a realistic prospect that critical parts of the business could be transferred to a purchaser (normally mid-sized banks); and

(iii) "**bail-in**" – for the largest and most complex banks, which are also required to maintain sufficient MREL resources to absorb losses.

The Bank of England has confirmed that the preferred resolution strategy for Rathbones Investment Management Limited is modified insolvency. It follows that (i) for now, the resolution strategy is set at the level of Rathbones Investment Management Limited rather than Rathbones and (ii) bail-in either at the Rathbones Investment Management Limited level or the Rathbones level is unlikely to be used in practice, although the Bank of England has the flexibility to change a firm's or group's resolution strategy (provided that certain public interest tests are met at the time) and has the discretion to use its alternative resolution powers and early intervention measures listed in paragraph 4.9 above.

In the event that Rathbones were to enter into insolvency (instead of being subject to a stabilisation option), the Ordinary Shares and the Convertible Non-Voting Ordinary Shares would rank *pari passu* with each other and would represent the most subordinated claim on its assets. The holders of the Ordinary Shares and the Convertible Non-Voting Ordinary Shares would therefore be entitled to any net proceeds available after satisfying all prior-ranking claims (including in relation to any additional tier 1 or tier 2 instruments then outstanding) in proportion to the notional amounts of capital paid up (or credited as paid up) on the shares held by them. This insolvency ranking is consistent with the eligibility requirements for treating the Ordinary Shares and the Convertible Non-Voting Ordinary Shares as common equity tier 1 capital.

Rathbones is subject to recovery and (simplified) resolution planning obligations. In addition, Rathbones is not subject to MREL requirements above its capital requirements.

Investec W&I UK, as a MIFIDPRU firm, is not a UK Resolution Entity subject to the Banking Act and it is subject to wind-down planning obligations under the FCA regime instead.

5 JERSEY REGULATION

The carrying on of controlled investment business, such as investment advice and portfolio management, in or from within Jersey and, in the case of a Jersey company, anywhere in the world, is regulated by the JFSC under the Financial Services (Jersey) Law 1998 (the "**FSJ Law**"). The Rathbones Group contains an FSJ Law-regulated investment business.

5.1 The FSJ Law

The FSJ Law: (i) requires all persons carrying on financial service businesses in or from within Jersey and, in the case of a Jersey company, anywhere in the world to be registered by the JFSC; (ii) defines the classes of financial service business (including investment business); and (iii) provides for exemptions and imposes requirements for those intending to become principal persons or shareholder controllers of registered entities and on those intending to increase, reduce or dispose of their shareholder controller interests though some prescribed thresholds. It also provides for the supervisory powers of the JFSC and rules on market manipulation, misleading information and insider dealing.

5.2 Code of Practice

The Investment Business Code of Practice (the "**Code**") is issued by the JFSC under powers granted to it under the FSJ Law. The Code sets out the principles and detailed requirements that must be complied with in the conduct of investment business. The Code applies to all persons registered by the JFSC to carry on investment business (a "**registered person**").

The Code provides enforceable requirements in the form of high-level principles supported by detailed rules in the areas of corporate governance, conduct of business and prudential matters and are arranged under the following seven principles:

(a) a registered person must conduct its business with integrity;

(b) a registered person must have the highest regard for the interests of its clients;

(c) a registered person must organise and control its affairs effectively for the proper performance of its business activities, and be able to demonstrate the existence of adequate risk management systems;

(d) a registered person must be transparent in its business arrangement;

(e) a registered person must maintain, and be able to demonstrate the existence of, adequate financial resources and adequate insurance;

(f) a registered person must deal with the JFSC in an open and co-operative manner; and

(g) a registered person must not make statements that are misleading, false or deceptive.

5.3 Licensing Policy

The FSJ Law establishes threshold conditions that apply on an on-going basis – the fit and proper assessment – to registered persons, their owners and controllers and key persons. This assessment process includes consideration of integrity, competence, financial standing, structure and organisation.

The JFSC has published a licensing policy for registered persons which provides further information on the JFSC's 'fit and proper' assessment and highlights the continuing nature of the fit and proper assessment. The Code assists the JFSC with its on-going consideration of the fitness and propriety of a registered person by setting out actions that the registered person must or must not undertake, which it can then be assessed against.

5.4 Financial Services (Investment Business (Client Assets)) (Jersey) Order 2001

Article 20 of the FSJ Law requires that where a registered person has control of or is otherwise responsible for client assets which he or she is required to safeguard, he or she shall arrange proper protection for them by way of segregation and identification of the assets or otherwise in accordance with the responsibilities he or she has accepted. The Financial Services (Investment Business (Client Assets)) (Jersey) Order 2001 expands on this requirement, imposing conditions as to the segregation, accounting for and use of client money, providing for the opening of client bank accounts, their use and payments in and out of the accounts, providing for the paying of interest and for the reconciliation of accounts. Provisions are also included for the protection of investments, the safekeeping of documents, accounting for and reconciliation of title to investments, the storage of property, the maintenance of insurance and the dealing with third parties in relation to the property. The Order also regulates the procedure in respect of client accounts in the event of bankruptcy or insolvency of the registered person or any relevant bank or intermediary.

5.5 Anti-Money Laundering

Registered persons are also subject to Jersey anti-money laundering and anti-terrorist financing ("**AML/CFT**") requirements and are supervised by the JFSC for compliance with those requirements.

The Jersey AML/CFT requirements also apply to any other 'financial services business' (which expression is more broadly defined for Jersey AML/CFT purposes). Persons carrying on 'financial services business' in or from within Jersey or, for a Jersey company or person whose registered office is in Jersey, anywhere in the world must not carry on their business until they are registered with the JFSC for such supervision under the Proceeds of Crime (Supervisory Bodies) (Jersey) Law 2008. The Enlarged Rathbones Group will contain businesses that are so registered.

There are severe sanctions for any person carrying on business in contravention of the Jersey AML/CFT requirements.

6 GUERNSEY REGULATION

The carrying on of investment business, including giving investment advice and undertaking discretionary investment management, in or from within Guernsey and, in the case of a Guernsey company, anywhere in the world, is regulated by the Guernsey Financial Services Commission (the "**GFSC**") under the Protection of Investors (Bailiwick of Guernsey) Law, 2020 (the "**POI Law"**). The Enlarged Rathbones Group will contain a POI Law-regulated investment business.

6.1 The POI Law

The POI Law requires all persons carrying on controlled investment business in or from within the Bailiwick of Guernsey to be licensed by the GFSC, prescribes the categories of investments, and activities in relation thereto, which constitute such controlled investment business, provides for exemptions and imposes requirements for those intending to become controllers (including owners) of licensed entities. Certain supervisory powers are included in the POI Law but otherwise, the supervisory and enforcement powers of the GFSC are predominantly set out in the Financial Services Business (Enforcement Powers) (Bailiwick of Guernsey) Law, 2020.

6.2 Conduct of Business

The Licensees (Conduct of Business) Rules and Guidance, 2021 (the "**COB Rules"**) are issued by the GFSC under powers granted to it under the POI Law. The COB Rules set out the standards to be met by all persons licensed by the GFSC under the POI Law (a "**licensed person**"), unless otherwise agreed by the GFSC, together with guidance notes suggesting ways of achieving compliance with the prescribed standards, which concern the following subject matters:

(a) corporate governance and senior management;

(b) compliance;

(c) accounting records and financial statements;

(d) conduct of business;

(e) record keeping;

(f) client relations and client protection (imposing requirements concerning the safekeeping of client assets and imposing conditions as to, amongst other things, the segregation, accounting for and use of client money, providing for the opening of client bank accounts, their use and payments in and out of the accounts);

(g) conflicts of interest; and

(h) notifications to the GFSC.

The Licensees (Capital Adequacy) Rules and Guidance 2021 (the "**CA Rules**") set out the out the financial resource requirements for a licensed person under the POI Law.

The COB Rules and the CA Rules are supportive of the GFSC's "Principles of Conduct of Finance Business" and "Finance Sector Code of Corporate Governance", which are wider, less prescriptive sets of principles applicable to licensed persons.

6.3 Licensing Policy

The POI Law establishes threshold conditions (the "Minimum Criteria for Licensing") that apply on an on-going basis to licensed persons and holders of supervised roles in relation to licensed persons (i.e. controllers (including owners) and key persons). These criteria relate to fitness and propriety, integrity and skill, financial standing and conduct of business.

6.4 Anti-Money Laundering

Licensed persons are also subject to Guernsey AML/CFT requirements and are supervised by the GFSC for compliance with those requirements.

The Guernsey AML/CFT requirements also apply to any other financial services business and certain other prescribed businesses.

There are severe sanctions for any person carrying on business in contravention of the Guernsey AML/CFT requirements.

7 US REGULATION

7.1 United States Investment Advisers Act

Rathbones Investment Management Limited is registered under the Investment Advisers Act of 1940, as amended ("**Advisers Act**") with the SEC in the United States. The Advisers Act establishes a number of substantive requirements governing the operation of a registered investment adviser and the relationship between that registered investment adviser and its clients. Such requirements include, but are not limited to:

(a) SEC examination and inspection of books and records;

(b) fiduciary duties to advisory clients;

(c) maintaining an effective compliance program and code of ethics;

(d) appointment of Chief Compliance Officer;

(e) periodic disclosure;

(f) custody requirements;

(g) recordkeeping and reporting obligations;

(h) advertising;

(i) limitations on cross transaction between clients and principal transactions between the investment adviser and clients;

(j) pay-to-play rules related to political contributions; and

(k) general anti-fraud prohibitions.

The Advisers Act's substantive requirements could also apply to or otherwise impact other members of the Enlarged Rathbones Group, to the extent that such other members conduct investment advisory activities on a joint or operationally-integrated basis with Rathbones Investment Management Limited.

8 RECENT AND FORTHCOMING UK REGULATION

8.1 This section gives an overview of some of the developments in UK regulation which may affect the Rathbones Group, as well as the Enlarged Rathbones Group following completion of the Combination.

(a) *The "Edinburgh Reforms"*

On 9 December 2022, in a statement made in Edinburgh by Jeremy Hunt, Chancellor of the Exchequer, and published by HM Treasury a wide-ranging set of reforms to the UK financial services sector were announced. Several of the reforms reflect measures that are being introduced through the Financial Services and Markets Bill 2022-23 ("**FSM Bill 2022-23**"), particularly those involving the revocation of retained EU law. The Chancellor stated that the aim of the reforms is to develop an "open, sustainable and technologically advanced financial services sector that is globally competitive and acts in the interests of communities and citizens". The reforms are divided into the following four categories: a competitive marketplace promoting effective use of capital, sustainable finance, technology and innovation and consumers and businesses.

(b) *The implementation of the Wholesale Market Review*

In 2021, the UK Government launched a review of the UK's wholesale securities markets known as the Wholesale Markets Review with a view to deciding how to adapt its approach to regulating secondary securities markets following Brexit. The Wholesale Markets Review proposed a number of wide-ranging changes to the regulation of securities trading in the UK – with the aim of creating a simpler and less prescriptive regime in a cost-effective way. These changes are primarily being implemented through the FSM Bill 2022-23 and amendments to the FCA Handbook.

(c) *Reform of the UK packaged retail and insurance-based investment products regime*

On 9 December 2022, HM Treasury published a consultation paper on its plans to repeal the UK PRIIPs Regulation and replace it with a new framework for retail disclosure. Retail disclosure regulations set the rules on what information and documentation needs to be provided when a member of the public (who is not a professional or institutional investor) buys an investment product. In the UK, some of these rules derive from the Packaged Retail and Insurance-based Investment Products (PRIIPs) Regulation, an EU regulation that was brought onto the UK statute book following the UK's exit from the EU. The UK Government has noted that PRIIPs Regulation has been widely criticised due to the misleading information that it requires be provided to investors and the unnecessary burden that it places on firms. HM Treasury's December 2022 consultation sets out the UK Government's plans to revoke the PRIIPs Regulation and seeks views on a proposed alternative framework for retail disclosure. In line with the governments Future Regulatory Framework Review, the Financial Conduct Authority will be responsible for setting detailed disclosure rules. The framework set out in the consultation will empower the FCA to deliver a regime that promotes informed retail investor participation in UK markets.

(d) *Sustainable disclosure requirements*

The Financial Conduct Authority launched a consultation in 2022 on sustainability disclosure requirements that will require companies, some financial institutions and occupational pension schemes to disclose sustainability-related information. The final rules will be published in 2023. The FCA proposes to introduce a package of measures aimed at building transparency and trust by introducing labels to help consumers navigate the market for sustainable investment products, and ensuring that sustainability-related terms in the naming and marketing products are proportionate to the sustainability profile of the product. There will also be new requirements for distributors to ensure that product-level information is made available and is clear to consumers as well as a new anti-greenwashing rule that will apply to all regulated firms and reiterate that the existing 'clear, fair and not misleading' rules apply to sustainability related claims.

(e) *Reform of consumer information requirements under the Payment Account Regulations 2015*

On 9 December 2022, HM Treasury published a consultation paper on information requirements in the Payment Accounts Regulations 2015 (SI 2015/2038) ("**PARs**") as part of its Edinburgh Reforms. The PARs transposed the Payment Accounts Directive (2014/92/EU) into UK law. In 2021, HM Treasury conducted a post-implementation review of the PARs. Overall, it concluded that the PARs had met their objectives but noted that there were opportunities to reduce burdens on firms while continuing to support consumers. Part 2 of, and Schedules 1 and 2 to, the PARs set out requirements intended to improve the comparability of fees connected with payment accounts. HM Treasury expects that many of these requirements are either too prescriptive or less necessary in a UK context. For example, documents must follow rigid presentational formats, with limited flexibility for firms to provide information in a way that works better for them and their customers. In addition, HM Treasury thinks it is likely that many consumers do not use these documents to compare current accounts, particularly because, compared to EU countries, UK current accounts generally have fewer fees and charges associated with normal account usage. As a result, HM Treasury is seeking views on the requirements in Part 2 of, and Schedules 1 and 2 to, the PARs.

(f) *Proposals to broaden access to investment advice*

On 30 November 2022, the FCA launched a consultation on proposals to broaden access to financial advice for mainstream investments broadening access to financial advice for mainstream investments (CP22/24). The FCA will aim to publish a policy statement and final rules and guidance in spring 2023, targeting implementation of the regime before the end of the 2023/24 financial year, so firms will be able to start offering "core investment advice" from the beginning of April 2024. The FCA is proposing to introduce a new core investment advice regime, with the aim of allowing firms to provide consumers with greater access to simplified advice on investing in mainstream products (specifically within stocks and shares ISAs (S&S ISAs)). The new consumer duty regime will also apply to the core investment advice regime.

The FCA's proposals cover:

(i) Core investment advice: limiting the possible investments that advisers can recommend under the regime to a set of mainstream investments, by excluding any recommendations to invest in high risk investments. A new Handbook definition of "core investment advice" will be created.

(ii) Suitability requirements: amending existing suitability requirements to reflect the narrower scope and complexity of advice relevant to consumers' decisions. Appendix 2 of CP22/24 contains draft suitability guidance clarifying suitability obligations so that firms have information about the minimum level of information expected for their fact find. This aims to reduce the time needed for the fact finding and resolve some of the liability concerns firms may have. The FCA does not propose any new requirements or amendments to existing COBS 9A requirements for the assessment of suitability.

(iii) Charging: allowing greater flexibility in charging structures to allow consumers to pay for transactional advice in instalments. The FCA expects that the changes should mean core investment advice can be offered to consumers at a lower price point than holistic financial advice.

(iv) Qualifications: reducing existing qualification requirements to reflect this narrow scope advice (focusing only on a technical and regulatory understanding to advise on mainstream investments).

(g) The FCA's new Consumer Duty

The FCA is introducing a new consumer duty setting higher expectations for the standard of care that firms provide to customers and goes beyond the FCA's current set of Principles and rules. For many firms, this will require a significant shift in culture and behaviour, where they consistently focus on consumer outcomes and put customers in a position where they can act and make decisions in their interests. The consumer duty will consist of a new consumer principle that will be supported by cross-cutting rules and guidance. Both of these will be underpinned by further rules and guidance relating to four outcomes that represent key elements across the whole firm-consumer relationship. It will apply from 31 July 2023 to all new products and services, and all existing products and services that remain on sale or open for renewal. It will apply to all closed products and services from 31 July 2024. There are three elements to the consumer duty: a new consumer principle (Principle 12) which will state "[a] firm must act to deliver good outcomes for retail clients"; new cross-cutting rules which will support the consumer principle by setting clear expectations for firms' cultures and behaviours;

and the “four outcomes” – a suite of other rules and guidance linked to four particular outcomes that represent the key elements across the whole firm-consumer relationship. The outcomes relate to the quality of firms’ products and services, the price and value of products and services, consumer understanding and support for consumers.

PART 5

HISTORICAL FINANCIAL INFORMATION OF RATHBONES

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 and 31 December 2022 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.

PART 6

OPERATING AND FINANCIAL REVIEW OF RATHBONES

The operating and financial review of the Rathbones Group should be read in conjunction with the section of this document entitled 'Risk Factors', Part A (*Information on the Rathbones Group*) of Part 3 (*Information relating to Rathbones, Investec W&I UK and their Industries*), Part C (*Information on the Rathbones Group's and the Investec W&I UK Group's industry*) of Part 3 (*Information relating to Rathbones, Investec W&I UK and their Industries*), and the 2022 Annual Report, the 2021 Annual Report and the 2020 Annual Report, which are incorporated into this document by reference as explained in Part A and Part B of Part 13 (*Information Incorporated by Reference*).

Recipients should read the whole of this document and the documents herein incorporated by reference and should not rely solely on the financial information set out in this Part 6 (*Operating and Financial Review of Rathbones*). Some of the information in the review set out below and elsewhere in this document and in the information incorporated by reference into this document includes forward-looking statements that involve risks and uncertainties. Rathbones' actual results may differ materially from those discussed in these forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those discussed below and elsewhere in this document, including the section entitled "Risk Factors" and that entitled "Important Information" of this document.

Overview

An overview of Rathbones' business is provided under the heading "Business Overview" in Part A (*Information on the Rathbones Group*) of Part 3 (*Information relating to Rathbones, Investec W&I UK and their* Industries) of this document.

Results and Operations

Part B of Part 13 (*Information Incorporated by Reference*) contains specific items of information in respect of the operating and financial review of Rathbones which have been incorporated by reference into this document.

Summary of Cash Flows

The summary of cash flows relating to Rathbones set out below is extracted without material adjustment (except where restated, see Note 1 below) from audited reports and consolidated accounts of Rathbones prepared under IFRS for the financial years ended 31 December 2020, 31 December 2021 and 31 December 2022:

	Year ended 31 December 2022 (£'000)	**Year ended 31 December 2021 (Restated[1]) (£'000)**	**Year ended 31 December 2020 (£'000)**
Cash flows from operating activities	110,563	145,037	110,826
Cash (used in)/generated from operations	310,547	(141,805)	53,425
Net cash (outflow)/inflow from operating activities	292,934	(169,012)	32,015
Net cash used in investing activities	(302,088)	(203,034)	(78,715)
Net cash generated from/ (used in) financing activities	(71,713)	(31,058)	(44,639)
Net decrease in cash and cash equivalents	(80,867)	(403,104)	(91,339)
Cash and cash equivalents at the end of the year	1,572,723	1,653,590	2,056,694

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.*

Rathbones' operating cash flow for the financial year ended 31 December 2022 was £292.9 million. This compares to Rathbones' underlying profit before tax for the financial year ended 31 December 2022 of £97.1 million.

Capital Resources

During the periods ended 31 December 2020, 31 December 2021 and 31 December 2022, the most significant cash outflow was in connection with the acquisition of Saunderson House as detailed in Part A (*Information on the Rathbones Group*) of Part 3 (*Information relating to Rathbones, Investec W&I UK and their Industries*).

Rathbones' sources of liquidity include its cash flows from operations, its cash balances and its existing Fixed to Floating Rate Subordinated Loan Notes due 2031 which is described in detail in paragraph 11 (*Material contracts*) of Part 12 (*Additional Information*) of this document.

Current Trading and Prospects

An update on the current trading and prospects of the Rathbones Group is provided under the heading "Current Trading and Recent Trends" in Part A (*Information on the Rathbones Group*) of Part 3 (*Information relating to Rathbones, Investec W&I UK and their Industries*).

Accounting Policies

Critical accounting policies are those policies that require the application of Rathbones management's most challenging, subjective or complex judgements, often as a result of the need to make estimates about the effect of matters that are inherently uncertain and may change in subsequent periods. Critical accounting policies involve judgements and uncertainties that are sufficiently sensitive to result in materially different results under different assumptions and conditions. A detailed description of certain of the main accounting policies used in preparing Rathbones' historical financial information is set forth in Note 1 to Rathbones' consolidated audited financial statements for the financial year ended 31 December 2022, which are incorporated by reference into this document as described Part A (*Historical Financial Information in respect of Rathbones*) of Part 13 (*Information Incorporated by Reference*) of this document.

PART 7

HISTORICAL FINANCIAL INFORMATION OF INVESTEC W&I UK GROUP

Part A
Accountants' Report on the Historical Financial Information of Investec W&I UK Group

The Directors
Rathbones Group Plc
8 Finsbury Circus
London
EC2M 7AZ

1 June 2023

Dear Sirs/Madams

Investec Wealth & Investment Limited

We report on the financial information set out in Part B of Part 7 of the combined circular and prospectus dated 1 June 2023 of Rathbones Group Plc (the "**Company**") (the "**Document**"), for the years ended 31 March 2020, 31 March 2021 and 31 March 2022 (the "**Financial Information**").

This report is required by Listing Rule 13.5.21 and is given for the purpose of complying with that item and for no other purpose.

Save for any responsibility arising under Prospectus Regulation Rule 5.3.2R (2)(f) to any person as and to the extent there provided or which we may have to ordinary shareholders as a result of the inclusion of this report in the Document, to the fullest extent permitted by law we do not assume any responsibility and will not accept any liability to any other person for any loss suffered by any such other person as a result of, arising out of, or in connection with this report or our statement, required by and given solely for the purposes of complying with item 1.3 of Annex 1 of the UK version of Commission Delegated Regulation (EU) 2019/980 and Listing Rule 13.4.1R (6), consenting to its inclusion in the Document.

Opinion on the Financial Information

In our opinion, the Financial Information gives, for the purposes of the Document dated 1 June 2023, a true and fair view of the state of affairs of Investec Wealth & Investment Limited as at 31 March 2020, 31 March 2021 and 31 March 2022 and of its profits, comprehensive income, cash flows and changes in equity for the periods then ended in accordance with the basis of preparation set out in note 1.1 to the Financial Information.

Responsibilities

The Directors of the Company are responsible for preparing the Financial Information on the basis of preparation set out in note 1.1 to the Financial Information.

It is our responsibility to form an opinion on the Financial Information and to report our opinion to you.

Basis of Preparation

The Financial Information has been prepared for inclusion in the Document on the basis of the accounting policies set out in note 1 to the Financial Information.

Basis of opinion

We conducted our work in accordance with Standards for Investment Reporting issued by the Financial Reporting Council in the United Kingdom. We are independent in accordance with the FRC's Ethical Standard as applied to Investment Circular Reporting Engagements, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Our work included an assessment of evidence relevant to the amounts and disclosures in the Financial Information. It also included an assessment of significant estimates and judgments made by those responsible for the preparation of the Financial Information and whether the accounting policies are appropriate to the entity's circumstances, consistently applied and adequately disclosed.

We planned and performed our work so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the Financial Information is free from material misstatement whether caused by fraud or other irregularity or error.

Our work has not been carried out in accordance with auditing or other standards and practices generally accepted in other jurisdictions and accordingly should not be relied upon as if it had been carried out in accordance with those standards and practices.

Conclusions Relating to Going Concern

In performing our work on the Financial Information, prepared on the basis that the acquisition of Investec Wealth & Investment Limited by the Company completes, we have concluded that the Directors' use of the going concern basis of accounting in the preparation of the Financial Information is appropriate.

Based on the work we have performed, we have not identified any material uncertainties related to events or conditions that, individually or collectively, may cast significant doubt on Investec Wealth & Investment Limited's ability to continue as a going concern for a period of at least twelve months from the date of the Document.

Declaration

For the purposes of Prospectus Regulation Rule 5.3.2R (2)(f) we are responsible for this report as part of the Document and declare that, to the best of our knowledge, the information contained in this report is in accordance with the facts and that the report makes no omission likely to affect its import. This declaration is included in the Document in compliance with item 1.2 of Annex 1 of the UK version of Commission Delegated Regulation (EU) 2019/980.

Yours faithfully

Ernst & Young LLP

Part B
Historical Financial Information of Investec W&I UK Group

INVESTEC WEALTH & INVESTMENT LIMITED
CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 MARCH

	Notes	2022 £ '000	2021 £ '000	2020 £ '000
Interest and similar income		157	305	1,079
Interest expense and similar charges		(912)	(814)	(818)
Net interest (expense)/income	3	**(755)**	**(509)**	**261**
Fee and commission income		336,988	309,867	291,159
Net fee and commission income	4	**336,988**	**309,867**	**291,159**
Net trading income		**336,233**	**309,358**	**291,420**
Other operating income		1,609	1,800	10,343
Operating income		**337,842**	**311,158**	**301,763**
Charges in relation to client relationships		(4,654)	(5,210)	(5,550)
Other operating expenses		(248,625)	(234,119)	(239,736)
Operating expenses	5	**(253,279)**	**(239,329)**	**(245,286)**
Profit before tax		**84,563**	**71,829**	**56,477**
Taxation	6	(15,843)	(14,066)	(12,119)
Profit after tax		**68,720**	**57,763**	**44,358**
Profit for the year attributable to equity holders of Investec W&I UK		**68,720**	**57,763**	**44,358**
Other comprehensive income:				
Items that will not be reclassified to profit or loss				
Net remeasurement of post retirement benefit liability		40	(39)	32
Other comprehensive income/(expense) net of tax		**40**	**(39)**	**32**
Total comprehensive income for the year net of tax attributable to equity holders of Investec W&I UK		68,760	57,724	44,390

INVESTEC WEALTH & INVESTMENT LIMITED
CONSOLIDATED BALANCE SHEET
AS AT 31 MARCH

	Notes	2022 £ '000	2021 £ '000	2020 £ '000	As at 1 April 2019 £ '000
ASSETS					
Loans and advances to banks	8	179,651	192,380	149,978	149,653
Settlement balances		267,769	175,572	252,241	163,954
Investment securities at fair value through profit or loss	9	—	—	640	640
Prepayments, accrued income and other assets	10	36,814	41,735	38,142	42,725
Property plant and equipment	11	6,520	8,846	10,031	10,519
Right-of-use assets	12	34,396	36,558	37,727	40,100
Current tax assets		—	—	3,155	—
Net deferred tax asset	13	1,567	—	—	—
Intangible assets	14	72,104	75,581	77,461	83,000
Total assets		598,821	530,672	569,375	490,591
Liabilities					
Settlement balances		264,670	170,010	245,318	161,871
Accruals and other liabilities	15	81,747	74,838	67,543	77,007
Provisions	16	9,429	7,759	7,587	6,054
Lease liabilities	17	41,520	44,774	46,270	46,300
Current tax liabilities		576	10,553	—	7,722
Net deferred tax liability	13	—	121	1,614	1,645
Total liabilities		397,942	308,055	368,332	300,599
Equity					
Share capital	18	10,455	10,455	10,455	10,455
Share premium		125,428	125,428	125,428	125,428
Retained earnings		64,996	86,734	65,160	54,109
Total equity		200,879	222,617	201,043	189,992
Total liabilities and equity		598,821	530,672	569,375	490,591

INVESTEC WEALTH & INVESTMENT LIMITED
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 MARCH

	Note	Share capital £'000	Share premium £'000	Retained earnings £'000	Total equity £'000
At 1 April 2019		10,455	125,428	54,109	189,992
Profit for the year		—	—	44,358	44,358
Net remeasurement of post retirement benefit liability		—	—	32	32
Other comprehensive income net of tax		—	—	32	32
Recognition of long service employment benefits	16	—	—	(745)	(745)
Dividends paid	7	—	—	(35,000)	(35,000)
Net transfers from parent	1.1	—	—	2,406	2,406
At 31 March 2020		**10,455**	**125,428**	**65,160**	**201,043**
Profit for the year		—	—	57,763	57,763
Net remeasurement of post retirement benefit liability		—	—	(39)	(39)
Other comprehensive income net of tax		—	—	**(39)**	(39)
Charge and exercise of long service employment benefits	16	—	—	496	496
Dividends paid	7	—	—	(38,000)	(38,000)
Net transfers from parent	1.1	—	—	1,354	1,354
At 31 March 2021		**10,455**	**125,428**	**86,734**	**222,617**
Profit for the year		—	—	68,720	68,720
Net remeasurement of post retirement benefit liability		—	—	40	40
Other comprehensive income net of tax		—	—	40	40
Charge and exercise of long service employment benefits	16	—	—	552	552
Dividends paid	7	—	—	(92,500)	(92,500)
Net transfers from parent	1.1			1,282	1,282
Share-based payments					
- tax on share-based payments		—	—	168	168
At 31 March 2022		**10,455**	**125,428**	**64,996**	**200,879**

INVESTEC WEALTH & INVESTMENT LIMITED
CONSOLIDATED STATEMENT OF CASH FLOW
FOR THE YEAR ENDED 31 MARCH

	Note	2022 £ '000	2021 £ '000	2020 £ '000
Cash flow from operating activities				
Profit before tax		84,563	71,829	56,477
Adjustments to reconcile profit before tax to net cash flows:				
Change in fair value through profit or loss		—	(184)	—
Net charge for provisions		1,108	835	1,159
Net interest income/(expense)	3	755	509	(261)
Loss on disposal of property, plant and equipment	5	126	—	105
Depreciation, amortisation and impairment	5	13,352	13,547	13,584
Post retirement benefit liability charges		66	(19)	24
Post retirement benefit liability contributions paid		(188)	(174)	(193)
Gains recognised on IFRS 16 lease modifications		—	—	(29)
Share-based payment charges	19/5.1	2,242	3,039	4,971
		102,024	**89,382**	**75,837**
Changes in operating assets and liabilities:				
– net (increase)/decrease in settlement balance debtors		(92,197)	76,669	(88,287)
– net increase/(decrease) in prepayments, accrued income and other assets		4,921	(3,593)	4,583
– net increase/(decrease) in settlement balance creditors		94,660	(75,308)	83,447
– net increase/(decrease) in accruals, deferred income, provisions and other liabilities		6,162	4,740	(11,993)
Cash generated from operations		**115,570**	**91,890**	**63,587**
Interest paid		(886)	(777)	(781)
Interest received		157	305	1,079
Tax paid		(27,805)	(1,852)	(23,028)
Net cash inflow from operating activities		**87,036**	**89,566**	**40,857**
Cash flows from investing activities				
Proceeds from sale of property, plant, equipment and intangible assets		—	—	159
Purchase of property, plant, equipment and intangible assets	12/14	(2,926)	(5,628)	(3,087)
Proceeds from sale and redemption of investment securities		—	824	—
Net transfers from parent		1,282	1,354	2,406
Net cash used in investing activities		**(1,644)**	**(3,450)**	**(522)**
Dividends paid	7	(92,500)	(38,000)	(35,000)
Payment of lease liabilities		(5,621)	(5,714)	(5,010)
Net cash used in financing activities		**(98,121)**	**(43,714)**	**(40,010)**
Net (decrease)/increase in cash and cash equivalents		**(12,729)**	**42,402**	**325**
Cash and cash equivalents at the beginning of the year		192,380	149,978	149,653
Cash and cash equivalents at the end of the year	8	**179,651**	**192,380**	**149,978**

1 Principal accounting policies

Investec Wealth & Investment Limited ("**Investec W&I UK**") and its subsidiaries (together, "**Investec W&I UK Group**") are engaged in the business of providing investment management services to private clients, pension funds, charities and companies, and financial planning services to private clients. Investec W&I UK is limited by shares and is registered in England and Wales under the Companies Act 2006. The address of its registered office is 30 Gresham Street, London EC2V 7QN.

The basis of preparation and accounting policies used in preparing the Historical Financial Information in respect of Investec W&I UK Group for the three years ended 31 March 2020, 31 March 2021 and 31 March 2022 are set out below.

1.1 Basis of preparation

The consolidated Historical Financial Information for the three years ended 31 March 2020, 31 March 2021 and 31 March 2022 (the "**Historical Financial Information**") has been prepared specifically for the purposes of this Document and in accordance with the Prospectus Regulation Rules and the Listing Rules and in accordance with this basis of preparation. The Historical Financial Information does not constitute statutory accounts within the meaning of section 434(3) of the Companies Act 2006.

The basis of preparation describes how the Historical Financial Information has been prepared in accordance with UK-adopted International Accounting Standards ("**IFRS**"), except as described below.

IFRS does not provide for the preparation of carve-out financial information and accordingly in preparing the carve-out Historical Financial Information certain accounting conventions commonly used for the preparation of Historical Financial Information for inclusion in investment circulars as described in the Annexure to SIR 2000 *Standards for Investment Reporting applicable to public reporting engagements on Historical Financial Information* issued by the UK Financial Reporting Council have been applied. The application of these conventions results in the following material departure from IFRS.

The Historical Financial Information of Investec W&I UK Group omits the results of certain elements of the Investec W&I UK Group's historical business activities that are not to be acquired by Rathbones Group Plc ("**Rathbones**") as part of their proposed acquisition of Investec W&I UK Group, and therefore does not comply with the requirements of IFRS 10 Consolidated Financial Statements. Except for the carve-out adjustments made to reflect the perimeter of the acquired business, the Historical Financial Information has been prepared on a basis that combines the results and assets and liabilities of each of the entities that constitutes Investec W&I UK Group, derived from the accounting records of those entities, by applying the consolidation procedures of IFRS 10.

In all other material respects, IFRS has been applied.

The Historical Financial Information has been prepared on a historical cost basis, except for certain financial instruments that are measured at fair value. The financial information is presented in pounds sterling and all values are rounded to the nearest thousand (£ 000), except where otherwise indicated.

The following summarises the key accounting and other principles applied in preparing the carve-out Historical Financial Information:

- The carve-out adjustments relate to certain services provided by Investec W&I UK to Investec Securities (Pty) Limited of South Africa ("**SA business**") that will no longer be performed by Investec W&I UK Group following completion of the proposed acquisition. These adjustments comprise:

- Exclusion of (i) net interest income earned in connection with clients of the SA business, where Investec W&I UK provides administrative services (primarily treasury and operations services) to the SA business in connection with these clients; and (ii) income from recharges by Investec W&I UK to the SA business for these administration services; and
- Exclusion of (i) employment and related costs incurred by Investec W&I UK for individuals whose roles wholly support the activities of the SA business, and (ii) income from recharges by Investec W&I UK to the SA business for these employment and related costs.

The net impact on profit before tax from excluding such amounts is a reduction of profit of £2,095,000, £1,434,000, and £1,379,000 for the years ended 31 March 2020, 31 March 2021 and 31 March 2022, respectively. These adjustments have also resulted in a change in retained earnings and cash flows from investing activities. They are represented by the line 'Net transfers from parent' in the consolidated statements of changes in equity and in the consolidated statements of cashflow.

The accounting policies applied and disclosed below are consistent with those used by Rathbones in its last annual Historical Financial Information for the year ended 31 December 2022 and these policies have been applied consistently to all periods presented unless stated otherwise.

Investec W&I UK Group is single segment which operates 99% in the UK and will form part of the investment management segment for Rathbones. The information will accordingly not be provided for disaggregated segments.

1.2 First time adoption of IFRS

The Historical Financial Information for the years ended 31 March 2020, 31 March 2021 and 31 March 2022 are the first financial statements that Investec W&I UK Group has prepared in accordance with IFRS.

For all periods up to and including the year ended 31 March 2022, Investec W&I UK Group did not prepare consolidated statutory financial statements as it has taken advantage of the exemption under section 400 of the Companies Act 2006 not to prepare consolidated accounts and has not prepared consolidated financial statements for any other purpose. The statutory financial statements for those entities comprising the Investec W&I UK Group, were prepared in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework' ('FRS 101') and applicable accounting standards. FRS 101 applies the application of the recognition and measurement requirements of IFRS, as well as the disclosure requirements of IFRS except where FRS 101 provides a specific disclosure exemption.

Accordingly, Investec W&I UK Group has prepared the Historical Financial Information for all periods in accordance with IFRS as applicable as at 31 March 2022. In preparing the Historical Financial Information, Investec W&I UK Group's opening balance sheet has been prepared as at 1 April 2019, Investec W&I UK Group's assumed date of transition to IFRS.

Reconciliations of equity and total comprehensive income at 1 April 2019 or for the years ended 31 March 2020, 31 March 2021 and 31 March 2022 are not presented. There were no significant adjustments made when adjusting the opening balances from FRS 101 to IFRS on 1 April 2019 other than the initial application of IFRS 16 which has resulted in adjustments to right of use assets & lease liabilities, refer to note 12.

IFRS 1 allows first-time adopters certain exemptions from the retrospective application of certain requirements under IFRS, however no exemptions have been applied as the recognition and measurement requirements of FRS 101 and IFRS are the same.

Estimates made at 1 April 2019, 31 March 2020, 31 March 2021 and 31 March 2022 for the purposes of the Historical Financial Information are consistent with those made for the same dates in accordance with FRS 101.

1.3 Basis of consolidation

Investec W&I UK Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is obtained, and no longer consolidated from the date that control ceases; their results are included in the consolidated Historical Financial Information up to the date that control ceases. Inter-company transactions and balances between group companies are eliminated on consolidation.

1.4 Developments in reporting standards and interpretations

Standards and interpretations affecting the reported results or the financial position:

The following amendments to standards have been adopted in the Historical Financial Information, but have not had a significant impact on the amounts reported in the Historical Financial Information:

- IFRS 16 – Leases
- COVID-19-Related Rent Concessions (Amendment to IFRS 16)
- Interest Rate Benchmark Reform (Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16)

Future new standards and interpretations

The following standards are effective for annual periods beginning after 1 January 2023 and earlier application is permitted; however, Investec W&I UK Group has not early-adopted the amended standards, as listed below, in preparing the consolidated Historical Financial Information. Investec W&I UK Group intends to adopt these IFRS standards at the date when the IFRS becomes effective.

	Effective date
IFRS 17 Insurance Contracts	1 January 2023
Amendments to IFRS 17	1 January 2023
Classification of liabilities as current or non-current (Amendments to IAS 1)	1 January 2023
Disclosure of Accounting Policies (Amendments to IAS 1 and IFRS Practice Statement 2)	1 January 2023
Definition of Accounting Estimate (Amendments to IAS 8)	1 January 2023
Deferred Tax Related to Assets and Liabilities Arising from a Single Transaction – Amendments to IAS 12 Income Taxes	1 January 2023
Initial Application of IFRS 7 and IFRS 9 – Comparative Information (Amendments to IFRS 17)	1 January 2023
Classification of liabilities as current or non-current (Amendments to IAS 1)	1 January 2024
Lease Liability in a Sale and Leaseback – Amendments to IFRS 16	1 January 2024

None of the above standards are expected to have a material impact on Investec W&I UK Group's Historical Financial Information.

1.5 Business combinations

Business combinations are accounted for using the acquisition method. The consideration for each acquisition is measured at the aggregate of the fair values (at the date of exchange) of assets acquired, liabilities assumed and equity instruments issued by Investec W&I UK Group in exchange for control of the acquiree. Acquisition-related costs are recognised in the statement of comprehensive income as incurred.

Where applicable, the consideration for the acquisition includes any asset or liability resulting from a contingent consideration arrangement, measured at its acquisition date fair value. Subsequent changes in such fair values may arise as a result of additional information obtained after this date about facts and circumstances that existed at the acquisition date. Provided they arise within 12 months of the acquisition date, these changes are measurement period adjustments and are reflected against the cost of acquisition.

Changes in the fair value of contingent consideration resulting from events occurring after the acquisition date are charged to the statement of comprehensive income, except for obligations that are classified as equity, which are not remeasured. Such changes are irrespective of the 12-month period from acquisition.

1.6 Going Concern

The directors of Rathbones (the "**Rathbones Directors**") have, at the time of approving the Historical Financial Information, a reasonable expectation that Investec W&I UK and Investec W&I UK Group have adequate resources to continue in operational existence. In forming this view, the Rathbones Directors have considered the Investec W&I UK's and the Investec W&I UK Group's prospects for a period of at least 12 months from the date of approval of the HFI. The Investec W&I UK Group's profit and capital forecasts were considered, as well as the impact of capital and liquidity stress tests. As a result, the Rathbones Directors have adopted the going concern basis of accounting in preparing the Historical Financial Information.

1.7 Foreign currencies

The functional and presentational currency of Investec W&I UK Group is pounds sterling.

Transactions in currencies other than the relevant Investec W&I UK Group entity's functional currency are recorded at the rates of exchange prevailing on the dates of the transactions. At each balance sheet date, monetary assets and liabilities that are denominated in foreign currencies are translated at the rates prevailing on the balance sheet date. Gains and losses arising on translation are included in the statement of comprehensive income for the year.

1.8 Income

Net interest income:

Interest income or expense is recognised within net interest income using the effective interest method.

The effective interest method is the method of calculating the amortised cost of a financial asset or liability (or group of assets and liabilities) and of allocating the interest income or interest expense over the relevant period. The effective interest rate is the rate that exactly discounts the expected future cash payments or receipts through the expected life of the financial instrument, or when appropriate, a shorter period, to:

- the gross carrying amount of the financial asset; or
- the amortised cost of the financial liability.

The application of the method has the effect of recognising income (or expense) receivable (or payable) on the instrument evenly in proportion to the amount outstanding over the period to maturity or repayment. In calculating effective interest, the Investec W&I UK Group estimates cash flows considering all contractual terms of the financial instrument but excluding the impact of future credit losses.

Dividends received from money market funds are included in net interest income when received.

Net fee and commission income:

Portfolio or investment management fees, commissions receivable or payable and fees from advisory services are recognised on a continuous basis over the period that the related service is provided.

Commission charges for executing transactions on behalf of clients are recognised when the transaction is dealt.

Other Operating income:

Interest receivable and payable on client money balances is netted to calculate Investec W&I UK Group's share of interest receivable and is included under the heading 'Other operating income' and accounts for majority of the balance.

Dividend income:

Dividend income from final dividends on equity securities is accounted for on the date the security becomes ex-dividend. Interim dividends are recognised when received. Dividend is included as part of other operating income.

1.9 Leases

At inception of a contract, Investec W&I UK Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, Investec W&I UK Group uses the definition of a lease in IFRS 16, *Leases*.

Investec W&I UK Group recognises a right-of-use asset and a lease liability at the inception date of the lease. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use assets are subsequently depreciated on a straight-line basis over the shorter of the expected life of the asset and the lease term, adjusted for any remeasurements of the lease liability. At the end of each reporting period, the right-of-use assets are assessed for indicators of impairment in accordance with IAS 36, *Impairment of Assets*.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, Investec W&I UK Group's incremental borrowing rate.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date
- amounts expected to be payable under a residual value guarantee
- the exercise price under a purchase option that Investec W&I UK Group is reasonably certain to exercise, lease payments in an optional renewal period if Investec W&I UK Group is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless Investec W&I UK Group is reasonably certain not to terminate early.

The lease liability is subsequently measured by adjusting the carrying amount to reflect the interest charge, the lease payments made and any reassessment or lease modifications. The lease liability is remeasured if Investec W&I UK Group changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

For leases which are of a short term or of which the underlying asset is of a low value, Investec W&I UK Group has made an election to recognise the lease expense on a straight line basis over the lease term.

1.10 Share-based payments

Investec W&I UK Group engages in equity-settled and cash-settled share-based payment transactions in respect of services received from its employees.

Equity-settled awards

Where a parent grants rights to its equity instruments to the employees of a subsidiary, the subsidiary is required to measure the fair value of the services received from its employees in accordance with the requirements applicable to equity-settled share-based payment transactions.

For equity-settled share-based payments, the fair value of the award is measured by reference to the fair value of the shares or share options granted on the grant date. The cost of the employee services received in respect of the shares or share options granted is recognised in profit or loss, as part of Other operating expenses, over the vesting period, with a corresponding credit to equity.

The fair value of the awards or options granted is determined using a Black-Scholes model, which takes into account the current share price, the risk-free interest rate, the expected volatility of the share price over the life of the option or award, any applicable exercise price and other relevant factors. Only those vesting conditions that include terms related to market conditions are taken into account in estimating fair value. Non-market vesting conditions are taken into account by adjusting the number of shares or share options included in the measurement of the cost of employee services so that, ultimately, the amount recognised in the statement of comprehensive income reflects the number of vested shares or share options, with corresponding adjustment to equity. Where vesting conditions are related to market conditions, the charges for the services received are recognised regardless of whether or not the market-related vesting condition is met, provided that any non-market vesting conditions are also met. Shares purchased and issued are charged directly to equity.

1.11 Taxation

Current tax:

Current tax is the expected tax payable or receivable on net taxable income for the year. Current tax is calculated using tax rates enacted or substantively enacted by the balance sheet date, together with any adjustment to tax payable or receivable in respect of previous years.

Deferred tax:

Deferred tax is accounted for under the balance sheet liability method in respect of temporary differences using tax rates (and laws) that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the liability is settled or when the asset is realised. Deferred tax liabilities are recognised for all temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences may be utilized. Deferred tax liabilities shall be recognised for all taxable temporary differences except to the extent that the deferred tax liability arises from:

- from the initial recognition of goodwill;
- from the initial recognition of other assets and liabilities in a transaction, which affects neither the tax profit nor the accounting profit, other than in a business combination; or
- in relation to investments in subsidiaries and associates, where Investec W&I UK Group is able to control the reversal of the temporary difference and it is Investec W&I UK Group's intention not to reverse the temporary difference in the foreseeable future.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and Investec W&I UK Group intends to settle its current tax assets and liabilities on a net basis.

Current and deferred tax are recognised, in the same or a different period:

- in other comprehensive income if they relate to items recognised in other comprehensive income
- directly in retained earnings if they relate to items recognised directly in retained earnings.

1.12 Cash and cash equivalents

Cash comprises cash in hand.

Cash equivalents comprise deposits which are realisable on demand and loans and advances to banks with a maturity of less than three months from the date of acquisition.

For the purposes of the consolidated statement of cash flows, cash and cash equivalents consist of cash and cash equivalents as defined above.

1.13 Financial assets

Initial recognition and measurement

Financial assets, excluding trade & other receivables, are initially recognised when Investec W&I UK Group becomes party to the contractual provisions of the asset.

Trade & other receivables are recognised when cash is advanced to the borrowers.

Financial assets are initially recognised at fair value plus transaction costs that are directly attributable to their acquisition (except those assets classified at fair value through profit or loss, where such transaction costs are accounted for as an expense in the statement of comprehensive income). Trade & other receivables without a significant financing component are initially measured at the transaction price.

Classification and subsequent measurement

Financial assets are classified and measured in the following categories:

- amortised cost

Financial assets are measured at amortised cost if their contractual terms give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding and they are held within a business model whose objective is to hold assets to collect contractual cash flows.

Assets are measured at amortised cost using the effective interest rate method (note 1.8), less any impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

- at fair value through profit or loss ("FVTPL")

All equity instruments are measured at FVTPL unless, provided the instrument is not held for trading, or if Investec W&I UK Group irrevocably elects to measure the instrument at FVOCI. This election is made on an investment-by-investment basis.

Net gains and losses, including any interest or dividend income, are recognised in profit or loss.

Derecognition

Financial assets are derecognised when the contractual rights to receive cash flows have expired or Investec W&I UK Group has transferred substantially all the risks and rewards of ownership.

Impairment of financial assets

Investec W&I UK applies the simplified approach within IFRS 9 'Financial Instruments' to measure expected credit losses, which uses a lifetime expected loss allowance for all trade receivables and contract assets.

1.14 Property, plant and equipment

All property, plant and equipment is stated at historical cost, which includes directly attributable acquisition costs, less accumulated depreciation and impairment losses. Depreciation is charged so as to write off the cost of assets to their estimated residual value over their estimated useful lives, using the straight-line method, on the following bases:

Fixtures and fittings	Up to 10 years
Computer hardware	Up to 5 years
Right-of-use assets	Up to 15 years

The assets' residual lives are reviewed, and adjusted if appropriate, at each balance sheet date. Gains and losses on disposals are determined by comparing proceeds with the carrying amount and these are included in the statement of comprehensive income.

1.15 Intangible assets

Goodwill

Goodwill arising on business combinations, representing the excess of the fair value of the consideration given over the fair value of identifiable assets and liabilities acquired, is initially recognised as an asset at cost and is subsequently measured at cost less accumulated impairment losses.

Goodwill is recognised as an asset and measured at cost less any accumulated impairment losses. Goodwill is allocated to cash-generating units which represent the lowest level at which goodwill is monitored for internal management purposes. Cash-generating units are identified as the smallest identifiable Group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or Groups of assets. Goodwill is not amortised but is tested annually for impairment in accordance with IAS 36.

On disposal of a subsidiary the attributed amount of goodwill that has not been subject to impairment is included in the determination of the profit or loss on disposal.

Client relationships

Client relationship assets acquired in a business combination are recognised at fair value at the acquisition date. Where a transaction to acquire client relationship assets includes an element of variable deferred consideration, an estimate is made of the value of consideration that will ultimately be paid. The client relationship assets recognised on the balance sheet are adjusted for any subsequent change in the value of deferred consideration. Client relationship assets are considered to have a finite useful economic life and are carried at cost less accumulated amortization and impairment losses. Amortisation is calculated using the straight-line method to allocate the cost of the client relationships over their estimated useful economic lives, currently between 8 and 20 years.

Computer software

Acquired computer software and software licences are capitalised on the basis of the costs incurred to acquire and bring into use the specific software, and are subsequently measured at cost less accumulated amortisation and impairment losses. Capitalised costs are amortised over their estimated useful lives of up to 5 years.

Internally generated software

Expenditure on development activities is capitalised as an intangible fixed asset if the project is technically and commercially feasible, Investec W&I UK intends and has the technical ability and sufficient resources to complete the development, future economic benefits are probable and the expenditure attributable to the asset can be reliably measured during its development.

Once the asset has been brought into use, the capitalised expenditure is amortised on a straight-line basis over the useful economic life of the product, up to 5 years, unless there is evidence that the asset is impaired, in which case the impairment is taken to the income statement immediately. Development expenditure that does not meet the criteria for capitalisation is expensed to the statement of comprehensive income as incurred.

1.16 Impairment of goodwill and intangible assets

At each balance sheet date, Investec W&I UK Group reviews the carrying amounts of its intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where the asset does not generate cash flows that are independent from other assets, Investec W&I UK Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. The recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money.

Goodwill is tested for impairment at least annually. For the purposes of impairment testing, goodwill is allocated to groups of cash-generating units. The carrying amount of each group of cash-generating units is compared to its value in use, calculated using a discounted cash flow method. If the recoverable amount of the group of cash-generating units is less than the carrying amount of the group of units, the impairment loss is allocated first to reduce the carrying amount of the goodwill allocated to that group of units and then to the other assets of the group of units *pro rata* on the basis of the carrying amount of each asset in the group of units.

Client relationships are tested for impairment by comparing the fair value of funds under management and administration for each individually acquired client relationship (or, for client relationships acquired with a business combination, each acquired portfolio of clients) with their associated amortised value. An example of evidence of impairment would be lost client relationships. In determining whether a client relationship is lost, Investec W&I UK Group considers factors such as the level of funds withdrawn and the existence of other retained family relationships. When client relationships are lost, the full amount of unamortised cost is recognised immediately in the statement of comprehensive income and the intangible asset is derecognised.

If the recoverable amount of any asset other than goodwill or client relationships is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount.

Any impairment loss is recognised immediately in the statement of comprehensive income.

1.17 Financial liabilities

Initial recognition and measurement

Financial liabilities are initially recognised at fair value plus transaction costs that are directly attributable to their issue.

Classification and subsequent measurement

Financial liabilities are classified as measured at amortised cost or at fair value through profit or loss.

Financial liabilities are measured at amortised cost using the effective interest method (note 1.8). Amortised cost is calculated by taking into account any issue costs and any discounts or premiums on settlement. Interest expense and foreign exchange gains and losses are recognised in the statement of comprehensive income. Any gain or loss on derecognition is also recognised in the statement of comprehensive income.

Derecognition

Investec W&I UK Group derecognises financial liabilities when its contractual obligations are discharged or cancelled, or expire.

1.18 Provisions and contingent liabilities

Provisions are recognised when Investec W&I UK Group has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of economic benefits, that can be reliably estimated, will occur. Provisions are measured at the present value of the expenditures expected to be required to settle the obligation, discounted using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation.

The Investec W&I UK Group may be subject to legal claims or regulatory reviews and investigations, which may result in, among other things, actions being taken by governmental and regulatory authorities. Material matters are reassessed periodically to determine the likelihood of incurring a liability for costs resulting from, legal claims, remedial actions or fines and associated costs.

Where, for a particular matter, it is concluded that it is not yet probable that a quantifiable payment will be made, because the facts of the matter are not sufficiently clear or that expected payment cannot be reasonably quantified, no provision is made. Provisions recognised by Investec W&I UK Group are set out in note 16.

The Investec W&I UK Group does not disclose amounts in relation to contingent liabilities associated with cases where the likelihood of any payment is remote or where disclosure could be seriously prejudicial.

1.19 Employee benefits

Investec W&I UK Group operates various defined contribution schemes.

In respect of the defined contribution schemes, all employer contributions are charged to the statement of comprehensive income as incurred, in accordance with the rules of the scheme, and included under staff costs.

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if Investec W&I UK Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

The long-term employment benefits liability relates to the obligation of the Investec Group to deliver ordinary shares of Ninety One plc and Ninety One Limited to employees over a predetermined vesting period. The fair value of this liability is calculated by applying the Black-Scholes option pricing model at each reporting date. The changes in fair value will be recognised as an employee benefit expense. The liability is included in other liabilities on the balance sheet.

1.20 Fiduciary activities

Investec W&I UK Group commonly acts as trustee and in other fiduciary capacities that result in the holding or placing of assets on behalf of individuals, trusts, retirement benefit plans and other institutions. Such assets and income arising thereon are excluded from these Historical Financial Information, as they are not assets of Investec W&I UK Group. Largely as a result of cash and settlement processing, Investec W&I UK Group holds money on behalf of some clients in accordance with the Client Money Rules of the Financial Conduct Authority, the Jersey Financial Services Commission and the Solicitors' Accounts Rules issued by the SRA, as applicable. Such monies and the corresponding amounts due to clients are not shown on the face of the balance sheet as the Investec W&I UK Group is not beneficially entitled to them.

1.21 Fair value measurement

The fair values of quoted financial instruments in active markets are based on current bid prices. If an active market for a financial asset does not exist, Investec W&I UK Group establishes fair value by using valuation techniques. These include the use of recent arm's-length transactions, discounted cash flow analysis, option pricing models and other valuation techniques commonly used by market participants.

Investec W&I UK Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

2 Critical accounting judgements and key sources of estimation uncertainty

Investec W&I UK Group makes judgements and estimates that affect the application of its accounting policies and reported amounts of assets, liabilities, income and expenses within the next financial year. Estimates and assumptions are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The following key accounting policies involve critical judgements made in applying the accounting policy and involve estimations.

2.1 Client relationship intangibles

Estimation uncertainty

Amortisation of client relationship intangibles

Investec W&I UK Group makes estimates as to the expected duration of client relationships to determine the period over which related intangible assets are amortised. The amortisation period is estimated with reference to historical data on account closure rates and expectations that these will continue in the future. During the year, client relationship intangible assets were amortised over an 8 to 20 year period.

Amortisation of £4,654,000 (2021: £5,210,000; 2020: £5,064,000) was charged during the year. At 31 March 2022, the carrying value of client relationship intangibles was £15,243,000 (2021: £19,434,000; 2020: £22,672,000; 1 April 2019: £27,736,000).

2.2 Impairment of goodwill

Estimation uncertainty

In accordance with IAS 36, goodwill is required to be tested annually for impairment. Impairment exists when the carrying value of the cash-generating unit ('CGU') containing the goodwill exceeds its recoverable amount, being the higher of its fair value less costs of disposal and its value in use.

Investec W&I UK uses value in use to determine recoverable amount. The preparation of long-term forecasts requires management to exercise a significant degree of judgement in estimating both the amount and timing of future cash flows and also in respect of the discount rate that is applied to those cash flows. The conclusion of the impairment tests at 31 March 2022, 31 March 2021 and 31 March 2020 was that no impairment exists.

The pre-tax discount rate applied to the long-term forecasts would need to increase by approximately 21 (2021: 21; 2020: 10) percentage points, or the present value of the future cash flows (at the unsensitised discount rate applied in the impairment tests) would need to decrease by approximately 73% (2021: 75%; 2020: 60%), in order for the carrying value of the CGU to exceed the discounted value of future cash flows and therefore impairment to exist.

3 Net interest (expense)/income

	2022 £ '000	2021 £ '000	2020 £ '000
Interest income			
Loans and advances to banks	157	305	1,079
	157	305	1,079
Interest expense			
Banks and customers	17	11	2
Lease liabilities	869	766	779
Post-retirement benefits	26	37	37
	912	814	818
Net interest (expense)/income	(755)	(509)	261

4 Net fee and commission income

	2022 £ '000	2021 £ '000	2020 £ '000
Fee and commission income			
Investment management	336,988	309,867	291,159
	336,988	309,867	291,159

5 Operating expenses

	Note	2022 £ '000	2021 £ '000	2020 £ '000
Staff costs	5.1	164,641	164,236	160,714
Depreciation of property, plant and equipment		3,260	3,125	2,944
Depreciation of right-of-use assets		4,749	4,854	4,572
Amortisation of internally generated software		517	—	—
Amortisation and impairment of computer software		172	358	1,004
Auditor's remuneration*		476	436	447
Rental charge		120	170	65
Loss on disposal of Property, Plant and Equipment		126	—	105
Other**		74,564	60,940	69,885
Other operating expenses		248,625	234,119	239,736
Charges in relation to client relationships		4,654	5,210	5,550
		253,279	239,329	245,286

** A more detailed analysis of auditor's remuneration is provided below:*

	2022 £ '000	2021 £ '000	2020 £ '000
Fees payable to the company's auditor for the audit of the company's annual financial statements	220	176	133
Fees payable to the company's auditor and their associates for other audit-related assurance services to the company's	256	260	314

***Other expenses largely comprise costs relating to software and IT support, property, recruitment and other staff costs, subscriptions and licenses, insurance and regulatory fees, and legal and professional fees.*

5.1 Staff costs

	2022 £ '000	2021 £ '000	2020 £ '000
Wages and salaries	134,422	134,453	129,592
Social security costs	17,555	16,701	16,170
Pension costs	10,422	10,043	10,131
Share-based payment charges	2,242	3,039	4,821
	164,641	164,236	160,714

6 Income tax expense

	2022 £ '000	2021 £ '000	2020 £ '000
Current tax:			
United Kingdom corporation tax at 19% (2021: 19%) (2020: 19%)	17,781	15,378	12,191
Guernsey income tax at an intermediate rate of 10% (2021:10%) (2020: 10%)	57	41	30
Adjustment in respect of prior years	(12)	140	(71)
Total current tax	**17,826**	**15,559**	**12,150**
Deferred tax:			
Origination and reversal of temporary differences	(1,804)	(1,343)	181
Adjustment in respect of prior years	(179)	(150)	(212)
Total deferred tax	**(1,983)**	**(1,493)**	**(31)**
Total income tax expense	**15,843**	**14,066**	**12,119**

The total tax expense in the statement of comprehensive income differs from the amount calculated by applying the standard UK corporation tax rate of 19% (2021: 19%) (2020: 19%). The difference can be reconciled as follows:

	2022 £ '000	2021 £ '000	2020 £ '000
Profit before tax	84,563	71,829	56,477
Tax on profit before taxation at 19% (2021: 19%) (2020: 19%)	16,067	13,647	10,731
Tax on foreign income at 10% (2021: 10%) (2020: 10%)	(121)	(81)	(93)
Disallowable expenses	858	575	1,698
Effect of change in corporation tax rate on deferred tax	(159)	—	235
Share-based payment charges	(534)	(16)	692
Income not chargeable to tax	(77)	(49)	(860)
Adjustments in respect of prior years	(191)	(10)	(284)
Total tax expense in the statement of comprehensive income	**15,843**	**14,066**	**12,119**
The following amounts of deferred tax have been recognised directly in equity			
Share-based payment charges	168	—	—
Total deferred tax recognised in equity	**168**	**—**	**—**

7 Dividends

	2022 £ '000	2021 £ '000	2020 £ '000
Equity dividends on ordinary shares:			
Interim dividends paid: £8.85 per share (2021: £3.63 per share) (2020: £3.35 per share)	92,500	38,000	35,000

8 Loans and advances to banks

	2022 £ '000	2021 £ '000	2020 £ '000	At 1 April 2019 £ '000
Current accounts	172,651	185,380	118,978	98,653
Fixed term deposits	7,000	7,000	31,000	51,000
	179,651	192,380	149,978	149,653

	2022 £ '000	2021 £ '000	2020 £ '000	At 1 April 2019 £ '000
Repayable:				
– on demand	179,651	192,380	125,978	119,653
– within 3 months or less excluding on demand	—	—	24,000	30,000
– within 1 year but over 3 months	—	—	—	—
	179,651	192,380	149,978	149,653
Amounts include loans and advances:				
– with variable interest rates	179,651	192,380	139,978	119,653
– with fixed interest rates	—	—	10,000	30,000
	179,651	192,380	149,978	149,653

The Investec W&I UK Group's exposure to credit risk arising from loans and advances to banks is described in note 21.

9 Investment securities

Fair value through profit or loss

	2022 £ '000	2021 £ '000	2020 £ '000	At 1 April 2019 £ '000
Equity securities:				
– unlisted	—	—	640	640
	—	—	640	640

	Fair value through profit or loss £ '000
At 1 April 2019	640
At 1 April 2020	640
Disposals (sales and redemptions)	(824)
Gain from changes in fair value	184
At 1 April 2021	—

10 Prepayments, accrued income and other assets

	2022 £ '000	2021 £ '000	2020 £ '000	At 1 April 2019 £ '000
Prepayments and other assets	11,181	17,944	18,866	19,094
Accrued income	25,633	23,791	19,276	23,631
	36,814	41,735	38,142	42,725

11 Property, plant and equipment

	Computer hardware £ '000	Fixtures and fittings £ '000	Total £ '000
Cost:			
At 1 April 2019	10,781	15,260	26,041
Additions	1,514	1,048	2,562
Disposals	(3,352)	(537)	(3,889)
At 1 April 2020	**8,943**	**15,771**	**24,714**
Additions	1,653	267	1,920
Disposals	(222)	(216)	(438)
Transfers from intangible assets	38	—	38
At 1 April 2021	**10,412**	**15,822**	**26,234**
Additions	245	815	1,060
Disposals	(2,836)	(389)	(3,225)
Transfers	85	(85)	—
At 31 March 2022	**7,906**	**16,163**	**24,069**
Depreciation:			
At 1 April 2019	8,121	7,401	15,522
Charge for the year	1,111	1,833	2,944
Disposals	(3,329)	(454)	(3,783)
At 1 April 2020	**5,903**	**8,780**	**14,683**
Charge for the year	1,512	1,613	3,125
Disposals	(222)	(216)	(438)
Transfers from intangible assets	18	—	18
At 1 April 2021	**7,211**	**10,177**	**17,388**
Charge for the year	1,443	1,817	3,260
Disposals	(2,717)	(382)	(3,099)
At 31 March 2022	**5,937**	**11,612**	**17,549**
Carrying amount at 31 March 2022	1,969	4,551	6,520
Carrying amount at 31 March 2021	3,201	5,645	8,846
Carrying amount at 31 March 2020	3,040	6,991	10,031
Carrying amount at 1 April 2019	2,660	7,859	10,519

12 Right-of-use assets

Investec W&I UK Group leases office premises. The leases typically run for a period of between 10 and 15 years, with an option to break after 5 or 10 years, depending upon the overall term of the lease. Leases for office premises are recognised as right-of-use ('ROU') assets in accordance with IFRS 16, Leases. Investec W&I UK Group also leases IT equipment, typically with contract terms of up to five years. These leases are short-term and/or leases of low-value items, and therefore Investec W&I UK Group has elected not to recognise ROU assets and lease liabilities in respect of these leases. Refer to Note 17 – Leases for the other required disclosure as per IFRS 16.

	£ '000
Cost:	
At 1 April 2019*	40,100
Additions	2,360
Disposals	(347)
At 1 April 2020	**42,113**
Additions	3,685
Disposals	(327)
At 1 April 2021	**45,471**
Additions	3,101
Disposals	(184)
Modifications and reassessments	(514)
At 31 March 2022	**47,874**
Depreciation:	
At 1 April 2019	—
Charge for the year	4,572
Disposals	(186)
At 1 April 2020	**4,386**
Charge for the year	4,854
Disposals	(327)
At 1 April 2021	**8,913**
Charge for the year	4,749
Disposals	(184)
At 31 March 2022	**13,478**
Carrying amount at 31 March 2022	34,396
Carrying amount at 31 March 2021	36,558
Carrying amount at 31 March 2020	37,727
Carrying amount at 1 April 2019	40,100

Investec W&I UK Group recognised a charge of £120,000 in the statement of comprehensive income during the year ended 31 March 2022 in respect of short-term leases and low-value assets (2021: £170,000; 2020: £65,000).

* On the date of adoption of IFRS 16, Investec W&I UK Group applied the 'simplified modified retrospective approach' to measure the ROU asset and lease liability. Under this approach, the ROU asset is simply recognised as being equal to the lease liability upon transition. Despite applying this approach, at 1 April 2019, being the adoption date, there is a difference between the value of the lease liability and the ROU asset. This is largely due to the IAS 17 rent spreading accruals held at the date of transition to IFRS 16, which under the outgoing standard would have been released to the statement of comprehensive income over the remaining term of the lease, being required to be deducted from the capitalized value of the ROU asset upon transition.

13 Net deferred tax/(liability)

The UK Government legislated in the Finance Act 2021 to increase the UK corporation tax rate to 25.0% in 2023. The Finance Act 2021 was enacted on 10 June 2021. This has been reflected in the deferred tax calculations. Deferred income taxes are calculated on all temporary differences under the liability method using the rate expected to apply when the relevant timing differences are forecast to unwind.

	Assets				Liabilities				Net			
	2022 £ '000	2021 £ '000	2020 £ '000	1 Apr 2019 £ '000	2022 £ '000	2021 £ '000	2020 £ '000	1 Apr 2019 £ '000	2022 £ '000	2021 £ '000	2020 £ '000	1 Apr 2019 £ '000
Goodwill	180	187	214	216	(194)	(159)	(147)	(120)	(14)	28	67	96
Client relationships	—	—	—	—	(3,278)	(3,341)	(4,308)	(4,817)	(3,278)	(3,341)	(4,308)	(4,817)
Property, plant and equipment	1,342	1,006	913	761	—	—	—	—	1,342	1,006	913	761
Fair value through profit or loss instruments	—	—	—	—	—	—	(119)	(106)	—	—	(119)	(106)
Provisions	1,754	1,297	1,237	1,237	—	—	—	—	1,754	1,297	1,237	1,237
Share-based payments	1,763	889	596	1,184	—	—	—	—	1,763	889	596	1,184
Total	5,039	3,379	2,960	3,398	(3,472)	(3,500)	(4,574)	(5,043)	1,567	(121)	(1,614)	(1.645)

The movement in deferred tax assets and liabilities during the year is as follows:

Deferred tax assets:

	Goodwill £ '000	Property, plant and equipment £ '000	Provisions £ '000	Share-based payments £ '000	Total £ '000
At 1 April 2019	216	761	1,237	1,184	3,398
(Charged) / credited to the statement of comprehensive income	(2)	152	—	(588)	(438)
At 31 March 2020	214	913	1,237	596	2,960
(Charged) / credited to the statement of comprehensive income	(27)	93	60	293	419
At 31 March 2021	187	1,006	1,297	889	3,379
(Charged) / credited to the statement of comprehensive income	(7)	336	457	706	1,492
Reserves	—	—	—	168	168
At 31 March 2022	**180**	**1,342**	**1,754**	**1,763**	**5,039**

Deferred tax liabilities:

	Goodwill £ '000	Client relationships £ '000	Fair value through profit or loss investments £ '000	Total £ '000
At 1 April 2019	(120)	(4,817)	(106)	(5,043)
(Charged) / credited to the statement of comprehensive income	(27)	509	(13)	469
At 31 March 2020	(147)	(4,308)	(119)	(4,574)
(Charged) / credited to the statement of comprehensive income	(12)	967	119	1,074
At 31 March 2021	(159)	(3,341)	—	(3,500)
(Charged) / credited to the statement of comprehensive income	(35)	526	—	491
Additions to the balance sheet	—	(463)	—	(463)
At 31 March 2022	**(194)**	**(3,278)**	**—**	**(3,472)**

It was announced in the UK Government's Budget on 3 March 2021 that the main UK corporation tax rate would increase from 19% to 25% from 1 April 2023. This change was substantively enacted on 24 May 2021. Deferred taxes at the balance sheet date have been measured using the enacted rates of tax that it is anticipated will apply as the related balances unwind.

There are no income tax consequences attached to the payment of dividends in either 2022, 2021 or 2020 by Investec W&I UK Group to its shareholders.

14 Intangible Assets

	Goodwill £ '000	Client relationships £ '000	Computer software £ '000	Internally generated software £ '000	Total £ '000
Cost:					
At 1 April 2019	54,220	63,651	12,634	—	130,505
Additions	—	—	529	—	529
Disposals	—	—	(11,121)	—	(11,121)
At 1 April 2020	**54,220**	**63,651**	**2,042**	**—**	**119,913**
Additions	—	1,972	34	1,702	3,708
Disposals	—	—	(72)	—	(72)
Transfers to property, plant and equipment	—	—	(38)	—	(38)
At 1 April 2021	**54,220**	**65,623**	**1,966**	**1,702**	**123,511**
Additions	—	463	1	1,402	1,866
At 31 March 2022	**54,220**	**66,086**	**1,967**	**3,104**	**125,377**
Amortisation:					
At 1 April 2019	—	35,915	11,590	—	47,505
Charge for the year	—	5,064	518	—	5,582
Impairment	—	—	486	—	486
Disposals	—	—	(11,121)	—	(11,121)
At 1 April 2020	**—**	**40,979**	**1,473**	**—**	**42,452**
Charge for the year	—	5,210	358	—	5,568
Disposals	—	—	(72)	—	(72)
Transfers to Property, Plant and Equipment	—	—	(18)	—	(18)
At 1 April 2021	**—**	**46,189**	**1,741**	**—**	**47,930**
Charge for the year	—	4,654	172	517	5,343
At 31 March 2022	**—**	**50,843**	**1,913**	**517**	**53,273**
Carrying amount at 31 March 2022	54,220	15,243	54	2,587	72,104
Carrying amount at 31 March 2021	54,220	19,434	225	1,702	75,581
Carrying amount at 31 March 2020	54,220	22,672	569	—	77,461
Carrying amount at 1 April 2019	54,220	27,736	1,044	—	83,000

Impairment

Goodwill is tested annually, at year end, for impairment, or more frequently if evidence exists that goodwill might be impaired, by comparing the carrying value to its recoverable amount.

The recoverable amount of goodwill is determined based on expected cash flows within the cash-generating units of Investec W&I UK Group to which the goodwill is allocated. Key assumptions within the calculation include discount rates, growth rates in revenue and related expenditure and loan impairment rates.

Discount rates are based on pre-tax rates that reflect current market conditions, adjusted for the specific risks associated with the cash-generating unit. Growth rates are based on industry growth forecasts. Cash flow forecasts are based on the most recent financial budgets for the next financial year and are extrapolated for a period of three to five years, adjusted for expected future events.

For Wealth & Investment, goodwill has been tested for impairment on the basis of the cash flow projections for the next three years discounted at 9.77% (2021: 8.93%; 2020: 8.69%) which incorporates an expected revenue growth rate of 2% in perpetuity (2021: 2%; 2020: 2%).

The valuation is based on value in use of the business.

15 Accruals and other liabilities

	2022 £ '000	2021 £ '000	2020 £ '000	At 1 April 2019 £ '000
Trade creditors	10,068	7,156	12,047	17,576
Other creditors	15,556	15,631	10,165	9,248
Accruals	56,123	52,051	45,331	50,183
	81,747	74,838	67,543	77,007

16 Provisions

	Property dilapidations £ '000	Post-retirement benefit £ '000	Sundry claims and associated costs £ '000	Long term employee benefits £ '000	Total £ '000
At 1 April 2019	2,941	1,557	1,469	87	6,054
Charged to the statement of comprehensive income (excluding interest)	218	24	1,029	1,975	3,246
Interest expense	—	37	—	—	37
Released to the statement of comprehensive income	—	—	(112)	(465)	(577)
Utilised in the year	(25)	(193)	(110)	(1,504)	(1,832)
Transferred to right-of-use asset	—	—	—	(54)	(54)
Charged to other comprehensive income	—	(32)	—	—	(32)
Charged directly to equity	—	—	—	745	745
At 1 April 2020	3,134	1,393	2,276	784	7,587
Charged to the statement of comprehensive income (excluding interest)	213	—	695	1,018	1,926
Interest expense	—	37	—	—	37
Released to the statement of comprehensive income	—	(19)	(120)	(6)	(145)
Utilised in the year	—	(174)	(970)	(45)	(1,189)
Charged to other comprehensive income	—	39	—	—	39
Credited directly to equity	—	—	—	(496)	(496)
At 1 April 2021	3,347	1,276	1,881	1,255	7,759
Charged to the statement of comprehensive income (excluding interest)	—	66	1,326	806	2,198
Interest expense	—	26	—	—	26
Released to the statement of comprehensive income	—	—	(284)	—	(284)
Utilised in the year	(44)	(188)	(150)	—	(382)
Additions to the balance sheet	704	—	—	—	704
Credited to other comprehensive income	—	(40)	—	—	(40)
Credited directly to equity	—	—	—	(552)	(552)
At 31 March 2022	**4,007**	**1,140**	**2,773**	**1,509**	**9,429**

The provision for property dilapidations reflects the obligations that Investec W&I UK has to reinstate leasehold properties to their original condition prior to the expiry of the relevant lease. The leases held on these properties expire in the period up to the year ending 31 March 2034. There is currently no intention to vacate these properties and therefore there is no acceleration of the dilapidation costs.

The provision for sundry claims and associated costs reflects the potential obligation to settle sundry claims and the costs associated with the settlement of those claims. Whilst the timing of settlement is uncertain, it is expected that claims will be settled with 12 months.

The long-term employee benefits provision relates to the IAS 19, Employee Benefit, liability arising on the demerger of Investec Asset Management Limited (subsequently renamed Ninety One plc). Please refer to Note 19 for more detail on the share based payments.

The post-retirement benefit provision reflects Investec W&I UK's contractual obligation to pay post-retirement benefits to a limited number of employees. It is expected that this obligation will be settled in the period up to the year ending 31 March 2036.

The key assumptions in this calculation are:

	2022	2021	2020	1 April 2019
Discount rate	2.85%	2.04%	2.68%	2.24%
Average client life	18 years	18 years	18 years	18 years
Net annual growth in income	4.50%	4.50%	4.50%	4.50%

17 Lease liabilities

Maturity analysis

	2022 £ '000	2021 £ '000	2020 £ '000	At 1 April 2019 £ '000
Less than one year	5,391	5,715	5,027	5,128
One to five years	22,177	20,984	19,600	19,732
More than five years	13,952	18,075	21,643	21,440
Lease liabilities as at 31 March	41,520	44,774	46,270	46,300
Current	5,391	5,715	5,027	5,128
Non-current	36,129	39,059	41,243	41,172
	41,520	44,774	46,270	46,300

18 Share capital

Allotted, called up and fully paid:

	2022		2021		2020		At 1 April 2019	
	Number '000	Value £'000	Number '000	Value £'000	Number '000	Value £'000	Number '000	Value £'000
Ordinary shares of £1 each	10,455	10,455	10,455	10,455	10,455	10,455	10,455	10,455

The rights and obligations attached to the fully paid ordinary shares of £1 each are as follows:

- Every member who is present in person or by proxy at a general meeting of Investec W&I UK shall have one vote on a show of hands and one vote for every share held on a poll;
- All shares in issue at the year-end rank *pari passu* for dividends. Shareholders shall be entitled to receive final dividends following declaration by Investec W&I UK in general meeting and interim dividends declared by the board;

- Ordinary shareholders are entitled to participate in any surplus assets relating to the winding up of Investec W&I UK in proportion to their shareholdings.

19 Share based payments

Investec plc, Investec W&I UK's ultimate parent undertaking, operates the following share-based payment schemes in which certain of Investec W&I UK's employees are eligible to participate:

Long-term share awards (LTSA)

In June and December each year, the Investec Group considers making awards of conditional and non-conditional nil cost deferred shares under the LTSA to qualifying employees of Investec W&I UK. Both conditional and non-conditional awards are subject to the employee remaining in the employment of the Investec group for a specified period and vest in three equal tranches; one third at the end of years three, four and five. Other than in respect of conditional awards, the employee is eligible to receive dividends on the shares throughout the vesting period. With regard to the awards outstanding at 31 March 2022 and 31 March 2021, the vesting of the awards is not subject to any performance conditions and no consideration is payable by the employee upon the making or vesting of the award.

Long-term employee benefit liability – Ninety One plc shares

As part of the demerger of Investec Asset Management Limited (subsequently renamed Ninety One plc) (the "**IAM Demerger**") from the Investec Group during the year ended 31 March 2020, each participant of the Investec plc LTIP and LTSA share-based payment schemes received the right to receive one Ninety One plc share option for every two Investec plc share options that they held. The Ninety One plc share options were granted on the same terms and vesting period as the Investec plc options that they related to. Investec plc has an obligation to deliver Ninety One plc shares to the holders of Investec plc share options, and accordingly this obligation is classified and measured as an other long-term employee benefit liability in terms of IAS 19 'Employee Benefits'.

	2022 Number of Investec PLC options and shares	2022 Weighted average exercise price	2021 Number of Investec PLC options and shares	2021 Weighted average exercise price	2020 Number of Investec PLC options and shares	2020 Weighted average exercise price
Details of options & shares outstanding during the year						
Outstanding at the beginning of the year	1,824,414	£0.00	2,317,069	£0.00	2,532,474	£0.02
Re-location of employees during the year	(1,570)	£0.00	14,589	£0.00	21,518	£0.00
Granted during the year	152,508	£0.00	—	£0.00	716,693	£0.00
Exercised during the year	(435,993)	£0.01	(454,008)	£0.00	(900,137)	£0.00
Lapsed during the year	(38,274)	£0.04	(53,236)	£0.13	(53,479)	£0.85
Outstanding at the end of year	1,501,085	£0.00	1,824,414	£0.00	2,317,069	£0.00
Exercisable at end of year	75,732	£0.00	14,168	£0.00	37,616	£0.00

The exercise price range and weighted average remaining contractual life for options outstanding at 31 March, were as follows:

	2022	2021	2020
Exercise price range	n/a	£3.70	£3.70
Weighted average remaining contractual life	n/a	0.43 years	1.05 years

The exercise price range and weighted average remaining contractual life for LTIPs & LTSAs outstanding at 31 March, were as follows:

	2022	2021	2020
Exercise price range	£0	£0	£0
Weighted average remaining contractual life	1.22 years	1.61 years	2.30 years

	2022	2021	2020
– Share price at date of grant	£3.06 – £3.80	n/a	£4.79
– Exercise price	£0	n/a	£0
– Option life	4.67 – 5.68 Years	n/a	4.23 – 4.75 Years

	£'000	£'000	£'000
Fair value of options granted in the year	485	0	3,433

Long-term employment benefit liability – Ninety One shares

As part of the IAM Demerger, each participant of the Investec share option and long-term share incentive plans for employees, received the right to receive one Ninety One share option for every two Investec share options they had. The Ninety One share options were granted on the same terms and vesting period as the Investec Group options they related to.

Investec Plc has an obligation to deliver Ninety One shares to the holders of Investec Plc share options. Accordingly, this obligation was classified and measured as an other long-term liability in terms of IAS 19. The initial liability of £745,639 was calculated as the fair value of the liability at the date of demerger for the portion of the options already vested. The total value of the liability represented past service cost and resultingly was accounted for in retained earnings. The liability was subsequently measured at fair value through the statement of comprehensive income.

	The IAS 19 long-term employee benefit liability at 31 March 2022 was £1,509,000		**The IAS 19 long-term employee benefit liability at 31 March 2021 was £1,255,000**		**The IAS 19 long-term employee benefit liability at 31 March 2020 was £784,000**	
Details of options & shares outstanding during the year	**2022 Number of N91 awards**	**2022 Weighted average exercise price**	**2021 Number of N91 options and shares**	**2021 Weighted average exercise price**	**2020 Number of N91 options and shares**	**2020 Weighted average exercise price**
IAM Demerger – Ninety One Share Awards Issued 16 March 2020	916,911	£0.00	1,158,569	£0.00	1,173,960	£0.00
Relocation of employees during the year	(5,715)	£0.00	7,295	£0.00	7,207	£0.00
Granted during the year	—	£0.00	—	£0.00	—	£0.00
Exercised during the year	(222,016)	£0.00	(219,729)	£0.00	(21,106)	£0.00
Lapsed during the year	(17,955)	£0.16	(29,224)	£0.10	(1,492)	£0.00
Outstanding at the end of year	671,225	£0.00	916,911	£0.00	1,158,569	£0.00
Exercisable at end of year	37,819	£0.00	11,887	£0.00	18,820	£0.00

The exercise price range and weighted average remaining contractual life for options outstanding at 31 March, were as follows:

Exercise price range	n/a	£3.00	£3.00
Weighted average remaining contractual life	n/a	0.43 years	1.05 years

The exercise price range and weighted average remaining contractual life for LTIPs & LTSAs outstanding at 31 March, were as follows:

Exercise price range	£0	£0	£0
Weighted average remaining contractual life	0.98 years	1.61 years	2.30 years

The fair value of the liability was calculated by using the Black-Scholes option pricing model.

For the liability calculated at 31 March, the inputs into the model were as follows:

	2022	**2021**	**2020**
– Share price at date of grant	2.55	2.39	1.54
– Exercise price	Nil	Nil, £3.00	Nil, £3.00
– Expected volatility	35.03%	35.35%	56.82%
– Option life	0 – 2.16 years	0 – 3.16 years	0 – 4.19 years
– Expected dividend yield	0% – 6.37%	0% – 4.63%	0% – 6.22%
– Risk-free rate	0.69% – 2.02%	0% – 0.46%	0% – 0.58%

20 Capital management

The capital of Investec W&I UK Group comprises share capital, share premium and retained earnings. The total capital at 31 March 2022 amounted to £200,879,000 (2021: £222,617,000; 2020: £201,043,000). The objectives of Investec W&I UK in managing its capital are to:

- Provide a strong capital base to ensure that Investec W&I UK can continue as a going concern, in order to meet the needs of its clients and to provide continuing returns for its shareholder and benefits for its other stakeholders;
- Maintain, as a minimum, the appropriate levels of capital to ensure that Investec W&I UK complies with the capital requirements of the Financial Conduct Authority ('FCA').

These objectives are met by setting the level of dividends paid to shareholders at a level appropriate to the performance and regulatory capital position of the business.

21 Financial risk management

Investec W&I UK Group operates a formal risk management process to identify, evaluate and manage the risks to which Investec W&I UK is exposed. A standard risk management framework is used across Investec W&I UK to assess exposure to risks and the controls that are in place to manage those risks.

For the purposes of the risk management process, Investec W&I UK Group is divided into separate business units which share common risk characteristics. Each business unit has a designated risk owner, who is normally the person with management responsibility for the particular unit. The risks identified for each business unit are recorded on a centralised system, which is used to consolidate risks across Investec W&I UK in order to provide a company-wide view of risk. Where a risk relates to a single business unit, the risk is managed within the relevant business unit through its control procedures.

Where risks are common to more than one business unit, the risks are managed in a centralised manner through Investec W&I UK's risk management structure, which is led by Investec W&I UK's Risk Management Committee, which reports to Investec W&I UK's Board Risk Committee. Investec W&I UK's attitude towards the acceptance of risk is set out in a formal risk appetite policy, which is approved by the board.

The financial risks to which Investec W&I UK is exposed comprise credit risk, liquidity risk, and market risk. The management of these financial risks is set out below.

Credit risk

Credit risk is the risk of financial loss arising from a client or other counterparty failing to meet their obligations to repay outstanding amounts as they fall due. For Investec W&I UK, credit risk principally arises from the settlement of market transactions, amounts receivable from clients, and cash deposited with banks relating to its investment management activities.

The settlement risk in respect of client counterparties is mitigated by virtue of the high proportion of client portfolios being managed on a discretionary basis, with relatively little business undertaken on an execution only basis. Normally, the purchase of securities on behalf of clients is undertaken only when cleared funds are available, or are expected to be available, on the settlement date. Sales of securities are normally undertaken only once the related securities are held, or are expected to be held on the settlement date, within Investec W&I UK's nominee company. Any transactions undertaken prior to the receipt of cleared funds or securities are subject to close monitoring as part of Investec W&I UK's internal control procedures.

Trades undertaken on behalf of individual clients, or combined and executed as a bulk order, that exceed the pre-set authorisation limits that are embedded within Investec W&I UK's order management system for each individual, determined by reference to their role and level of seniority, are referred to an individual with the appropriate level of authority for further approval.

The settlement risk in respect of market counterparties is mitigated as a result of transactions normally being undertaken on recognised exchanges and standard platforms, and delivered through major settlement systems.

Investec W&I UK undertakes investment business only on behalf of its clients and does not trade on its own account, other than in respect of a minority of transactions undertaken on behalf of clients that must be undertaken on a matched principal basis.

The mitigation of credit risk relating to cash deposited with banks is achieved as a result of deposits being held across a spread of major banks.

Deposits are managed by Investec W&I UK's dedicated treasury function in accordance with Investec W&I UK's treasury policy, which is set by Investec W&I UK's Cash and Credit Management Committee ('CCMC').

Financial institutions with which cash deposits are placed are subject to approval by the CCMC, following completion of Investec W&I UK's counterparty due diligence process, and must possess a minimum long-term Standard & Poors rating of BBB+ or equivalent.

As set out in the section on liquidity risk below, Investec W&I UK's fee and commission charges to clients are usually charged to, and paid from, the portfolios of clients managed by Investec W&I UK and therefore the risk of default is low. Modest short-term loan advances to clients may occasionally be made, subject to these being secured against suitable portfolios managed by Investec W&I UK.

Loans and advances to clients at 31 March 2022 amounted to £1,588,000 (2021: £2,595,000; 2020: £3,954,000; 1 April 2019: £3,320,000). These loans are collateralised against the clients' underlying investment portfolios and are structured in such a way to prevent the value of the loan from normally exceeding 50% of the value of the portfolio. As such, the expected credit loss impairment is considered to be negligible.

Liquidity risk

Liquidity risk is the risk that Investec W&I UK will be unable to meet its financial obligations as they fall due. Investec W&I UK also manages portfolio liquidity on behalf of clients and is subject to a pre-funding risk in exceptional circumstances, where either client assets are traded without cleared funds or where there is a mismatch in the date of settlement of the transaction.

In respect of Investec W&I UK's own cash resources, it is exposed to the risk relating to the sufficiency of liquid cash resources to meet Investec W&I UK's financial obligations as they become due for payment. Investec W&I UK manages the cash resources of its investment management clients, where client portfolios include an element of cash assets. The management of clients' cash assets is undertaken on the basis that clients' portfolios should retain a sufficient amount of liquidity in order that sufficient cash is available for investment in non-cash assets within clients' portfolios at the relevant time, or repaid to clients upon demand.

The CCMC is responsible for setting and monitoring Investec W&I UK's policy for the management of both Investec W&I UK's cash assets and those of clients. The management of these assets principally involves placing cash deposits with banks and holding other liquid assets that can readily be realised into cash.

The process by which Investec W&I UK's liquidity is managed is formally documented and subject to board approval. The documented process includes a statement of Investec W&I UK's liquidity risk appetite; an assessment of the factors which drive liquidity risk within Investec W&I UK; a detailed assessment of material liquidity risks; and the framework within which liquidity risks are managed.

Investec W&I UK has a documented contingency funding plan which sets out the actions that would be taken to access alternative sources of funding should Investec W&I UK's existing funding ever become insufficient to meet its obligations.

The policy for cash management specifies the institutions with which deposits may be made and sets out the criteria regarding the maximum deposit that may be made with a single institution, the proportion of cash that may be held on call, notice and fixed term deposits, and the maximum term of deposits. The day-to-day management of cash assets within the parameters of the policy is the responsibility of a dedicated treasury team, which reports to the CCMC. In accordance with Investec W&I UK's current policy, a substantial proportion of Investec W&I UK's own cash assets are deposited on call, with the remainder held on fixed term or notice deposits with a maturity or notice period of up to three months. The approved institutions with which deposits may be made represent a range of the more highly rated banks.

In order to mitigate Investec W&I UK's exposure to demands by clients for cash withdrawals from portfolios, it's current policy is to maintain a substantial proportion of clients' total cash deposits available on call. The balance may be placed on notice or term deposits of up to 30 days. The proportion of clients' cash deposited on call is considerably greater than the maximum historical demand for client cash in any single month and the policy applied is considered to reduce the liquidity risk in respect of clients' cash assets to an acceptable level. The liquidity risk relating to non-cash investment assets held in clients' portfolios remains with the relevant client.

Investec W&I UK's ability to generate cash from its operating activities remains strong and there continues to be a high correlation between Investec W&I UK's profitability and cash generation. A principal reason for this is that fees, commission and other charges in respect of Investec W&I UK's investment management and dealing activities are usually charged to, and paid directly from, the portfolios of clients managed by Investec W&I UK. There is therefore a minimal period of time between charges being levied and the collection of cash.

Whilst Investec W&I UK has considerable cash resources and continues to generate cash over a relatively short operating cycle, it is Investec W&I UK's policy to maintain overdraft facilities where it is efficient to do so. At 31 March 2022, Investec W&I UK had access to an overdraft facility of £3 million (2021: £3 million; 2020: £3 million, 1 April 2019: £3 million) which is due for review in October 2023.

At 31 March 2022, Investec W&I UK had not drawn (2021: £nil drawn; 2020: £nil drawn; 1 April 2019: £nil drawn) on this facility and all conditions necessary for Investec W&I UK to draw on this facility were satisfied at 31 March 2022.

A significant volume of the trades undertaken on behalf of clients are settled on the Euroclear settlement platform. In order to facilitate the overnight settlement of client trades, Investec W&I UK is required to lodge collateral with Euroclear.

At 31 March 2022, 31 March 2021 and 31 March 2020, Investec W&I UK had pledged cash collateral with Euroclear of £7,000,000, which provided a settlement facility of $8,000,000. Upon termination of the settlement facility, the pledged cash collateral is available for withdrawal by Investec W&I UK.

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Investec W&I UK is exposed to two types of market risk, being interest rate risk and price risk.

Interest rate risk

Interest rate risk is the risk that future cash flows may be adversely affected as a result of changes in interest rates.

Investec W&I UK does not hold a banking licence and does not therefore undertake banking activity. The interest rate risk to which Investec W&I UK is exposed principally relates to the effect that a change in interest rates would have on Investec W&I UK's cash deposits and on other income that is determined by reference to interest rates.

As explained above in the liquidity risk section, a substantial proportion of Investec W&I UK's cash resources are held on call deposits, which typically earn a floating rate of interest.

A smaller proportion of deposits are held in fixed term or notice deposit accounts. Fixed term deposits normally earn a rate of interest that is fixed for the term of the deposit that has been agreed. Notice accounts typically earn a floating rate of interest. This combination of deposits and interest rates mitigates both interest and liquidity risks to an acceptable level and is considered to provide an overall risk profile that is appropriate for Investec W&I UK and its financial position.

There is a direct relationship between changes in market interest rates and the contribution to profit before tax of Investec W&I UK from Investec W&I UK's cash balances. Using the level of these balances at 31 March 2022 and assuming they remain unchanged, it is estimated that an increase in the market interest rate of 100 basis points would result in an annualised increase in this contribution to profit before tax of approximately £1,744,000 (2021: £1,884,000; 2020: £1,480,000).

Interest rate positions are monitored on a day-to-day basis by Investec W&I UK's treasury team, in accordance with the policy set out by the CCMC. Interest paid by Investec W&I UK to individual clients on cash balances within their portfolios is determined by reference to the rate set by Investec W&I UK and the level of cash held within their portfolio. Interest earned by Investec W&I UK on client cash deposits is expected to exceed the level payable to clients. This interest rate margin is variable and is dependent upon the size of cash balances within client portfolios and the level of interest rates available to Investec W&I UK in the marketplace.

Whilst variations in the interest rate margin represent exposure to interest rate risk for Investec W&I UK, this risk is mitigated to acceptable levels by Investec W&I UK's internal control procedures and the policy set by the CCMC regarding the placing of cash deposits, set out above.

Price Risk

Price risk is the risk that changes in market prices will affect Investec W&I UK's income from, or the value of, its holdings of financial instruments.

Investec W&I UK's fee income is determined by reference to the value of the funds managed by it. Although these funds represent client assets and are not assets of Investec W&I UK, changes to the level of funds under management directly affect the level of Investec W&I UK's fee income. To the extent that funds under management include equity investments and other traded securities, changes in market prices of investments will affect the value of Investec W&I UK's funds under management and hence the level of fee income earned by Investec W&I UK. This represents exposure to price risk.

Whilst changes in the market prices of investments have significant influence on the value of Investec W&I UK's funds under management, and hence the level of its fee income, factors other than price risk also affect the level of Investec W&I UK's funds under management.

These factors include asset allocations within individual portfolios, the specific investments held within portfolios, individual investment decisions and Investec W&I UK's overall investment performance.

Concentration of risks

The business of Investec W&I UK is that of investment management undertaken within the UK. It is therefore inherent within the business that the risk arising from Investec W&I UK's financial instruments are concentrated within this business and geographical sector.

Financial Instruments

	2022 £ '000	2021 £ '000	2020 £ '000	At 1 April 2019 £ '000
Financial assets at amortised cost:				
Trade and other receivables (excluding non-financial assets)	297,670	206,685	279,139	197,649
Loans and advances to banks	179,651	192,380	149,978	149,653

Financial liabilities

	2022 £ '000	2021 £ '000	2020 £ '000	At 1 April 2019 £ '000
Financial liabilities at amortised cost:				
Trade and other payables (excluding non-financial liabilities)	281,680	184,623	262,882	198,129
Financial liabilities at fair value through profit or loss:				
Deferred consideration	1,208	1,572	—	—

Details of Investec W&I UK's exposure to the various risks associated with financial instruments are set out in note 21. Investec W&I UK's maximum exposure to credit risk at the end of the reporting period is the carrying amount of each class of financial asset. No financial assets of Investec W&I UK are impaired.

None of the financial assets or liabilities shown above have been renegotiated during the years ended 31 March 2022, 31 March 2021 or 31 March 2020 and no defaults of their terms have occurred.

Investec W&I UK has no financial assets measured at fair value through profit or loss. Financial liabilities measured at fair value through profit or loss comprise deferred consideration.

All other financial instruments are held at amortised cost, which is considered to be a reasonable approximation of fair value due to the short-term nature of these balances. Expected credit losses arising on Investec W&I UK's financial instruments are immaterial.

All of the financial assets and liabilities disclosed above contractually mature within one year.

Fair values hierarchy

Financial instruments carried at fair value are categorised into the following levels based upon valuation method:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3: inputs for the asset or liability that are not based on observable market data.

Fair value measurements are as follows:

	Level 1 £ '000	Level 2 £ '000	Level 3 £ '000	Total £ '000
At 31 March 2022				
Deferred consideration	—	1,208	—	—
	—	1,208	—	—

	Level 1 £ '000	Level 2 £ '000	Level 3 £ '000	Total £ '000
At 31 March 2021				
Deferred consideration	—	1,572	—	—
	—	1,572	—	—

	Level 1 £ '000	Level 2 £ '000	Level 3 £ '000	Total £ '000
At 31 March 2020				
Unlisted equity instruments	—	640	—	—
	—	640	—	—

	Level 1 £ '000	Level 2 £ '000	Level 3 £ '000	Total £ '000
At 1 April 2019				
Unlisted equity instruments	—	640	—	—

The level 2 financial instrument has been valued using the following methods:

Deferred consideration – Discounted cash flow with the yield curve being used as an input to the model.

Unlisted equity instruments – Discounted cash flow model, using fund unit prices and net assets as the main inputs. Comparable quoted inputs are also used as part of the valuation process.

22 Contingent liabilities

Investec W&I UK has contingent liabilities which cannot be quantified in respect of letters of indemnity, principally for certified stock transfers and share certificates, given in the ordinary course of business.

23 Statement of cash flows

A reconciliation of the movements of liabilities to cash flows arising from financing activities was as follows:

	Lease liabilities £ '000	Retained earnings £ '000
At 1 April 2019	46,300	54,109
Dividends paid	—	(35,000)
Interest charge	779	—
Payment for lease liabilities	(5,010)	—
Total changes from financing cash flows	(4,231)	(35,000)
Total non-cash movements	4,201	46,051
At 1 April 2020	46,270	65,160
Dividends paid	—	(38,000)
Interest charge	766	—
Payment for lease liabilities	(5,714)	—
Total changes from financing cash flows	(4,948)	(38,000)
Total non-cash movements	3,452	59,574
At 1 April 2021	44,774	86,734
Dividends paid	—	(92,500)
Interest charge	869	—
Payment for lease liabilities	(5,621)	—
Total changes from financing cash flows	(4,752)	(92,500)
Total non-cash movements	1,498	70,762
At 31 March 2022	41,520	64,996

24 Related party transactions

Investec W&I UK Group utilises certain shared central service functions provided by other entities within the Investec group, being Investec Bank and Investec Securities (Pty) Limited. Investec One Limited makes awards of nil-cost deferred shares under the Investec Group's long-term share award ('LTSA') scheme to qualifying employees of Investec W&I UK Group. The fair value of the awards granted is recharged to Investec W&I UK Group over the vesting period of the respective awards. These entities make a charge for the provision of these services, as set out below:

The following table provides the total amount of transactions that have been entered into with related parties for the relevant financial year.

Period ended 31 March	**2022 £'000**	**2021 £'000**	**2020 £'000**
Total central service cost recharges	20,572	11,444	10,323
Share-based charges	2,242	3,039	4,971

The balances outstanding in respect of the shared services were as follows:

As at 31 March	2022 £'000	2021 £'000	2020 £'000	1 April 2019 £'000
Central service costs owed to:				
– Investec Bank PLC	2,175	1,130	2,385	2,755
– Investec Securities (Pty) Limited	376	168	504	1,059
Share-based charges owed to:				
– Investec One Limited	152	303	1,565	587

The amounts are classified as trade receivables and trade payables, respectively.

Terms and conditions of transactions with related parties

The transactions between related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash.

Compensation of key management personnel of the Investec W&I UK Group

	2022 £'000	2021 £'000	2020 £'000
Short-term employee benefits	7,770	7,350	7,254
Post-employment pension and medical benefits	291	395	393
Share-based payment transactions	603	826	1,023
Total compensation paid to key management personnel	8,664	8,571	8,670

25 Events after the reporting date

On 31 January 2023, Investec W&I UK successfully completed the acquisition of the entire share capital of Murray Asset Management UK Limited ("**MAM**"), an Edinburgh-based wealth management firm, as part of its strategy to deliver financial advice services to more clients throughout the UK and to strengthen its Scottish presence. MAM is a private company limited by shares and is registered in England and Wales. The total consideration in respect of the acquisition amounted to £17,245,000, comprising £11,950,000 that was paid upon completion, plus deferred contingent consideration of up to £5,295,000.

On 3 April 2023, Investec Bank, the immediate parent company of Investec W&I UK, entered into a definitive agreement regarding an all-share combination of Investec W&I UK and Rathbones to create the UK's leading discretionary wealth manager, with circa £100 billion of FUMA. This combination will provide the enlarged Rathbones Group with scale to underpin future growth and provide an enhanced client proposition across banking and wealth management for both the Investec and Rathbones groups.

Part C

Unaudited Interim Financial Information of Investec W&I UK Group

INVESTEC WEALTH & INVESTMENT LIMITED
INTERIM CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
FOR THE SIX MONTHS ENDED 30 SEPTEMBER

	2022 **£ '000**	**2021** **£ '000**
Interest and similar income	538	62
Interest expense and similar charges	(430)	(528)
Net interest income/(expense)	**108**	**(466)**
Fee and commission income	161,550	169,596
Net fee and commission income	**161,550**	**169,596**
Net trading income	**161,658**	**169,130**
Other Operating Income	7,444	283
Operating income	**169,102**	**169,413**
Charges in relation to client relationships	(2,367)	(2,495)
Other operating expenses	(129,799)	(126,336)
Operating expenses	**(132,166)**	**(128,831)**
Profit before tax	**36,936**	**40,582**
Taxation	(7,406)	(8,105)
Profit after tax	**29,530**	**32,477**
Total comprehensive income for the period net of tax attributable to equity holders of Investec W&I UK	29,530	32,477

INVESTEC WEALTH & INVESTMENT LIMITED
INTERIM CONDENSED CONSOLIDATED BALANCE SHEET AS AT

	30-Sep 2022 £ '000	31-Mar 2022 £ '000
ASSETS		
Loans and advances to banks	194,675	179,651
Settlement balances	198,194	267,769
Prepayments, accrued income and other assets	34,814	36,814
Property plant and equipment	5,170	6,520
Right-of-use assets	35,874	34,396
Net deferred tax asset	1,445	1,567
Intangible assets	73,250	72,104
Total assets	543,422	598,821
Liabilities		
Settlement balances	197,329	264,670
Accruals and other liabilities	74,526	81,747
Other Provisions	9,458	9,429
Lease liabilities	42,936	41,520
Current tax liabilities	4,183	576
Total liabilities	328,432	397,942
Equity		
Share capital	10,455	10,455
Share premium	125,428	125,428
Retained earnings	79,107	64,996
Total equity	214,990	200,879
Total liabilities and equity	543,422	598,821

INVESTEC WEALTH & INVESTMENT LIMITED
INTERIM CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE SIX MONTHS ENDED 30 SEPTEMBER

		Share capital £ '000	Share premium £ '000	Retained earnings £ '000	Total equity £ '000
At 1 April 2022		10,455	125,428	64,996	200,879
Profit for the year		—	—	29,530	29,530
Charge and exercise of long service employment benefits		—	—	526	526
Dividends paid	3	—	—	(15,000)	(15,000)
Net transfers to parent		—	—	(945)	(945)
At 30 September 2022		**10,455**	**125,428**	**79,107**	**214,990**
At 1 April 2021		10,455	125,428	86,734	222,617
Profit for the year		—	—	32,477	32,477
Charge and exercise of long service employment benefits		—	—	252	252
Dividends paid	3	—	—	(32,500)	(32,500)
Net transfers to parent		—	—	659	659
At 30 September 2021		**10,455**	**125,428**	**87,622**	**223,505**

INVESTEC WEALTH & INVESTMENT LIMITED
INTERIM CONDENSED CONSOLIDATED CASHFLOW STATEMENT
FOR THE SIX MONTHS ENDED 30 SEPTEMBER

	2022 £ '000	2021 £ '000
Cash flow from operating activities		
Profit before tax	36,935	40,582
Adjustments to reconcile profit before tax to net cash flows:		
Net charge for provisions	432	79
Net interest income/(expense)	108	(466)
Profit on disposal of property, plant and equipment	2	123
Depreciation, amortisation and impairment	6,972	6,942
Defined benefit pension scheme charges	16	13
Defined benefit pension contributions paid	(99)	(94)
Share-based payment charges	630	1,164
	44,996	**48,343**
Changes in operating assets and liabilities:		
– net decrease/(increase) in settlement balance debtors	69,575	(29,265)
– net increase in prepayments, accrued income and other assets	2,000	7,151
– net (decrease)/increase in settlement balance creditors	(67,341)	32,137
– net (decrease)/increase in accruals, deferred income, provisions and other liabilities	(7,220)	3,781
Cash (used in)/generated from operations	**42,010**	**62,147**
Interest paid	(554)	(541)
Interest received	430	62
Tax paid	(3,957)	(19,950)
Net cash (outflow)/inflow from operating activities	**37,929**	**41,718**
Cash flows from investing activities		
Purchase of property, plant, equipment and intangible assets	(3,900)	(1,701)
Net transfer (to)/from parent	(945)	659
Net cash used in investing activities	**(4,845)**	**(1,042)**
Cash flows from financing activities		
Dividends paid	(15,000)	(32,500)
Payment of lease liabilities	(3,060)	(2,539)
Net cash used in financing activities	**(18,060)**	**(35,039)**
Net increase in cash and cash equivalents	15,024	5,637
Cash and cash equivalents at the beginning of the year	179,651	192,380
Cash and cash equivalents at the end of the year	194,675	198,017

1 Basis of preparation and changes to Investec W&I UKGroup's accounting policies

1.1 Basis of preparation

The interim condensed consolidated Historical Financial Information ("**Interim Historical Financial Information**") for the six months ended 30 September 2022 has been prepared specifically for the purposes of this Document and in accordance with IAS 34 *Interim Financial Reporting*. The Investec W&I UK Group has prepared the Interim Historical Financial Statements on the basis that it will continue to operate as a going concern. The directors consider that there are no material uncertainties that may cast significant doubt over this assumption. They have formed a judgement that there is a reasonable expectation that the Investec W&I UK Group has adequate resources to continue in operational existence for the foreseeable future, and not less than 12 months from the end of the reporting period.

These Interim Historical Financial Information omits the results of certain elements of Investec W&I UK Group's historical business activities that are not to be acquired by Rathbones as part of their proposed acquisition. Such results have been carved out to reflect the perimeter of the acquired business. The net impact on profit before tax from excluding such amounts is a reduction of profit before tax of £639,000 and £1,119,000 for the six months ended 30 September 2021 and 30 September 2022, respectively. These adjustments have also resulted in a change in retained earnings and cash flows from investing activities. They are represented by the line 'Net transfers from parent' in the interim condensed consolidated statements of changes in equity and in the interim condensed consolidated statements of cashflow.

The Interim Historical Financial Information has been prepared on a historical cost basis, except for certain financial instruments that are measured at fair value. The financial information is presented in Pounds Sterling and all values are rounded to the nearest thousand (£ 000), except where otherwise indicated.

The Interim Historical Financial Information is unaudited and does not constitute statutory accounts within the meaning of Section 434 of the Companies Act 2006 (the Act). Within the notes to the Interim Historical Financial Information, all current and comparative data covering periods to (or as at) 30 September is unaudited. Data given in respect of the Historical Financial Information for the period ending 31 March 2022 has been audited. The statutory financial statements for those entities comprising the Investec W&I UK Group for the year ended 31 March 2022 have been delivered to the Registrar of Companies. The auditors' opinion on those accounts was unqualified and did not contain a statement made under Section 498 of the Companies Act.

Investec W&I UK Group is single segment which operates 99% in the UK and will form part of the investment management segment for Rathbones. The information will accordingly not be provided for disaggregated segments.

1.2 New standards, interpretations and amendments adopted by the Investec W&I UK Group

The accounting policies adopted in the preparation of the Interim Historical Financial Information are consistent with those followed in the preparation of the Investec W&I UK Group's annual consolidated Historical Financial Information for the year ended 31 March 2022, except for the adoption of new standards effective as of 1 October 2022. The Investec W&I UK Group has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective.

There are no new standards issued but not yet effective that are expected to have a material impact on the Interim Historical Financial Information.

2 Financial instruments

	30 Sep 2022 £ '000	31 Mar 2022 £ '000
Financial assets:		
Financial assets at amortised cost:		
Trade and other receivables (excluding non-financial assets)	228,493	297,670
Loans and advances to banks	194,675	179,651

	£ '000	£ '000
Financial liabilities:		
Financial liabilities at amortised cost:		
Trade and other payables (excluding non-financial liabilities)	212,492	281,680
Financial liabilities at fair value through profit or loss:		
Deferred consideration	2,037	1,208

None of the financial assets or liabilities shown above have been renegotiated during the half year ending 30 September 2022 and no defaults of their terms have occurred.

Investec W&I UK has no financial assets measured at fair value through profit or loss. Financial liabilities measured at fair value through profit or loss comprise deferred consideration.

All other financial instruments are held at amortised cost, which is considered to be a reasonable approximation of fair value due to the short-term nature of these balances. Expected credit losses arising on Investec W&I UK's financial instruments are negligible. Investec W&I UK's maximum exposure to credit risk at the end of the reporting period is the carrying amount of each class of financial asset.

All of the financial assets and liabilities disclosed above contractually mature within one year.

Fair values hierarchy

Financial instruments carried at fair value are categorised into the following levels based upon valuation method:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3: inputs for the asset or liability that are not based on observable market data.

Fair value measurements are as follows:

	Level 1 £ '000	Level 2 £ '000	Level 3 £ '000	Total £ '000
At 30 September 2022				
Deferred consideration	—	2,037	—	—
	—	2,037	—	—

	Level 1 £ '000	Level 2 £ '000	Level 3 £ '000	Total £ '000
At 31 March 2022				
Deferred consideration	—	1,208	—	—
	—	1,208	—	—

The level 2 financial instrument has been valued using a discounted cash flow technique with the yield curve being used as an input to the model.

3 Dividends

	2022 £ '000	2021 £ '000
Equity dividends on ordinary shares:	15,000	32,500
Interim dividends paid: £1.43 per share (2021: £3.11 per share)		

4 Related party transactions

Investec W&I UK Group utilises certain shared central service functions provided by other entities within the Investec group, being Investec Bank plc and Investec Securities (Pty) Limited. Investec One Limited makes awards of nil-cost deferred shares under the Investec Group's long-term share award ('LTSA') scheme to qualifying employees of Investec W&I UK Group. The fair value of the awards granted is recharged to Investec W&I UK Group over the vesting period of the respective awards. These entities make a charge for the provision of these services, as set out below:

The following table provides the total amount of transactions that have been entered into with related parties for the six months ended 30 September 2022 and 2021;

Period ended 30 September	2022 £'000	2021 £'000
Total central service cost recharges	12,731	10,535
Share based charges	630	1,164

The balances outstanding in respect of the shared services were as follows:

As at 30 September 2022 and 31 March 2022	31 Sep 2022 £'000	31 Mar 2022 £'000
Central service costs owed to:		
– Investec Bank PLC	3,263	2,175
– Investec Securities (Pty) Limited	347	376
Share-based charges owed to:		
– Investec One Limited	79	152

The amounts are classified as trade receivables and trade payables, respectively.

Terms and conditions of transactions with related parties

The transactions between related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash.

Part 8

CAPITALISATION AND INDEBTEDNESS

You should read the following tables together with Part 5 (*Historical Financial Information of Rathbones*) and Part 6 (*Operating and Financial Review of Rathbones*) of this document.

Capitalisation

The table below sets out the capitalisation of Rathbones Group as at 31 March 2023 which have been extracted without material adjustment from Rathbones' unaudited management financial statements for the month ended 31 March 2023.

Rathbones Group capitalisation as at 31 March 2023:

	(£ million) (unaudited)
Shareholders' equity	
Ordinary share capital	3
Share Premium	311
Other reserves	77
Own Shares	(53)
Total shareholders' equity	338

	%
Common Equity Tier 1 capital (CET1) ratio	16.6
Leverage ratio	12.6
Total capital ratio	19.1

Notes:

(1) The retained earnings reserve has been excluded from the total equity above.

There has been no material change in the Rathbones Group's capitalisation since 31 March 2023 to the date of this document.

Gross Indebtedness

The table below sets out the gross indebtedness of the Rathbones Group at 31 March 2023. The figures for the cash and indebtedness of Rathbones Group included in the following tables have been extracted without material adjustment from Rathbones' unaudited management financial statements for the month ended 31 March 2023.

Rathbones Group indebtedness as at 31 March 2023:

	(£ million) (unaudited)
Current Debt	
Guaranteed	—
Secured	—
Unguaranteed/unsecured	5
Total current debt	**5**

Non-current debt (excluding current portion of non-current debt)

	(£ million) (unaudited)
Guaranteed	—
Secured	—
Unguaranteed/unsecured	84
Total non-current debt	**84**

Rathbones Group cash and indebtedness as at 31 March 2023:

		(£ million) (unaudited)
A	Cash	1,375
B	Cash equivalents	118
C	Other current financial assets	1,561
D	**Liquidity** (A) + (B) + (C)	3,054
E	**Current financial receivables**	
F	Current financial debt	15
G	Current portion of non-current debt	—
H	Current other financial debt	5
I	**Current financial debt** (F) + (G) + (H)	20
J	**Non-current financial indebtedness** (I) – (E) – (D)	3,034
K	Non-current financial debt	—
L	Debt instruments	40
M	Other non-current loans	44
N	**Non-current financial indebtedness** (K) + (L) + (M)	84
O	**Net financial indebtedness** (J) + (N)	2,950

There has been no material change in the Rathbones Group's indebtedness from 31 March 2023 to the date of this document.

Part 9
Unaudited *Pro Forma* Financial Information on the Enlarged Rathbones Group

Part A
Unaudited *Pro Forma* Financial Information

The following unaudited *pro forma* statement of net assets and *pro forma* statement of comprehensive income (the "***Pro forma* financial information**") have been prepared to show the effect on the consolidated net assets of the Rathbones Group as if the Combination had occurred on 31 December 2022 and on profit and losses of the Rathbones Group as if the Combination had occurred on 1 January 2022. The unaudited *Pro forma* financial information has been prepared for illustrative purposes only and in accordance with Annex 20 of the Prospectus Regulation Rules, and should be read in conjunction with the notes set out below. Due to its nature, the *Pro forma* financial information addresses a hypothetical situation and, therefore, does not represent the Rathbones Group, the Investec W&I UK Group or the Enlarged Rathbones Group's actual financial position or results.

For the purpose of the preparation of the *Pro forma* financial information, Rathbones has attributed the excess of the purchase price paid over the book value of the Investec W&I UK Group's net assets entirely to goodwill. On apportionment of the purchase price, fair values ascribed to intangible assets, PP&E and any other assets acquired or liabilities assumed, may result in material changes to goodwill as recorded in this *Pro forma* financial information for the Enlarged Rathbones Group.

The *Pro forma* financial information has been prepared in a manner consistent with the accounting policies adopted in the audited financial statements of the Rathbones Group for the year ended 31 December 2022.

The adjustments in the unaudited *pro forma* statement of comprehensive income are expected to have a continuing impact on the Enlarged Rathbones Group, unless stated otherwise.

The unaudited *pro forma* statement of net assets set out below is based on the audited consolidated balance sheet of the Rathbones Group as at 31 December 2022 (incorporated by reference into this document, as set out in Part 5 (*Historical Financial Information of Rathbones*) adjusted to reflect the net assets of Investec W&I UK Group as at 31 March 2022, presented in accordance with Rathbones Group's accounting policies (included in Part 7 (*Historical Financial Information of Investec W&I UK Group*) of this document) and other adjustments as described in the notes below.

The unaudited *pro forma* statement of comprehensive income set out below is based on the audited consolidated statement of comprehensive income of Rathbones Group for the year ended 31 December 2022 (incorporated by reference into this document, as set out in Part 5 (*Historical Financial Information of Rathbones*) adjusted to reflect the results of Investec W&I UK Group for the year ended 31 March 2022, presented in accordance with Rathbones Group's accounting policies (included in Part 7 (*Historical Financial Information of Investec W&I UK Group*) of this document) and other adjustments as described in the notes below.

The unaudited *Pro forma* financial information does not constitute financial statements within the meaning of section 434 of the Companies Act. Shareholders should read the whole of this document and not rely solely on the unaudited financial information in this Part A (*Unaudited Pro Forma* Financial Information) of this Part 9 (*Unaudited Pro Forma* Financial Information on the Enlarged Rathbones Group). Deloitte's report on the unaudited *Pro forma* financial information is set out in Part B (Accountants' report on the unaudited *pro forma* financial information) of this Part 9 (*Unaudited Pro Forma* Financial Information on the Enlarged Rathbones Group).

Unaudited pro forma statement of comprehensive income relating to the Enlarged Rathbones Group

	Rathbones Group for the year ended 31 December 2022 Note 1 £'000	Adjustments: Investec W&I UK Group for the year ended 31 March 2022 Note 2 £'000	Adjustments: Combination accounting adjustments Notes 3 & 4 £'000	Pro forma of the Enlarged Rathbones Group £'000
Interest and similar income	46,335	157	—	46,492
Interest expense and similar charges	(28,032)	(912)	—	(28,944)
Net interest income	**18,303**	**(755)**	—	**17,548**
Fee and commission income	462,689	336,988	—	799,677
Fee and commission expense	(27,477)	—	—	(27,477)
Net fee and commission income	**435,212**	**336,988**	—	**772,200**
Other operating income	2,360	1,609	—	3,969
Operating income	**455,875**	**337,842**	—	**793,717**
Charges in relation to client relationships and goodwill	(19,544)	(4,654)	—	(24,198)
Acquisition-related costs	(13,462)	—	(16,869)	(30,331)
Other operating expenses	(358,815)	(248,625)	—	(607,440)
Operating expenses	**(391,821)**	**(253,279)**	**(16,869)**	**(661,969)**
Profit before tax	**64,054**	**84,563**	**(16,869)**	**131,748**
Taxation	(15,070)	(15,843)	—	(30,913)
Profit after tax	**48,984**	**68,720**	**(16,869)**	**100,835**
Profit for the year attributable to equity holders of the company	**48,984**	**68,720**	**(16,869)**	**100,835**
Other comprehensive income:				
Items that will not be reclassified to profit or loss				
Net remeasurement of defined benefit liability	(7,083)	40	—	(7,043)
Deferred tax relating to net remeasurement of defined benefit liability	3,361	—	—	3,361
Other comprehensive income net of tax	**(3,722)**	**40**	—	**(3,682)**
Total comprehensive income for the year net of tax attributable to equity holders of the company	**45,262**	**68,760**	**(16,869)**	**97,153**

Notes:

*(1) The consolidated statement of comprehensive income for the Rathbones Group has been extracted, without adjustment, from the audited financial statements of the Rathbones Group for the year ended 31 December 2022, incorporated by reference into this document, as set out in Part 5 (*Historical Financial Information of Rathbones*).*

*(2) The statement of comprehensive income for Investec W&I UK Group has been extracted, without adjustment, from the Historical Financial Information of Investec W&I UK Group for the year ended 31 March 2022, as set out in Part 7 (*Historical Financial Information of Investec W&I UK Group*).*

(3) *Total Combination costs are £20.378 million, excluding VAT. Of these costs, £16.869 million have been charged to the pro forma* statement of comprehensive income within the line item "Acquisition-related costs", and £3.509 million have been accounted for as a reduction of equity. All such costs have been treated as non-deductible for tax purposes. A detailed exercise on the taxation treatment will be undertaken following completion of the Combination. This adjustment will not have a continuing impact.

(4) *In preparing the unaudited Pro forma* statement of comprehensive income, no account has been taken of the following:

(a) *Retention awards to be granted to employees of Investec W&I UK Group. Two types of retention awards are planned to be granted on or around Completion:*

(i) *A cash-based retention award, with an expected value of £8,000,000 (or such greater amounts as Rathbones and Investec Bank may agree), vesting 33 per cent. in March 2024 and 67 per cent. in March 2025, subject to the individuals' continued employment through the relevant payment dates. The cost will be charged to profit or loss over the vesting period, with a corresponding accrual recognised on the balance sheet; and*

(ii) *A share-based retention award, with an expected value of £40,000,000 (or such greater amount as Rathbones and Investec Bank may agree), vesting in one-thirds on the second, third and fourth anniversary of the grant date, subject to the individuals' continued employment through the relevant payment date and other underpin conditions linked to good* *conduct and engagement in the client migration process. The cost will be determined with reference to IFRS 2 "Share-based Payment" and charged to profit or loss over the vesting period, with a corresponding credit to equity.*

The value of both awards is subject to agreement between Investec Bank and Rathbones prior to the respective grant dates. The expense in respect of the retention awards will be dependent on the agreed value of the awards, the grant dates, and assumptions including leavers during the vesting periods and satisfaction of the underpin conditions. An exercise to finalise these assumptions and calculate the resulting expense will be undertaken following the grant dates.

(b) *Additional amortisation of intangible assets, amongst other things, which may be required in the Enlarged Rathbones Group's financial statements as a result of fair value measurement of assets and liabilities determined as part of the purchase price allocation described in note 3 to the pro forma* statement of net assets.

(c) *The trading activity or other acquisitions of Rathbones since 31 December 2022, or Investec W&I UK since 31 March 2022.*

Unaudited pro forma statement of net assets relating to the Enlarged Rathbones Group

		Adjustments		
	Rathbones Group as at 31 December 2022 Note 1 £'000	**Investec W&I UK Group as at 31 March 2022 Note 2 £'000**	**Combination accounting adjustments Notes 3, 4 & 5 £'000**	**Pro forma of the Enlarged Rathbones Group £'000**
Assets				
Cash and balances with central banks	1,412,915	179,651	(20,378)	1,572,188
Settlement balances	65,818	267,769	—	333,587
Loans and advances to banks	194,723	—	—	194,723
Loans and advances to customers	169,766	—	—	169,766
Investment securities:				
- fair value through profit or loss	11,214	—	—	11,214
- amortised cost	1,045,234	—	—	1,045,234
Prepayments, accrued income and other assets	126,687	36,814	—	163,501
Property, plant and equipment	12,687	6,520	—	19,207
Right-of use assets	39,087	34,396	—	73,483
Current tax asset	3,475	—	—	3,475
Net deferred tax asset	—	1,567	—	1,567
Intangible assets	356,193	72,104	674,745	1,103,042
Net defined benefit asset	9,401	—	—	9,401
Total assets	**3,447,200**	**598,821**	**654,367**	**4,700,388**
Liabilities				
Deposits by banks	1,035	—	—	1,035
Settlement balances	69,872	264,670	—	334,542
Due to customers	2,516,116	—	—	2,516,116
Accruals and other liabilities	114,288	81,747	—	196,035
Provisions	12,907	9,429	—	22,336
Lease liabilities	50,484	41,520	—	92,004
Current tax liabilities	247	576	—	823
Net deferred tax liability	7,526	—	—	7,526
Subordinated loan notes	39,891	—	—	39,891
Retirement benefit obligations	—	—	—	—
Total liabilities	**2,812,366**	**397,942**	—	**3,210,308**
Net assets	**634,834**	**200,879**	**654,367**	**1,490,080**

Notes:

(1) *The assets and liabilities of the Rathbones Group have been extracted, without adjustment, from the audited financial statements of the Rathbones Group as at 31 December 2022, incorporated by reference into this document, as set out in Part 5* (*Historical Financial Information of Rathbones*).

(2) *The assets and liabilities of Investec W&I UK Group have been extracted, without adjustment, from the Historical Financial Information of Investec W&I UK Group for the year ended 31 March 2022, as set out in Part 7 (Historical Financial Information of Investec W&I UK Group) of this document.*

(3) *The adjustments arising as a result of the Combination are set out below:*

(a) *the adjustments reflect the value of goodwill arising on the Combination, which has been assessed as the difference between the value of consideration and the net assets of Investec W&I UK Group. The unaudited pro forma* financial information has been prepared on the basis that the Combination will be accounted under IFRS 3 "Business Combinations" but does not reflect the fair value adjustments to the acquired assets and liabilities that may be reflected as part of the purchase price allocation, as the fair value measurement of these assets and liabilities will be performed subsequent to Completion. Additional amortisation of intangible assets, amongst other things, may be required in the Enlarged Rathbones Group's financial statements.

The equity consideration payable will be through issuance of the Consideration Shares by Rathbones (referred to as "consideration" in these notes). The consideration payable and the calculation of the adjustment to goodwill is set out below:

	Note	£'000
Equity consideration	*b(i) (ii)*	*875,624*
Less: net assets acquired of Investec W&I UK		*(200,879)*
***Pro forma* adjustment**		***674,745***
Add back: Investec W&I UK goodwill already recognised		*54,220*
Goodwill arising on acquisition		***728,965***

(b) *the consideration is due to be settled as follows:*
   (i) *The consideration of £875.624 million has been calculated based on 44,538,331 Consideration Shares being issued to Investec Bank at a price of £19.66 per share, being the Closing Price of Ordinary Shares as at the Latest Practicable Date.*
   (ii) *The consideration payable at completion will be different to the consideration included in this Pro forma* financial information, as the share price will be calculated at Completion.

(4) *Estimated Combination costs of £20.378 million in association with the Combination are assumed to be satisfied in cash. See note 3 to the pro forma* statement of comprehensive income for further details.

(5) *In preparing the unaudited pro forma* net assets statement, no account has been taken of:
   (a) *the trading activity or other Combinations of Rathbones since 31 December 2022 or Investec W&I UK since 31 March 2022;*
   (b) *The Completion condition of the Combination that adjusted net assets (being total net assets excluding (i) intangible assets net of any related deferred tax liability and (ii) deferred tax assets to the extent they relate to share based payments) of the Investec W&I UK Group must be greater than £131,500,000 on Completion. Investec Bank shall use all reasonable endeavours to procure that adjusted net assets of the Investec W&I UK Group will be in excess of £131,500,000; or*
   (c) *Retention awards to be granted to employees of Investec W&I UK Group, as described in note 4 to the pro forma* statement of comprehensive income.

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Part B

Accountants' Report on the Unaudited Pro Forma Financial Information

The Board of Directors
on behalf of Rathbones Group Plc
8 Finsbury Circus
London
EC2M 7AZ

Merrill Lynch International
2 King Edward Street
London
EC1A 1HQ

1 June 2023

Dear Sirs/Mesdames,

Rathbones Group Plc (the "Company")

We report on the *pro forma* financial information (the "***Pro forma* financial information**") set out in Part 9 of the combined prospectus and Class 1 circular dated 1 June 2023 (the "**Investment Circular**"). This report is required by Annex 20, section 3 of the UK version of the Commission delegated regulation (EU) 2019/980 (the "**Prospectus Delegated Regulation**") as applied by Listing Rule 13.3.3R and is given for the purpose of complying with that regulation and for no other purpose.

Opinion

In our opinion:

(a) the *Pro forma* financial information has been properly compiled on the basis stated; and

(b) such basis is consistent with the accounting policies of the Company.

Responsibilities

It is the responsibility of the directors of the Company (the "Directors") to prepare the *Pro forma* financial information in accordance with Annex 20 sections 1 and 2 of the Prospectus Delegated Regulation.

It is our responsibility to form an opinion, as to the proper compilation of the *Pro forma* financial information and to report that opinion to you in accordance with Annex 20 section 3 of the Prospectus Delegated Regulation.

Save for any responsibility arising under Prospectus Regulation Rule 5.3.2R(2)(f) to any person as and to the extent there provided, to the fullest extent permitted by law we do not assume any responsibility and will not accept any liability to any other person for any loss suffered by any such other person as a result of, arising out of, or in connection with this report or our statement, required by and given solely for the purposes of complying with Annex 1 item 1.3 of the Prospectus Delegated Regulation, consenting to its inclusion in the combined Prospectus and Circular.

In providing this opinion we are not updating or refreshing any reports or opinions previously made by us on any financial information used in the compilation of the *pro forma* financial information, nor do we accept responsibility for such reports or opinions beyond that owed to those to whom those reports or opinions were addressed at the date of their issue.

Basis of preparation

The *pro forma* financial information has been prepared on the basis described in Part A for illustrative purposes only, to provide information about how the transaction might have affected the financial information presented on the basis of the accounting policies adopted by the Company in preparing the financial statements for the period ended 31 December 2022.

Basis of Opinion

We conducted our work in accordance with the Standards for Investment Reporting issued by the Financial Reporting Council in the United Kingdom. We are independent of the Company and the Investec W&I UK in accordance with the Financial Reporting Council's Ethical Standard as applied to Investment Circular Reporting Engagements, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

The work that we performed for the purpose of making this report, which involved no independent examination of any of the underlying financial information, consisted primarily of comparing the unadjusted financial information with the source documents, considering the evidence supporting the adjustments and discussing the *Pro forma* financial information with the Directors.

We planned and performed our work so as to obtain the information and explanations we considered necessary in order to provide us with reasonable assurance that the *Pro forma* financial information has been properly compiled on the basis stated and that such basis is consistent with the accounting policies of the Company.

Our work has not been carried out in accordance with auditing or other standards and practices generally accepted in jurisdictions outside the United Kingdom, including the United States of America, and accordingly should not be relied upon as if it had been carried out in accordance with those standards or practices.

Declaration

For the purposes of Prospectus Regulation Rule 5.3.2R(2)(f) we are responsible for this report as part of the Investment Circular and declare that to the best of our knowledge, the information contained in this report is, in accordance with the facts and that the report makes no omission likely to affect its import. This declaration is included in the Investment Circular in compliance with Annex 1 item 1.2 of the Prospectus Delegated Regulation.

Yours faithfully

Deloitte LLP

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Part 10

DIRECTORS, PROPOSED DIRECTORS, SENIOR MANAGEMENT AND CORPORATE GOVERNANCE

1 RATHBONES BOARD AND SENIOR MANAGEMENT

1.1 Rathbones Board

The Rathbones Board comprises two Executive Directors and five Non-executive Directors. The Proposed Directors will be appointed to the Rathbones Board with effect from Completion.

The business address of the Rathbones Directors and, when appointed, the Proposed Directors will be 8 Finsbury Circus, London EC2M 7AZ.

1.2 Rathbones Directors

The names, ages, roles and biographies of each of the Rathbones Directors are as follows:

(a) **Clive Bannister, Chair, (64)**

Clive was appointed as chair on 12 January 2021. He started his career as a banker at First National Bank of Boston in 1981 in Boston and London, and in 1984, he joined Booz Allen & Hamilton as an associate and became a partner in the financial consulting practice in 1990. In 1994, Clive joined HSBC Investment Bank as Director and Head of Planning and Strategy in London with a remit to help with the integration of part of James Capel. He moved to New York in 1996 to be the deputy CEO of HSBC Inc and Head of Investment Banking in the US. In 1999, he was appointed Chief Executive of HSBC Group Private Banking and subsequently became Group General Manager in July 2001, and Group Managing Director in 2006 on the Executive Committee of Group Insurance and Asset Management at HSBC Holdings Plc. In 2011, Clive was recruited as group CEO of the Phoenix Group, the UK's largest life and pensions consolidator. During his time at Phoenix Group, a series of successful acquisitions were made, including AXA Wealth, Sun Life, Standard Life Assurance and the acquisition of ReAssurance from Swiss Re. Clive is currently a chair of the Museum of London and Beazley plc.

(b) **Paul Stockton, Group Chief Executive Officer, (57)**

Paul was appointed Group Chief Executive Officer in May 2019, having served as Managing Director of RIM from May 2018. He was previously Group Finance Director from 2008 to April 2019. Paul qualified as a chartered accountant with PriceWaterhouse in 1992, subsequently taking up a position in New York before returning to London in 1996. In 1999 he joined Old Mutual Plc as group financial controller, becoming Director of Finance of Gerrard Limited in 2001. In 2005, two years after the sale of Gerrard, he left to work initially for Euroclear and, subsequently, as a Divisional Finance Director of the Phoenix Group. He was formerly a non-executive director of the Financial Services Compensation Scheme. Paul is currently a board member of the Personal Investment Management and Financial Advice Association.

(c) **Jennifer Mathias, Group Chief Financial Officer, (48)**

Jennifer was appointed to the Rathbones Board on 1 April 2019. Jennifer began her career on the Lloyds TSB Finance graduate scheme following her graduation in 1995 and qualified as a chartered management accountant in 1999. At Lloyds, Jennifer held a number of senior management roles and worked closely with the board-level team of the Lloyds TSB Group, and was a member of the Corporate Banking and Wholesale Finance Executive Committees. In addition to her position as Finance Director of Corporate Banking, Jennifer spent three years as head of Credit Risk & Compliance for the Commercial Banking division of Lloyds TSB. In 2012, she joined Coutts as the Global Chief Finance Officer, and in 2015, she moved to EFG Private Bank (UK), where she was Chief Finance Officer and Deputy Chief Executive Officer.

(d) **Sarah Gentleman, Senior Independent Director, (53)**

Sarah was appointed as a Non-executive Director in 2015 and chair of the Remuneration Committee in June 2017. She was appointed as a designated non-executive director for Rathbones' workforce engagement in 2019 along with Colin Clark. She started her career as a consultant at McKinsey & Company and then worked for several years in the telecoms and digital sectors, latterly as Chief Financial Officer of the LCR Telecom Group. In 1999, she joined the internet bank Egg, the internet banking subsidiary of Prudential, where she was responsible for business development and strategy. In 2005, she joined Sanford C. Bernstein & Co, the institutional research and trading arm of Alliance Bernstein, as a banking analyst covering the European banking sector. Sarah is an adviser to early-stage technology companies, and non-executive director of Engine B Ltd and Molten Ventures Plc.

(e) **Terri Duhon, Non-executive Director, (50)**

Terri was appointed as a Non-executive Director in July 2018 and is chair of the Risk Committee. Terri graduated with a Maths degree from Massachusetts Institute of Technology (MIT). She is currently a non-executive director on the board of Morgan Stanley International where she chairs the risk committee and is also chair of Morgan Stanley Investment Management Limited. Terri is also a non-executive director at Hanover Investors Ltd, Wise Plc and, an Associate Fellow at The Saïd Business School at Oxford University. Previously, Terri sat on the boards of CHAPS Co and UK Operation Smile and was a founding member of the Women's Leadership Group for the Prince's Trust. As an executive, Terri held a number of senior roles at JP Morgan and ABN AMRO before setting up her own consultancy firm.

(f) **Dharmash Mistry, Non-executive Director, (52)**

Dharmash was appointed as Non-executive Director on 5 October 2021. He is currently a director of Halma plc and The Premier League. Dharmash started his career with Procter & Gamble on their graduate programme and then went on to become a brand manager, followed by a period with Boston Consulting Group. He spent eight years in the media as Group Managing Director of EMAP Consumer Media and EMAP Performance. Dharmash is an experienced technology venture capitalist, entrepreneur and non-executive director. He was formerly a Partner at Balderton & Lakestar, leading investments including Revolut, Glovo, Infarm, Blockchain.com & Lovefilm amongst others. Prior to this he was Group MD of EMAP Consumer Media, where he co-led the delisting of Emap PLC from the FTSE 100. His prior board NED positions include: BBC Executive Board, Hargreaves Lansdown PLC, Dixons Retail PLC, the British Business Bank, and BBC Commercial Holdings.

(g) **Iain Cummings, Non-executive Director, (61)**

Iain was appointed as Non-executive Director on 5 October 2021. Iain is a Fellow of the Institute of Chartered Accountants in England and Wales with over 35 years of experience working in the financial sector. He was a partner at KPMG for over 24 years working with banks and other major financial services firms in both audit and advisory roles including three years leading KPMG's banking audit practice. His audit roles included large firms in the investment banking sector and listed firms in the wealth, asset management and insurance sectors while his advisory engagements focused on aspects of risk, regulation and internal audit. He also served for a number of years as Chairman of the ICAEW's Technical Strategy Board. Iain is currently a Non-Executive Director at Skipton Building Society.

1.3 Proposed Directors

(a) **James Whelan (known as Ciaran Whelan), proposed Non-executive Director, (60)**

James, known as Ciaran, joined the Investec Group in 1988 and serves as its current Managing Director of Investec PLC. He stepped down as Chief Executive Officer of Investec W&I UK Group in October 2022. He has had varied experience within the Investec Group, including Chief Executive Officer of Investec Bank Australia Limited and the Global Head of Investec Private Bank. Ciaran was appointed as an Executive Director of Investec PLC[21] and Investec Limited in April 2020 and as UK CEO of Investec W&I UK. Prior to joining the Investec Group, Ciaran was an audit manager at KPMG Inc., having completed his articles at Coopers & Lybrand in Ireland.

21 On 18 May 2023, Investec Group announced that Ciaran Whelan will step down as an executive director of Investec PLC and Investec Limited at the annual general meeting to be held on 3 August 2023.

Subject to Completion, Ciaran will be appointed as a Non-Executive Director of Rathbones with effect from Completion.

(b) **Henrietta Baldock, proposed Non-executive Director, (52)**

Henrietta serves as chair and independent non-executive director at Investec W&I UK having been appointed in August 2021. Henrietta also serves as an independent non-executive director on the boards of Investec Limited, Investec PLC and Investec Bank. Henrietta has extensive knowledge of the financial services sector, through her 25 years' experience in investment banking including as chairman of the European Financial Institutions team at Bank of America Merrill Lynch. Henrietta joined Bank of America Merrill Lynch in 2000 and has served as chair of its Financial Institutions Group, Managing Director and Head of European Financial Institutions Investment Banking. She started her career as a generalist adviser and has focused on financial institutions since 1995. Henrietta also holds external appointments at Hydro Industries Limited, Legal and General Assurance Society Limited and Legal and General Group plc.

Subject to Completion, Henrietta will be appointed as a Non-executive Director of Rathbones with effect from Completion.

1.4 Senior Managers

The senior management team of the Enlarged Rathbones Group will comprise, with effect from Completion:

Current Senior Managers

(a) **Rupert Baron, Managing Director of Investment Management, Rathbones**

Rupert joined RIM as an Investment Director in 2000 and became Managing Director in February 2021. Rupert has over 39 years' experience in the wealth management sector, attending to the needs of individuals, trusts and pension schemes.

(b) **Andy Brodie, Chief Operating Officer, Rathbones**

Andy joined the firm in April 2020 as Chief Operating Officer and is accountable for operations, change, technology and facilities. Prior to joining Rathbones, Andy worked at BSkyB, O2 Telefonica, Barclays Wealth and Aberdeen Standard Capital.

(c) **Gaynor Gillespie, Chief People Officer, Rathbones**

Gaynor joined Rathbones in May 2021 as Chief People Officer. With over 30 years' experience, Gaynor joined from BNP Paribas UK where she was responsible for all aspects of people management, performance, culture, talent and engagement.

(d) **Sarah Owen-Jones, Chief Risk Officer, Rathbones**

Sarah Owen-Jones joined Rathbones in March 2015 as Chief Risk Officer. She worked for NatWest and RBS group for over 30 years, including 13 years at Coutts. Sarah has an MBA with a dissertation on operational risk management and she is a member of the Institute of Risk Management.

(e) **Richard Smeeton, Special Projects, Rathbones**

Richard Smeeton is responsible for investment management special projects including the assessment of potential acquisitions and recruitment. Having trained with County Bank, he joined Laurence Keen in 1988 prior to its acquisition by Rathbones in 1995.

(f) **Ivo Darnley, Managing Director of Investment Management, Rathbones**

Ivo joined Rathbones after graduating from Edinburgh University in 1991. Ivo is responsible for the specialist teams, which include the Investment Office, Research and Front Office Investment Risk teams. In addition, he leads the Charities & Greenbank team. He founded the charity team in London and managed portfolios as an investment manager for almost 30 years.

(g) **Tony Overy, Chief Executive Officer of Saunderson House, Rathbones**

Tony joined Saunderson House in 1989 as a trainee financial planner, where he built extensive experience in successfully helping individuals manage their wealth. In January 2012, he became the Chief Executive Officer and member of the Saunderson House Board of Directors.

(h) **Mike Webb, Chief Executive of Funds, Rathbones**

Mike Webb is Chief Executive Officer of Rathbone Unit Trust Management. He joined Rathbones in 2010. He has over 25 years' experience, with previous roles including Chief Executive Officer of Invesco Perpetual, Managing Director of the retail division of GT Global Asset Management and Sales and Marketing Director of Prolific Financial Management.

*Current Investec W&I UK Group senior manager who will be part of the senior management team of the Enlarged Rathbones Group with effect from Completion (the "**Proposed Senior Manager**")*

(a) **Iain Hooley, Chief Executive Officer of Investec W&I UK (subject to regulatory approval)**

Iain has spent over 22 years in the wealth and investment management industry and is a Fellow of the Institute of Chartered Accountants in England & Wales. In 2000, Iain became Group Financial Controller of BWD Securities plc, a listed investment management business. The business became known as Investec Wealth & Investment ('IW&I') in 2010 when it became part of the Investec PLC Group, following which Iain became Finance Director of IW&I and a member of its Board and Executive Committee. Iain continued to play a central role in the development of the business and became its Chief Executive Officer (subject to regulatory approval) in 2023.

2 RATHBONES CORPORATE GOVERNANCE

2.1 UK Corporate Governance Code

Rathbones considers that it complies in full with the provisions of the UK Corporate Governance Code.

2.2 Audit Committee

(a) **Terms of reference**

Financial reporting

The Audit Committee should carry out the duties below for Rathbones, major subsidiary undertakings and the Rathbones Group as a whole, as appropriate. The Audit Committee shall, among other things:

(i) monitor the integrity of the financial statements of Rathbones, including its annual, half-yearly reports, quarterly interim management statements and any other formal announcement relating to its financial performance, reviewing significant financial reporting issues and judgements which they contain having regard to matters communicated to it by the auditor. In particular the Audit Committee shall review and challenge where necessary:

(A) the consistency of, and any changes to, accounting policies both on a year-on-year basis and across Rathbones/the Rathbones Group;

(B) the methods used to account for significant or unusual transactions where different approaches are possible;

(C) whether Rathbones has followed appropriate accounting standards and made appropriate estimates and judgements, taking into account the views of the external auditor;

(D) the clarity of disclosure in Rathbones' financial reports and the context in which statements are made to ensure that the information is fair, balanced and understandable;

(E) the appropriateness of the adoption of the going concern basis of accounting used in preparing the annual and full year financial statements;

(F) the viability statement setting out the longer-term prospects of Rathbones required by the UK Corporate Governance Code; and

(G) all material information presented with the financial statements.

(ii) review any other statements requiring board approval which contain financial information first, where to carry out a review prior to board approval would be practicable and consistent with any prompt reporting requirements under any law or regulation;

Narrative reporting

(iii) review the content of the annual report and accounts and advise the Rathbones Board on whether, taken as a whole, it is fair, balanced and understandable and provides all necessary information to the Shareholders;

Whistleblowing

(iv) review the adequacy and security of Rathbones' arrangements for its employees and contractors to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters;

Internal audit

(v) monitor and review the effectiveness of Rathbones' internal audit function in the context of Rathbones' overall risk management system;

(vi) approve the appointment and removal of the head of the internal audit function;

(vii) consider and approve the remit of the internal audit function ensuring it has adequate resources and appropriate access to information to enable it to perform its function effectively;

(viii) review (and where relevant, assess and/or monitor):

(A) the annual internal audit plan;

(B) reports addressed to the Audit Committee from the internal auditor;

(C) management's responsiveness to the findings and recommendations of the internal auditor; and

(D) the actions taken by management to implement the recommendations of internal audit and to support the effective working of the internal audit function;

(ix) meet the head of internal audit at least once a year, without management being present, to discuss their remit and any issues arising from the internal audits carried out;

(x) carry out an annual assessment on the effectiveness of the internal audit function;

External audit

(xi) consider and make recommendations to the Rathbones Board, to be put to Shareholders for approval at its AGM, in relation to the appointment, re-appointment and removal of Rathbones' external auditor, and oversee the relationship with the external auditor;

(xii) meet regularly with the external auditor, including once at the planning stage before the audit and once after the audit at the reporting stage. The Audit Committee shall meet the external auditor at least once a year, without management being present, to discuss the auditor's remit and any issues arising from the audit;

(xiii) review (and where relevant, approve)

(A) the annual audit plan (to ensure that it is consistent with the scope of the audit engagement);

(B) the findings of the audit with the external auditor;

(C) any representation letter(s) requested by the external auditor;

(D) management letter and management's response to the auditor's recommendations; and

(E) draft reports to regulators;

(xiv) review and recommend to the board of directors of RIM for approval, the annual ISAE 3402 report;

(xv) develop and recommend to the Rathbones Board, Rathbones' formal policy on the provision of non-audit services by the auditor;

Internal controls

(b) **Operation**

The Audit Committee reports its activities and makes recommendations to the Rathbones Board. The Audit Committee keeps Rathbones' internal financial controls system under review and reviews and approves the statements to be included in the annual report concerning internal control.

(c) **Composition**

The Audit Committee must comprise at least three members, and membership shall include at least one member of the Rathbones Group's Risk Committee. Members of the Audit Committee shall be appointed by the Rathbones Board, on the recommendation of the Nomination Committee in consultation with the chair of the Audit Committee. The current members of the Audit Committee are Iain Cummings (chair), Terri Duhon, Sarah Gentleman and Dharmash Mistry.

All members of the Audit Committee shall be independent non-executive directors with at least one of whom shall have recent and relevant financial experience. The Audit Committee as a whole shall have competence relevant to the financial services industry.

(d) **Meetings and attendance**

The Audit Committee shall meet at least four times a year at appropriate times in the reporting and audit cycle and otherwise as required. The external auditor will be invited to attend meetings of the Audit Committee on a regular basis.

Only members of the Audit Committee have the right to attend Audit Committee meetings. However, other individuals such as the chair, Chief Executive, Finance Director, other Rathbones Directors, the heads of risk, compliance and internal audit and representatives from the finance function may be invited to attend all or part of any meeting as and when appropriate and necessary.

2.3 Remuneration Committee

(a) **Terms of reference**

The duties of the Remuneration Committee shall be, among other things, to:

(i) determine the remuneration policy of executive directors that provides the overarching principles of remuneration across Rathbones;

(ii) review:

(A) Rathbones' regulatory submissions including, but not limited to, Rathbones' Group's Remuneration Policy Statement (and approve the same);

(B) the on-going appropriateness and relevance of the remuneration policy;

(C) workforce remuneration and related policies;

(D) the design of all share incentive plans that will require formal approval by the Rathbones Board and shareholders; and

(E) the remuneration trends across the Rathbones Group including the relationship between executive remuneration and the remuneration of other Rathbones Group employees;

(iii) set and oversee implementation of the remuneration arrangements for senior Rathbones employees including the employees of Rathbones with remuneration of £250,000 or more;

(iv) receive reports and seek advice from the Group Risk Committee and the Chief Risk Officer to ensure there is appropriate:

(A) risk adjustment to variable remuneration schemes; and

(B) appropriate performance adjustment to any unvested awards, deferred awards or paid awards to individuals through the application of malus and/or clawback provisions;

(v) decide who should be designated as a Remuneration Code identified employee (having received advice from Head of Strategy & Organisation Development);

(vi) establish the selection criteria and select, appoint and set the terms of reference for any remuneration consultants who advise the Remuneration Committee;

(vii) approve the design of, and determine targets for the Rathbones Executive Incentive Plan operated by Rathbones for its senior employees and approve the total annual payments made under the scheme;

(viii) approve the design of, and determine framework for any performance-related pay schemes operated by Rathbones for senior employees;

(ix) determine the policy pension arrangements of each executive director and other designated senior executives;

(x) oversee and approve termination packages for senior employees leaving Rathbones' employment service;

(xi) agree the policy for authorising claims for expenses from the directors; and

(xii) develop a formal policy on post-employment shareholding requirements.

(b) **Operation**

The Remuneration Committee shall be responsible for:

(i) setting the over-arching principles and parameters of the remuneration policy across Rathbones;

(ii) setting the remuneration arrangements for the chair, Executive Directors, the members of the Group Executive Committee, the Company Secretary and employees subject to the Remuneration Code whose total remuneration exceeds £250,000; and

(iii) reviewing workforce remuneration including policies and practices for the employees of the firm.

The Remuneration Committee will:

(iv) assess whether the Rathbones Group complies with UK legislation and regulation as appropriate, including the UK Corporate Governance Code and the Remuneration Code;

(v) annually review the Rathbones remuneration and reward policies and arrangements to ensure they are aligned to Rathbones' purpose and values and clearly linked to the successful delivery of Rathbones' long-term strategy and that they are consistent with and promote effective risk management;

(vi) ensure that provisions of applicable law and regulation regarding disclosure of information, including pensions, are fulfilled;

(vii) produce a report of Rathbones' remuneration policy and practices to be included in Rathbones' annual report and ensure each year that it is put to shareholders for approval at the AGM; and

(viii) through the Chair of the Rathbones Board, ensure that Rathbones maintains contact as required with its principal shareholders about remuneration.

(c) **Composition**

The Remuneration Committee shall be appointed by the Rathbones Board (on the recommendation of the Nomination Committee) from amongst the independent non-executive directors of Rathbones and shall consist of not less than three members.

Appointments to the Remuneration Committee shall be for a period of up to three years extendable by no more than two additional three-year periods. The Chair of the Rathbones Board may also serve on the Remuneration Committee as an additional member if he or she was considered independent on appointment as Chair.

The Rathbones Board shall appoint the chair of the Remuneration Committee who shall, prior to their appointment, have served on the Remuneration Committee for at least 12 months.

The current members of the Remuneration Committee are Sarah Gentleman (chair), Clive Bannister, Iain Cummings, Terri Duhon and Dharmash Mistry.

(d) **Meetings and attendance**

The Remuneration Committee shall meet at least three times a year and otherwise as required. No member of the Remuneration Committee or any attendee at any Remuneration Committee meeting shall be present when his or her own remuneration and/or reward arrangements are being discussed.

2.4 Nomination Committee

(a) **Terms of reference**

The Nomination Committee's purpose is to, among other things:

(i) regularly review the structure, size and composition (including the skills, knowledge, experience and diversity) of the Rathbones Board and make recommendations to the Rathbones Board with regard to any changes;

(ii) give full consideration to succession planning for directors and other senior executives in the course of its work, taking into account the challenges and opportunities facing the Rathbones, regulatory requirements and the skills and expertise needed on the Rathbones Board in the future;

(iii) keep under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace;

(iv) ensure there is a contingency plan for dealing with unexpected departures;

(v) review executive and senior management development programmes on an annual basis;

(vi) keep up to date and fully informed about regulatory requirements, strategic issues and commercial changes affecting the Rathbones and the market in which it operates;

(vii) be responsible for identifying and nominating for the approval of the Rathbones Board, candidates to fill board vacancies as and when they arise;

(viii) before any appointment is made by the Rathbones Board, evaluate the balance of skills, knowledge, experience and diversity on the Rathbones Board, and, in the light of this evaluation prepare a description of the role and capabilities required for a particular appointment;

(ix) ensure that board and senior management succession plans and board appointments are based on merit and objective criteria and promotes diversity of gender, social and ethnic backgrounds, cognitive and personal strengths;

(x) require any proposed director appointee to disclose any current or future business interests that could result in a conflict of interest and if appropriate authorise situational conflicts of interest of directors and potential directors;

(xi) keep potential conflicts of interests of directors under review (at least annually) and develop appropriate processes for managing such conflicts if considered necessary;

(xii) ensure that on appointment to the Rathbones Board, non-executive directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside board meetings;

(xiii) review:

(A) gender balance of those in senior management and their direct reports;

(B) the results of the Rathbones Board performance evaluation process that relate to the composition of the Rathbones Board;

(C) the time required from non-executive directors; and

(D) the succession plans below the Executive Committee; and

(xiv) make recommendations to the Rathbones Board concerning plans for:

(A) the succession of both executive and non-executive directors;

(B) suitable candidates for the role of senior independent director; and

(C) membership of the various Rathbones committees.

(b) **Operation**

The chair of the Nomination Committee shall report to the Rathbones Board on its proceedings after each meeting on all matters within its duties and responsibilities, and the Nomination Committee shall make whatever recommendations to the Rathbones Board it deems appropriate on any area within its remit where action or improvement is needed.

The Nomination Committee shall:

(i) produce a report to be included in Rathbones' annual report about its activities, the process used to make appointments and explain if external advice or open advertising has not been used;

(ii) give due consideration to laws and regulations, the provisions of the UK Corporate Governance Code and the requirements of the Listing Rules, Prospectus Regulation Rules, Disclosure Guidance and Transparency Rules and any other applicable rules, as appropriate; and

(iii) arrange for period reviews of its own performance and, at least annually, review its constitution and terms of reference.

(c) **Composition**

The Nomination Committee shall comprise at least three Rathbones Directors, all of whom shall be independent non-executive directors. The current members of the Nomination Committee are Clive Bannister (chair), Iain Cummings, Terri Duhon, Sarah Gentleman and Dharmash Mistry.

(d) **Meetings and attendance**

The Nomination Committee will meet at least twice a year and otherwise as required. Only members of the Nomination Committee have the right to attend committee meetings. However, other individuals such as the Chief Executive, the head of Human Resources and external advisers may be invited to attend for all or part of any meeting, as and when appropriate and necessary.

2.5 Group Risk Committee

(a) **Terms of reference**

The Group Risk Committee's purpose, amongst other things, is to:

(i) review and recommend to the Rathbones Board, the Rathbones Group's overall risk appetite and a group risk appetite statement;

(ii) provide oversight and challenge of the metrics used to monitor the Group's risk management performance;

(iii) oversee management of, and provide advice to the Rathbones Board on, the current risk exposures of the Rathbones Group with particular emphasis on prudential and conduct risks;

(iv) monitor Rathbones Group's risk profile in relation to current and future Rathbones Group strategy and ensure that it is consistent with Rathbones Group's risk appetite;

(v) review and challenge reports (including periodic portfolio reviews presented to the Group Risk Committee) and recommendations regarding the Rathbones Group's current risk exposures;

(vi) consider (together with the Audit Committee) the material recommendations of Rathbones Group's internal or external auditors on matters within the remit of the Group Risk Committee;

(vii) identify, review and assess emerging and principal risks and risk issues and Rathbones' capability to deal with such risks;

(viii) review and recommend to the Rathbones Board for approval, Rathbones Group's Internal Capital Adequacy Assessment Process ("**ICAAP**") and Individual Liquidity Adequacy Assessment ("**ILAA**") to fulfil Rathbones' regulatory obligations;

(ix) ratify important business services across the Rathbones Group, agree impact tolerances in respect thereof, and periodically review Rathbones Group's capacity to operate important business services within agreed impact tolerances;

(x) review Rathbones' procedures in relation to:

(A) detecting fraud;

(B) the prevention of bribery; and

(C) anti-money laundering.

(xi) provide oversight to the effectiveness of Rathbones Group's risk management framework;

(xii) oversee the design and execution of stress and scenario testing, including oversight and challenge of the ICAAP and ILAAP processes;

(xiii) Review and challenge reports from the Chief Risk Officer of Rathbones Group on relevant matters;

(xiv) when appropriate, provide input or advice on the appointment of external consultants or advisers that the Rathbones Board or other Board Committees may decide to engage;

(xv) provide qualitative and quantitative advice to the Remuneration Committee on risk weightings to be applied to performance objectives of executive employees; and

(xvi) ensure the risk and compliance functions have adequate independence.

(b) **Operation**

The Group Risk Committee provides oversight and advice to the Rathbones Board on Rathbones Group's:

(i) risk appetite;

(ii) risk profile and alignment to risk appetite;

(iii) risk management framework and compliance systems;

(iv) alignment of reward structures to risk appetite; and

(v) risk management culture.

The Group Risk Committee will:

(i) report to the Rathbones Board on its proceedings after each meeting on all matters within its duties and responsibilities;

(ii) make whatever recommendations to the Rathbones Board it deems appropriate on any area within its remit where action or improvement is needed; and

(iii) produce a report of its activities and Rathbones' risk management and strategy to be included in Rathbones' annual report.

(c) **Composition**

The Group Risk Committee shall comprise at least three members. The current members of the Group Risk Committee are Terri Duhon (chair), Clive Bannister, Iain Cummings, Sarah Gentleman and Dharmash Mistry.

Membership of the Group Risk Committee shall include the chair of the Audit Committee. All members of the Group Risk Committee shall be independent non-executive directors. Members of the Group Risk Committee shall be appointed by the Rathbones Board, on the recommendation of the Nomination Committee in consultation with the chair of the Group Risk Committee. The Group Chief Executive Officer, Group Chief Financial Officer and Chief Risk Officer shall be in attendance at all meetings.

(d) **Meetings and attendance**

The Group Risk Committee shall meet at least four times a year at appropriate times and otherwise as required. Only members of the Group Risk Committee have the right to attend committee meetings. However, other individuals such as the Chair of the Rathbones Board and other representatives of the risk function, compliance, and internal and external audit may be invited to attend all or part of any meeting as and when appropriate and necessary.

3 THE RATHBONES DIRECTORS', THE PROPOSED DIRECTORS', SENIOR MANAGERS' AND PROPOSED SENIOR MANAGER'S INTERESTS

3.1 Disclosure

Save as set out in this paragraph 3, as at the Latest Practicable Date:

(a) no Rathbones Director, Senior Manager, Proposed Director, Proposed Senior Manager, and no person so connected (within the meaning of section 252 of the Companies Act) with a Rathbones Director, Proposed Director, Senior Manager or Proposed Senior Manager has, or is expected to have, any interest in the share capital of Rathbones or any of its subsidiaries or any options over Rathbones Shares; and

(b) no Rathbones Director, Proposed Director, Senior Manager, Proposed Senior Manager or no person so connected (within the meaning of section 252 of the Companies Act) with a Rathbones Director, Proposed Director, Senior Manager or Proposed Senior Manager has, or will have upon Admission, any financial product whose value in whole or in part is determined directly or indirectly by reference to the price of the Rathbones Shares.

3.2 Rathbones Directors', the Proposed Directors', Senior Managers' and Proposed Senior Manager's shareholdings

The following table sets out the interests of the Rathbones Directors', the Proposed Directors', Senior Managers', the Proposed Senior Manager and the persons connected with them (within the meaning of section 252 of the Companies Act) in Ordinary Shares. All the holdings noted below are as at the Latest Practicable Date and immediately following Admission.

Name	As at the Latest Practicable Date		On Admission		
	No. of Ordinary Shares held	Percentage of Ordinary Shares held (per cent.)	No. of Ordinary Shares held	No. of Convertible Non-Voting Ordinary Shares held	Percentage of Rathbones Shares held (per cent.)
Jennifer Mathias	10,655	0.02	10,655	—	0.01
Paul Stockton	101,898	0.16	101,898	—	0.11
Rupert Baron[22]	23,675	0.04	23,675	—	0.02
Andy Brodie	4,543	0.01	4,543	—	0.01
Tony Overy[23]	18,306	0.03	18,306	—	0.02
Sarah Owen-Jones	19,083	0.03	19,083	—	0.02
Richard Smeeton[24]	93,886	0.15	93,886	—	0.10
Mike Webb	16,364	0.03	16,364	—	0.02
Ivo Darnley	21,494	0.03	21,494	—	0.02
Gaynor Gillespie	910	0.00	910	—	0.00
Clive Bannister	15,300	0.02	15,300	—	0.02
Dharmash Mistry	2,500	0.00	2,500	—	0.00
Iain Cummings	2,500	0.00	2,500	—	0.00
Sarah Gentleman	1,128	0.00	1,128	—	0.00
Terri Duhon	500	0.00	500	—	0.00

3.3 Rathbones Directors' and Senior Managers' options

As at the Latest Practicable Date, the Rathbones Directors and the Senior Managers had outstanding options and awards over Ordinary Shares as set out in the table below:

Name	Rathbones Share Plan	Date of grant	Number of Ordinary Shares to which grant relates	Exercise price (if any)
Jennifer Mathias	ESPP (RSP)	14/05/2021	14,679	Nil
	ESPP (RSP)	07/03/2022	17,585	Nil
	ESPP (Deferred)	07/03/2022	9,645	Nil
	ESPP (RSP)	14/04/2023	14,765	Nil
	ESPP (Deferred)	14/04/2023	4,235	Nil
	EIP	23/03/2020	5,292	Nil
	EIP	06/04/2021	11,684	Nil
	SIP	—	464	—
	SAYE	21/04/2020	1,658	£10.85
	SAYE	28/04/2023	1,181	£15.24
Paul Stockton	ESPP (RSP)	14/05/2021	21,881	Nil
	ESPP (RSP)	07/03/2022	25,036	Nil
	ESPP (Deferred)	07/03/2022	14,378	Nil
	ESPP (RSP)	14/04/2023	21,425	Nil
	ESPP (Deferred)	14/04/2023	6,030	Nil
	EIP	22/03/2019	3,275	Nil
	EIP	23/03/2020	9,730	Nil
	EIP	06/04/2021	17,417	Nil
	SIP	—	5,198	—
	SAYE	21/04/2020	1,658	£10.85
	SAYE	28/04/2023	1,181	£15.24
Rupert Baron	ESPP (RSP)	14/05/2021	11,468	Nil
	ESPP (RSP)	07/03/2022	13,515	Nil
	ESPP (Deferred)	07/03/2022	7,620	Nil
	ESPP (RSP)	14/04/2023	11,347	Nil
	EIP	22/03/2019	2,169	Nil

22 including 2,216 Ordinary Shares held by connected persons
23 including 18,306 Ordinary Shares held by connected persons
24 including 62,500 Ordinary Shares held by connected persons

Name	Rathbones Share Plan	Date of grant	Number of Ordinary Shares to which grant relates	Exercise price (if any)
	EIP	23/03/2020	5,668	Nil
	EIP	06/04/2021	10,112	Nil
	KSEP	15/06/2018	24,489	Nil
	SIP	—	5,100	—
	SAYE	21/04/2020	1,658	£10.85
	SAYE	28/04/2023	1,181	£15.24
Andy Brodie	ESPP (RSP)	14/05/2021	10,887	Nil
	ESPP (RSP)	07/03/2022	14,294	Nil
	ESPP (Deferred)	07/03/2022	7,629	Nil
	ESPP (RSP)	14/04/2023	12,002	Nil
	EIP	06/04/2021	7,979	Nil
	SIP	—	736	—
	SAYE	20/04/2022	1,291	£13.94
Tony Overy	SIP	—	251	—
	SAYE	20/04/2022	903	£13.94
	SAYE	28/04/2023	354	£15.24
Sarah Owen-Jones	ESPP (RSP)	14/05/2021	10,091	Nil
	ESPP (RSP)	07/03/2022	11,893	Nil
	ESPP (Deferred)	07/03/2022	7,012	Nil
	ESPP (RSP)	14/04/2023	9,986	Nil
	EIP	22/03/2019	2,409	Nil
	EIP	23/03/2020	7,302	Nil
	EIP	06/04/2021	8,984	Nil
	SIP	—	2,010	—
	SAYE 2020	21/04/2020	2,764	£10.85
Richard Smeeton	ESPP (RSP)	14/05/2021	11,559	Nil
	ESPP (RSP)	07/03/2022	13,623	Nil
	ESPP (Deferred)	07/03/2022	7,431	Nil
	ESPP (RSP)	14/04/2023	11,328	Nil
	EIP	22/03/2019	2,319	Nil
	EIP	23/03/2020	6,516	Nil
	EIP	06/04/2021	10,851	Nil
	KSEP	15/06/2018	24,489	Nil
	SIP	—	2,329	—
	SAYE	21/04/2020	1,658	£10.85
	SAYE	28/04/2023	1,181	£15.24
Mike Webb	ESPP (RSP)	14/05/2021	12,862	Nil
	ESPP (RSP)	07/03/2022	15,158	Nil
	ESPP (Deferred)	07/03/2022	9,246	Nil
	ESPP (RSP)	14/04/2023	12,727	Nil
	EIP	22/03/2019	2,812	Nil
	EIP	23/03/2020	7,272	Nil
	EIP	06/04/2021	13,233	Nil
	SIP	—	4,067	Nil
	SAYE	21/04/2020	829	£10.85
	SAYE	20/04/2022	516	£13.94
Ivo Darnley	ESPP (RSP)	14/05/2021	11,468	Nil
	ESPP (RSP)	07/03/2022	13,515	Nil
	ESPP (Deferred)	07/03/2022	7,554	Nil
	ESPP (RSP)	14/04/2023	11,347	Nil
	EIP	22/03/2019	2,203	Nil
	EIP	23/03/2020	5,566	Nil
	EIP	06/04/2021	10,112	Nil
	KSEP	15/06/2018	24,489	Nil

Name	Rathbones Share Plan	Date of grant	Number of Ordinary Shares to which grant relates	Exercise price (if any)
	SIP	—	2,496	—
	SAYE	21/04/2020	2,764	£10.85
Gaynor Gillespie	ESPP (RSP)	14/05/2021	9,174	Nil
	ESPP (RSP)	07/03/2022	10,812	Nil
	ESPP (Deferred)	07/03/2022	3,778	Nil
	ESPP (RSP)	14/04/2023	9,078	Nil
	SIP	23/03/2020	451	—
	SAYE	06/04/2021	774	£13.94
	SAYE	28/04/2023	472	£15.24

4 RATHBONES SHARE PLANS

4.1 Share Plan Overview

Rathbones currently operates the following employee share plans which provide for the grant of options or other rights to acquire Ordinary Shares ("**Awards**") to employees within the Rathbones Group:

(a) the Rathbones Executive Share Performance Plan ("**ESPP**");

(b) the Rathbones 2015 Executive Incentive Plan ("**EIP**");

(c) the Rathbones Key Staff Equity Plan ("**KSEP**");

(d) the Rathbones Key Employee Equity Plan ("**KEEP**");

(e) the Rathbones Exceptional Performance Plan 2017 ("**REPP**");

(f) the Rathbones Enhanced Profit Share Plan ("**EPSP**");

(g) the Rathbones Long Term Incentive Legacy Plan 2018 ("**LTILP**");

((a) to (g) the "**Executive Plans**"),

(h) the Rathbones Savings Related Share Option Plan 2019 ("**SAYE**");

(i) the Rathbones Inland Revenue Approved Share Incentive Plan ("**SIP**"); and

(j) the Rathbones International Share Incentive Plan ("**International SIP**"),

((a) to (j) together the "**Rathbones Share Plans**").

Rathbones does not intend to grant any further awards or options under the EIP, LTILP, and KSEP.

4.2 All employee plans

All UK based employees who satisfy certain criteria are eligible to participate in the Sharesave and the SIP, which are tax advantaged plans within Schedule 3 and Schedule 2 (respectively) of the Income Tax (Earnings & Pensions) Act 2003.

Under the Sharesave, employees can contribute up to £500 per month, which is deducted from net pay, with the option after three or five years, using their accumulated savings to buy Ordinary Shares at a discounted price.

Under the SIP, employees can make a monthly contribution of up to £150, which is deducted from gross pay, in order to purchase Ordinary Shares. Employees who purchase shares under the SIP may also be awarded matching shares which must be held in the SIP trust for a designated period. Free shares and dividend shares may also be awarded under the SIP.

The International SIP (unapproved) is operated by Rathbones in order to provide employees outside of the UK with similar benefits to those available under the SIP.

Awards under the Sharesave, SIP and International SIP may be satisfied by newly issued shares, treasury shares or shares purchased in the market. In any ten-year period, Rathbones may not issue (or grant rights to issue) more than: (i) 10 per cent. of the issued ordinary share capital of Rathbones all the employee share plans adopted by Rathbones; and (ii) five per cent. of the issued ordinary share capital of the Company under either the SIP or the International SIP.

4.3 Executive plans

Awards under the Executive Plans have been granted to employees within the Rathbones Group on a discretionary basis.

Awards under the LTILP, KSEP, KEEP, REPP and EPSP may only be satisfied by the transfer of existing Ordinary Shares that have been purchased in the market, and may not be satisfied by the transfer of Ordinary Shares held in treasury or the allotment of Ordinary Shares.

Awards under the ESPP and EIP may be satisfied by newly issued shares, treasury shares or shares purchased in the market. In any ten year period, in addition to the 10 per cent. limit in respect of all employee share plans referred to above, Rathbones may not issue (or grant rights to issue) more than five per cent. of the issued ordinary share capital of the Company under the ESPP and any other discretionary share plan adopted by Rathbones. Treasury shares will count as newly issued shares for the purposes of these limits unless institutional investor guidelines provide that they need not count.

4.4 2023 Share Plan

Rathbones intends to adopt a new share plan ("**2023 Share Plan**") under which awards (in the form of the grant of options or other rights to acquire Ordinary Shares) will be granted on a discretionary basis to key employees within the Enlarged Rathbones Group on or shortly after Completion. Awards under the 2023 Share Plan will vest as to one third of the Ordinary Shares under award on the second, third and fourth anniversary of the grant date, and may only be satisfied by the transfer of Ordinary Shares that have been purchased in the market, and may not be satisfied by the transfer of Ordinary Shares held in treasury or the allotment of Ordinary Shares.

4.5 Interests in the Rathbones Share Plans

As at the Latest Practicable Date, the aggregate number of Ordinary Shares outstanding pursuant to Awards under the Rathbones Share Plans was 6,434,975. Save as disclosed in this paragraph, neither Rathbones nor any of its subsidiaries has granted any option over its shares or loan capital which remains outstanding or has agreed, conditionally or unconditionally, to grant any such options.

5 OTHER DIRECTORSHIPS OF THE RATHBONES' DIRECTORS, THE PROPOSED DIRECTORS, THE SENIOR MANAGERS AND THE PROPOSED SENIOR MANAGER

5.1 Rathbones Directors' and Senior Managers' directorships and partnerships

As at the date of this document and save as set out below, the Rathbones Directors and the Senior Managers have not held any directorships of any other company or been a partner in any partnership (other than companies in the Rathbones Group and companies which are subsidiaries of companies of which the Rathbones Directors and the Senior Managers are directors) at any time in the five years preceding the date of this document:

Director	Current positions	Past positions
Clive Christopher Roger Bannister	Tribe Impact Capital LLP Beazley PLC Beazley Furlonge Limited Rougemont Management Limited Doorfield Property Management Limited Dreamchasing	Phoenix Group Holdings PLC Phoenix Life Holdings Limited Punter Southall Group Limited PGH (*Cayman Islands registered*)
Robert Paul Stockton (known as Paul Stockton)	Artillery Mansions Estate Management Company Limited Artillery Mansions Freehold Limited Personal Investment Management and Financial Advice Association	
Jennifer Mathias	32 Gloucester Walk Management Company Ltd	PBTC Nominees Limited EFG Private Bank Limited
Iain Alexander Cummings	Skipton Group Holdings Limited Skipton Building Society	KPMG LLP
Terri Lynn Duhon	Wise PLC Hanover Investors Limited Morgan Stanley Investment Management Limited Morgan Stanley & Co. International Plc Morgan Stanley International Limited Morgan Stanley Bank International Limited Hanover Investors Management (Malta) Limited (Malta incorporated)	None
Sarah Felicity Gentleman	Molten Ventures Plc Engine B Limited	None
Dharmash Pravin Mistry	The Football Association Premier League Limited Halma Public Limited Company	British Business Finance Ltd British Business Bank plc British Business Financial Services Ltd Blow Ltd BBC Commercial Limited Lightrock LLP Five AI Inc. (*United States incorporated*)
Rupert Baron	None	None
Andrew Brodie	45 Scholars Road (Freehold) Limited	ABRDN Capital Limited
Tony Overy	None	None
Sarah Owen-Jones	None	None
Richard Smeeton	None	None
Mike Webb	Rathbones Luxembourg SICAV	None
Ivo Darnley		None

Director	Current positions	Past positions
	The Fishmongers' Company Staff Pension Scheme Limited	
Gaynor Gillespie	None	Hanover Housing Development Ltd

5.2 **The Proposed Directors' and Proposed Senior Manager's directorships and partnerships**

As at the date of this document and save as set out below, the Proposed Directors and the Proposed Senior Manager have not held any directorships of any other company or been a partner in any partnership at any time in the five years preceding the date of this document:

Director	Current positions	Past positions
James Whelan (known as Ciaran Whelan)	Investec W&I UK Investec PLC[26] Investec Limited Templewater 1 GP Templewater Holdings Limited Personal Investment Management and Financial Advice Association	Investec Bank
Henrietta Baldock	Investec W&I UK Investec Bank Investec PLC Investec Limited Hydro Industries Limited Legal and General Assurance Society Limited Legal & General Group plc University of Bristol Development Board Roehampton Club G3 Good Governance Group Roehampton Club Members Limited Roehampton Club Limited	Proage Limited Fairmead Insurance Limited PWC Advisory Council The Leadership Trust (Training) Limited
Iain Hooley	Willbro Nominees Limited Pep Services (Nominees) Limited Carr Pep Nominees Limited R.& R. Nominees Limited Bell Nominees Limited Investment Administration Nominees Limited Anston Trustees Limited Tudor Nominees Limited Spring Nominees Limited Ferlim Nominees Limited Click Nominees Limited Scarwood Nominees Limited Carr Investment Services Nominees Limited Rensburg Client Nominees Limited Rensburg Sheppards Limited	IWI Fund Management Limited Williams De Broe Limited R S Trustees Limited CFC Partners Limited Investec Click & Invest Limited Rensburg Investment Management Limited

26 On 18 May 2023, Investec Group announced that Ciaran Whelan will step down as an executive director of Investec PLC and Investec Limited at the annual general meeting to be held on on 3 August 2023.

Director	Current positions	Past positions
	Investec Wealth & Investment Limited Investec Wealth & Investment (Channel Islands) Limited (Guernsey) Torch Nominees Limited (Guernsey)	

5.3 General

(a) Save as set out in paragraph 5.4 below, other than as directorships of the Enlarged Rathbones Group, neither any of the Rathbones Directors, the Proposed Directors, the Senior Managers nor the Proposed Senior Manager have any potential conflicts of interest between their duties to Rathbones and their private interests and/or their duties to third parties.

(b) Save as set out in paragraph 5.3(c) below, for at least the previous five years, none of the Rathbones Directors, the Proposed Directors, the Senior Managers and the Proposed Senior Manager have:

(i) any convictions in relation to fraudulent offences;

(ii) had a bankruptcy order made against him/her or made an individual voluntary arrangement;

(iii) been a director of a company which has been placed in receivership, compulsory liquidation, creditors voluntary liquidation, administration, company voluntary arrangement or made any composition or arrangement with its creditors generally or of any class of its creditors whilst he was a director of that company or within 12 months after he/she ceased to be a director of that company;

(iv) been a partner in a partnership which has been placed in compulsory liquidation, administration or made a partnership voluntary arrangement whilst he was a partner in that partnership or within 12 months after he/she ceased to be a partner in that partnership;

(v) had any asset placed in receivership or any asset of a partnership in which he was a partner placed in receivership whilst he was a partner in that partnership or within 12 months after he / she ceased to be a partner in that partnership; or

(vi) been subject to any official public incrimination and/or sanctions or publicly criticised by any statutory or regulatory authority (including recognised professional bodies) or disqualified by a court from acting as a member of the administrative, management or supervisory bodies or as a director of a company or from acting in the management or conduct of the affairs of any company.

(c) (i) Iain Hooley was appointed as director of IWI Fund Management Limited on 29 November 2018 which was put into members' voluntary winding up on 7 December 2018 and dissolved on 28 November 2019;

(ii) Iain Hooley was appointed as director of Williams De Broe Limited on 21 January 2013 which was put into members' voluntary winding up on 12 February 2020 and dissolved on 10 February 2022;

(iii) Iain Hooley was appointed as director of R S Trustees Limited on 4 October 2010 which was put into members' voluntary winding up on 13 August 2019 and dissolved on 25 May 2020;

(iv) Iain Hooley was appointed as director of Investec Click & Invest Limited on 4 October 2010 which was put into members' voluntary winding up on 15 February 2020 and dissolved on 27 April 2022;

(v) Iain Hooley was appointed as director of Rensburg Investment management Limited on 4 October 2010 which was put into members' voluntary winding up on 7 December 2018 and dissolved on 18 June 2019; and

(vi) Iain Hooley was appointed as director CFC Partners Limited on 4 October 2010 which was put into members' voluntary winding up on 9 December 2016 and dissolved on 17 August 2018.

5.4 Conflicts of interest

The Proposed Directors will join the Rathbones Board at Completion as Non-executive Directors pursuant to Investec Bank's appointment rights set out in the Relationship Agreement. The Proposed Directors are also directors of the Investec PLC board. Whilst the interests of Rathbones and Investec PLC are aligned, following Completion, Rathbones and Investec PLC will have a multifaceted relationship which may give rise to potential conflicts of interest of the Proposed Directors, including:

(a) any adverse claim made by Investec PLC Group against the Rathbones Group (and *vice versa*) under any of the contractual arrangements entered into as part of the Combination including, without limitation, the Share Purchase Agreement, the Transitional Services Agreement and the Relationship Agreement;

(b) entering into any proposed transaction or arrangement which is a related party transaction for the purposes of Chapter 11 of the Listing Rules and in respect of which any member of the Investec Group or a Proposed Director is the relevant related party; and

(c) decisions of the Rathbones Group w'hich may not be aligned to those of Investec Bank as a significant shareholder of Rathbones (and *vice versa*).

The Relationship Agreement seeks to manage conflicts of interest that may arise in respect of the Proposed Directors by requiring a majority of the Independent Rathbones Directors to approve the matter which gives rise to the conflict of interest. In addition, unless a majority of the Independent Rathbones Directors approve otherwise, the Proposed Directors will not vote or receive papers in relation to any matter in which gives rise to a conflict of interest and he or she will recuse himself or herself from any meeting of the Rathbones Board or committee thereof where such matter is discussed.

6 DIRECTORS' SERVICE AGREEMENTS AND ENTITLEMENTS

6.1 Rathbones Directors

(a) Service agreements and letters of appointment

The Rathbones Directors have entered into service agreements or letters of appointment with Rathbones as follows:

(i) Rathbones Executive Directors

Robert Paul Stockton (known as Paul Stockton)

Paul Stockton entered into a service agreement with Rathbones dated 1 May 2019. The service agreement also requires the Company to provide him with medical insurance, as well as permanent health insurance and life assurance. The service agreement is terminable on 12 months' notice by either Rathbones or Paul Stockton (provided that the Company retains the discretion to make a payment in lieu of such notice, and notice or payment need not be given in certain circumstances). Paul Stockton is entitled to 30 working days' annual holiday per annum. He is also subject to non-compete, non-solicitation, non-dealing and non-poaching covenants in favour of Rathbones for a period of 12 months following cessation of employment. Since 1 January 2021, Paul Stockton is no longer receiving a separate pension allowance and is not in receipt of a defined benefit pension. Please refer to paragraph 6.1(b) of this Part 10 for his total remuneration paid during the year ended 31 December 2022.

Jennifer Mathias

Jennifer Mathias entered into a service agreement with Rathbones dated 27 September 2018. The service agreement also requires the Company to provide her with medical insurance, as well as permanent health insurance and life assurance. The service agreement is terminable on six months' notice by either Rathbones or Jennifer Mathias (provided that the Company retains the discretion to make a payment in lieu of such notice, and notice or payment need not be given in certain circumstances). Jennifer Mathias is entitled to 30 working days' annual holiday per annum. She is also subject to non-compete, non-solicitation, non-dealing and non-poaching covenants in favour of Rathbones for a period of 12 months following cessation of employment. Since 1 January 2021, Jennifer Mathias is no longer receiving a separate pension allowance and is not in receipt of a defined benefit pension. Please refer to paragraph 6.1(b) of this Part 10 for her total remuneration paid during the year ended 31 December 2022.

(ii) **Rathbones Non-executive Directors**

Sarah Gentleman

Sarah Gentleman entered into a letter of appointment with Rathbones dated 28 January 2015, which provided, as at the date of such letter, for payment to her of an annual fee. Please refer to paragraph 6.1(b) of this Part 10 for the annual fee during the year ended 31 December 2022. She is also entitled to be reimbursed for all reasonable out of pocket expenses properly incurred by her on Rathbones business. The letter of appointment is for an initial term of 3 years unless terminated by either Rathbones or her on no less than one month's notice (or immediately by the Company in certain circumstances). During the term of her directorship, she is not permitted to have any other directorships or business interests which conflict with her duties as a Rathbones Director. She is also required to consult with the Rathbones Board prior to taking on any other or further directorships or public appointments during the term of her directorship. The letter of appointment provides for performance review on an annual basis.

Clive Bannister

Clive Bannister entered into a letter of appointment with Rathbones dated 8 December 2020, which provided, as at the date of such letter, for payment to him of an annual fee. Please refer to paragraph 6.1(b) of this Part 10 for the annual fee during the year ended 31 December 2022. He is also entitled to be reimbursed for all reasonable out of pocket expenses properly incurred by him on Rathbones business. The letter of appointment is for an initial term of 3 years unless terminated by either Rathbones or him on no less than 3 months' notice (or immediately by the Company in certain circumstances). If, in the reasonable opinion of the Rathbones Board, Clive's position as Non-executive Chairman becomes untenable due to a conflict of interest or for any other reason, the Rathbones Board may require his resignation as a director or to take such other action as is appropriate to remove the conflict. The letter of appointment provides for performance review on an annual basis.

Terri Duhon

Terri Duhon entered into a letter of appointment with Rathbones dated 22 June 2018, which provided, as at the date of such letter, for payment to her of an annual fee. Please refer to paragraph 6.1(b) of this Part 10 for the annual fee during the year ended 31 December 2022. She is also entitled to be reimbursed for all reasonable out of pocket expenses properly incurred by her on Rathbones business. The letter of appointment is for an initial term of 3 years unless terminated by either Rathbones or her on no less than one month's notice (or immediately by the Company in certain circumstances). During the term of her directorship, she is not permitted to have any other directorships or business interests which conflict with her duties as a Rathbones Director. She is also required to consult with the Rathbones Board prior to taking on any other or further directorships or public appointments during the term of her directorship. The letter of appointment provides for performance review on an annual basis.

Iain Cummings

Iain Cummings entered into a letter of appointment with Rathbones dated 6 August 2021, which provided, as at the date of such letter, for payment to him of an annual fee. Please refer to paragraph 6.1(b) of this Part 10 for the annual fee during the year ended 31 December 2022. He is also entitled to be reimbursed for all reasonable out of pocket expenses properly incurred by him on Rathbones business. The letter of appointment is for an initial term of 3 years unless terminated by either Rathbones or him on no less than 3 months' notice (or immediately by the Company in certain circumstances). The Rathbones Board may require Iain to resign as a director should a conflict of interest arise and his position at Rathbones becomes untenable. The letter of appointment provides for performance review on an annual basis.

Dharmash Mistry

Dharmash Mistry entered into a letter of appointment with Rathbones dated 1 September 2021, which provided, as at the date of such letter, for payment to him of an annual fee. Please refer to paragraph 6.1(b) of this Part 10 for the annual fee during the year ended 31 December 2022. He is also entitled to be reimbursed for all reasonable out of pocket expenses properly incurred by him on Rathbones business. The letter of appointment is for an initial term of 3 years unless terminated by either Rathbones or him on no less than one month's notice (or immediately by the Company in certain circumstances). The Rathbones Board may require him to resign as a director should a conflict of interest arise and his position at Rathbones becomes untenable. The letter of appointment provides for performance review on an annual basis.

(b) **Remuneration of the Rathbones Directors for the financial year ended 31 December 2022**

During the financial year ended 31 December 2022, the total amount of remuneration paid or accrued (including any contingent or deferred compensation) and benefits in kind granted to each of the Rathbones Directors for services to Rathbones was as follows (rounded to the nearest 1,000):

	Fixed Pay (£)				Variable Pay (£)				
Director	Fixed Pay	Taxable benefits and allowances	Pensions	Total Fixed Pay	Annual Bonus)	SIP	SAYE	Total Variable Pay	Total (£)
Clive Bannister	195,000	—	—	195,000	—	—	—	—	195,000
Paul Stockton	534,000	3,000	—	537,000	216,000	6,000	—	222,000	759,000
Jennifer Mathias	371,000	2,000	—	373,000	152,000	6,000	—	158,000	531,000
Sarah Gentleman	81,000	—	—	81,000	—	—	—	—	81,000
Terri Duhon	75,000	—	—	75,000	—	—	—	—	75,000
Iain Cummings	70,000	—	—	70,000	—	—	—	—	70,000
Dharmash Mistry	60,000	—	—	60,000	—	—	—	—	60,000
Total	1,386,000	5,000	—	1,391,000	368,000	12,000	—	380,000	1,771,000

(c) **Remuneration of the Senior Managers for the financial year ending 31 December 2022**

For the year ended 31 December 2022, the total aggregate amount of remuneration paid by the Company or its subsidiaries to the Senior Managers was approximately £5,039,685. This amount comprises salary, annual bonus, pension contributions, private medical insurance, life insurance and permanent health insurance.

(d) **General**

Subject to the Companies Act, Rathbones may: (i) indemnify each Rathbones Director against any liability pursuant to any qualifying third party indemnity provision or any qualifying pension scheme indemnity provision, or on any other basis as is lawful, in each case on terms as the Rathbones Board may decide; and (ii) purchase and maintain for any Rathbones Director insurance against any liability. In this paragraph "qualifying third party indemnity provision" and "qualifying pension scheme provision" have meanings that they have in Part 10 of the Companies Act.

Save as set out in this paragraph 6.1 of this Part 10 (*Directors, Proposed Directors, Senior Management and Corporate Governance*), there are no existing or proposed service agreements between any of the Rathbones Directors and Rathbones or any member of the Rathbones Group.

Other than payment of salary and benefits in lieu of notice and the specific terms referenced above, the Rathbones Directors' service agreements and letters of appointment do not provide for benefits upon termination of employment.

The aggregate remuneration paid and benefits in kind granted to the Rathbones Directors and Senior Managers, including amounts paid from all members of the Rathbones Group during the year ended 31 December 2022, amounted to approximately £6.81 million.

6.2 Proposed Directors

Subject to Completion, the Proposed Directors will each be engaged under a letter of appointment with Rathbones, under which:

(a) in respect of Ciaran Whelan's letter of appointment, he shall not be entitled to a fee or other remuneration;

(b) in respect of Henrietta Baldock's letter of appointment, she shall be entitled to an annual fee of £60,000;

(c) the appointment letter shall be for an initial term of three years unless terminated by Rathbones or Investec Group in accordance with the terms of Relationship Agreement;

(d) the Proposed Directors have no contractual right to compensation on termination of their appointments;

(e) the Proposed Directors are entitled to be reimbursed for all reasonable out of pocket expenses properly incurred on Rathbones business;

(f) the Proposed Directors shall not be permitted to have any other directorships or business interests which conflict with their duties as a director of Rathbones. Each Proposed Director shall be required to consult with the Rathbones Board prior to taking on any other or further directorships or public appointments during the term of his directorship; and

(g) a performance review shall be carried out on an annual basis.

Part 11

INVESTEC WEALTH PROFIT ESTIMATE

On 18 May 2023 ("**Preliminary Announcement Date**"), the Investec Group announced its unaudited combined consolidated preliminary financial results for the financial year ended 31 March 2023 (**"Investec Preliminary Results Announcement**"), ahead of the release of its audited results for the financial year ended 31 March 2023 which are expected to be published on 30 June 2023. The following statement was contained within the Investec Preliminary Results Announcement:

"Adjusted operating profit: £91.8 million"

The Adjusted operating profit amount set out above (the "**Investec Wealth Profit Estimate**") constitutes a profit estimate for the purpose of the Prospectus Regulation Rules and the Listing Rules as audited results for the financial year ended 31 March 2023 have yet to be published.

Investec Wealth

The Investec Wealth Profit Estimate has been prepared and presented in respect of the "UK & Other" wealth management business of the Investec Group and has not been prepared on the basis of the perimeter of the business of Investec W&I UK that is subject to the Combination. The Investec Wealth Profit Estimate includes amounts in respect of the Investec Group's "UK & Other" wealth management business which will not transfer to Rathbones as part of the Combination and will need to be adjusted to reflect Investec W&I UK separating from the Investec Group as a result of the Combination ("**Adjustments**"). The Adjustments were not quantified in the Investec Preliminary Results Announcement. Solely for the aforementioned reason, the Investec Wealth Profit Estimate has not been compiled and prepared on a basis which is comparable with the historical financial information of Investec W&I UK.

Basis of preparation and assumptions

The Investec Wealth Profit Estimate has been prepared by the directors of the Investec Group based on the unaudited accounting records for the 12-month period ended 31 March 2023 and has not been prepared for the purposes of this document. The Investec Wealth Profit Estimate has been prepared on the assumption that no events will arise between the Preliminary Announcement Date and the date on which Investec Group announces its audited results for the 12-month period ended 31 March 2023 which would require incorporation in those results in accordance with Investec Group's accounting polices under IFRS. However, since the Investec Wealth Profit Estimate has been issued as unaudited, the actual results reported may be affected by revisions required due to changes in circumstances, the impact of unforeseen events and different judgements made by the directors of the Investec Group at the time of reporting the audited results of the Investec Group for the financial year ended 31 March 2023.

The accounting policies used by the Investec Group in the preparation of the Investec Wealth Profit Estimate are consistent with the accounting policies used by Rathbones Group in respect of the 2022 Annual Report.

"Adjusted operating profit" is a non-IFRS measure used by the Investec Group. The Investec Group's definition of Adjusted operating profit refers to operating profit before goodwill, acquired intangibles and strategic actions and after adjusting for earnings attributable to other non-controlling interests. "Underlying profit before tax" is a similar non-IFRS measure used by Rathbones, whose definition of this measure is profit before tax, charges in relation to client relationships and goodwill and acquisition-related costs. To derive Adjusted operating profit for Investec W&I UK, the amortisation charge on acquired intangibles (£12.6 million) is added back to operating profit. None of the other elements within Investec Group's definition of Adjusted operating profit are relevant to Investec W&I UK. The calculation of Adjusted operating profit under Investec Group's definition of this measure is consistent with the calculation of Underlying profit before tax for Investec W&I UK under Rathbones' definition.

As at the Latest Practicable Date, the Investec Wealth Profit Estimate is outstanding and valid and has not been withdrawn.

Part 12

ADDITIONAL INFORMATION

1 RESPONSIBILITY

1.1 Rathbones, each of the Rathbones Directors and the Proposed Directors, whose names, appear on page 30 of this document, accept responsibility for the information contained in this document. To the best of the knowledge and belief of Rathbones, the Rathbones Directors and the Proposed Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and contains no omissions likely to affect the import of such information.

1.2 Rathbones, each of the Rathbones Directors and the Proposed Directors, whose names appear on page 30 of this 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.

2 INCORPORATION AND STATUS

2.1 Rathbones was incorporated and registered in England and Wales on 21 January 1971 under the Companies Acts 1948 to 1967, with the name Comprehensive Financial Services Limited, as a private company limited by shares with registered number 1000403. Rathbones re-registered as a public company limited by shares with the name Comprehensive Financial Services Public Limited Company in 1984, and changed its name to Rathbone Brothers Public Limited Company on 29 September 1988. On 3 December 2021, Rathbones changed its name to Rathbones Group Plc.

2.2 The Company is domiciled in the UK with its head office and registered address at 8 Finsbury Circus, London EC2M 7AZ. Its telephone number is +44 (0)20 7399 0000.

2.3 The principal legislation under which the Company operates and under which the Consideration Shares will be issued is the Companies Act. The liability of the Company's members is limited.

3 SHARE CAPITAL

3.1 As at the Latest Practicable Date, 63,433,381 Ordinary Shares were in issue with a nominal value of 5 pence each, representing approximately 100 per cent. of the total issued share capital of the Company at that time. As at the Latest Practicable Date, the Company had no treasury shares in issue.

3.2 It is expected that on Admission, the Consideration Shares, comprising 27,056,463 Ordinary Shares and 17,481,868 Convertible Non-Voting Ordinary Shares will be issued representing 41.25 per cent. of the Enlarged Issued Share Capital.

3.3 As at 1 January 2020, being the first day covered by the historical financial information in relation to Rathbones which is incorporated by reference as described in Part 5 (*Historical Financial Information of Rathbones*) of this document, the Company's issued fully paid share capital consisted of 56,361,986 Ordinary Shares, of which no Ordinary Shares were held in treasury.

3.4 The following table shows the changes in the share capital of the Company which occurred between 1 January 2020 and the Latest Practicable Date:

Period of allotment	Number of shares allotted	Reason for allotment
1 January 2020 to 31 December 2020	259,619	Share Incentive Plan
	5,008	Save As You Earn Scheme
	859,800	Employee Benefit Trust
1 January 2021 to 31 December 2021	294,958	Share Incentive Plan
	9,371	Save As You Earn Scheme
	217,000	Employee Benefit Trust
	881,737	Speirs & Jeffrey first earn-out consideration on 5 March 2021
	272,952	Saunderson House initial consideration award on 22 October 2021
	2,840,910	Placing on 22 June 2021
1 January 2022 to 31 December 2022	467,559	Share Incentive Plan
	1,181	Save As You Earn Scheme
	481,500	Employee Benefit Trust
	229,489	Speirs & Jeffrey second earn-out consideration on 30 March 2022
	211,767	Saunderson House deferred consideration award on 26 October 2022
1 January 2023 to the Latest Practicable Date	38,544	Share Incentive Plan

3.5 The Consideration Shares will be issued pursuant to the Rathbones Shareholder Resolutions, if passed, as set out in the Notice of General Meeting in Part 17 (*Notice of General Meeting*) of this document.

3.6 An application shall be made to the FCA for the New Ordinary Shares to be admitted to the premium segment of the Official List and to the London Stock Exchange for the New Ordinary Shares to be admitted to trading on the Main Market. It is expected that dealings in the New Ordinary Shares on the Main Market will commence at 8.00 a.m. on the date of Completion.

3.7 The Existing Ordinary Shares are, and the New Ordinary Shares will be, in registered form with ISIN GB0002148343. The New Ordinary Shares may be held in either certificated or uncertificated form. Where the New Ordinary Shares are to be held in certificated form, share certificates will be despatched by no later than 14 days after the date of their allotment. No temporary documents of title will be issued in respect of the New Ordinary Shares. The Existing Ordinary Shares are traded on the London Stock Exchange and are not traded on any other regulated or equivalent market.

3.8 The Convertible Non-Voting Ordinary Shares will be non-transferable, will not be admitted to trading and will only be capable of being held in certificated form. At the appropriate time, an application will be made for any Ordinary Shares arising on conversion of the Convertible Non-Voting Ordinary Shares to be admitted to listing and to trading on or shortly after conversion.

3.9 The Ordinary Shares will be subject to the rules concerning mandatory takeover bids and the rules of compulsory acquisition under Part 26 of the Companies Act and the City Code.

3.10 As at the date of this document:

(a) save as set out in this document, Rathbones does not hold any treasury shares;

(b) Rathbones does not have any convertible securities, exchangeable securities or securities with warrants;

(c) other than in connection with the Combination or as may be provided for under the Rathbones Share Plans, Rathbones has not given any undertaking to increase its share capital;

(d) save as may be provided for under the Rathbones Share Plans or as otherwise set out in this document, there are no acquisition rights or obligations over any authorised but unissued capital of Rathbones; and

(e) save as may be provided for under the Rathbones Share Plans or the 2023 Share Plan or as set out in paragraph 3.11 below, no capital of any member of the Rathbones Group is under option or is agreed, conditionally or unconditionally, to be put under option.

3.11 As at the Latest Practicable Date, the following options and/or awards over Rathbones Shares are outstanding:

Rathbones Share Plan	Date of grant / award	Number of Rathbones Shares to which grant / award relates	Option / award price (pence)	Normally vest / exercisable between
ESPP				
ESPP (RSP)(1)	14/05/2021	113,801	Nil	14/05/2024
ESPP (RSP)(1)	07/03/2022	133,652	Nil	07/03/2025
ESPP (Deferred)	07/03/2022	73,447	Nil	07/03/2024 07/03/2025
ESPP (RSP) (1)	14/04/2023	114,005	Nil	14/04/2026
ESPP (Deferred)	14/04/2023	10,265	Nil	14/04/2024 14/04/2025 14/04/2026
EIP				
EIP	22/03/2019	26,413	Nil	22/03/2024
EIP	23/03/2020	68,992	Nil	23/03/2024 23/03/2025
EIP	06/04/2021	97,341	Nil	06/04/2024 06/04/2025 06/04/2026
KSEP				
KSEP	15/06/2018	980,784	Nil	15/06/2023
KEEP				
KEEP (Front Office)	15/06/2022	294,464	Nil	15/06/2027
KEEP (Support Function)	15/06/2022	97,556	Nil	15/06/2025
REPP				
REPP	30/03/2021	33,401	Nil	30/03/2024
REPP	01/10/2021	84,362	Nil	28/12/2023
REPP	12/07/2022	6,020	Nil	01/04/2024 01/04/2025
EPSP				
EPSP(2)	29/03/2018	35,643	Nil	29/03/2025
EPSP(2)	29/03/2019	51,139	Nil	29/03/2026
EPSP(2)	30/03/2020	100,988	Nil	30/03/2027
EPSP(2)	30/03/2021	76,754	Nil	30/03/2028
EPSP(2)	30/03/2022	107,744	Nil	30/03/2029
EPSP(2)	14/04/2023	101,816	Nil	30/03/2030
LTILP				
LTILP	30/03/2021	133,561	Nil	30/03/2024
LTILP	30/03/2022	36,346	Nil	30/03/2024 30/03/2025

Rathbones Share Plan	Date of grant / award	Number of Rathbones Shares to which grant / award relates	Option / award price (pence)	Normally vest / exercisable between
SAYE				
SAYE	20/04/2018	4,103	£19.77	01/06/2023
SAYE	18/04/2019	4,359	£18.13	01/06/2024
SAYE	21/04/2020	1,042,821	£10.85	01/06/2023 01/06/2025
SAYE	20/04/2021	176,233	£13.65	01/06/2024 01/06/2026
SAYE	20/04/2022	336,890	£13.94	01/06/2025 01/06/2027
SAYE	28/04/2023	415,149	£15.24	01/06/2026 01/06/2028
SIP				
SIP	—	1,659,053	—	—
International SIP				
International SIP	—	17,873	—	—
Total	—	6,434,975	—	—

Notes:

(1) Subject to certain exceptions, Rathbones Shares acquired pursuant to such awards are prohibited from being sold in the two years following the vesting date.

(2) Options are capable of vesting three years from the date of grant. If the option holder extends the vesting period for a further 4 years, they will be awarded a matching right equal to 50 per cent. of the Rathbones Shares under option (the later vesting date is shown in the fifth column of the table above).

4 SUBSIDIARY UNDERTAKINGS

Rathbones acts as the holding company of the Rathbones Group and, on Completion, will become the holding company of the Enlarged Rathbones Group. The principal activity of the Rathbones Group during the year ended 31 December 2022 was the provision of investment and wealth management services for private clients, charities and trustees. Services provided in the year included discretionary investment management, unit trusts, banking and loan services, financial planning, unitised portfolio services and UK trust, legal, estate and tax advice.

The principal and significant subsidiary undertakings and associated undertakings of the Company and Investec W&I UK that the Company considers are, on Admission, likely to have a significant effect on the assessment of the Enlarged Rathbones Group's assets and liabilities, financial position or profits and losses are listed below. Unless otherwise stated to the contrary, all are wholly-owned, directly or indirectly.

4.1 Principal and significant subsidiary undertakings and associated undertakings of Rathbones

Name	Country of incorporation	Business activity
Rathbones Investment Management Limited	England and Wales	Investment management and banking services
Rathbone Unit Trust Management Limited	England and Wales	Unit trust management
Rathbones Investment Management International Limited	Jersey	Investment Management
Rathbones Trust Company Limited	England and Wales	Trust and tax services

Name	Country of incorporation	Business activity
Rathbones Legal Services Limited	England and Wales	Legal services
Vision Independent Financial Planning Limited	England and Wales	Financial planning services
Castle Investment Solutions Limited	England and Wales	Investment support services
Saunderson House Limited	England and Wales	Financial planning and investment management

Rathbones owns, directly or indirectly, 100 per cent. of the ordinary share capital of all of its subsidiary undertakings.

4.2 Principal and significant subsidiary undertakings and associated undertakings of Investec W&I UK

Name	Country of incorporation	Business activity
Investec Wealth & Investment (Channel Islands) Limited	Guernsey	Investment management
Murray Asset Management UK Limited	England and Wales	Investment management

Investec W&I UK owns, directly or indirectly, 100 per cent. of the ordinary share capital of all of its subsidiary undertakings.

5 MAJOR SHAREHOLDERS

5.1 So far as Rathbones is aware, based on an analysis of its shareholder register as at the Latest Practicable Date (but without analysing any potential underlying beneficial owners not reflected on the shareholder register), the following Shareholders have an interest in 3 per cent. or more of the Company's issued share capital as at the date of this document and immediately following Admission.

	As at the Latest Practicable Date		As at Admission (1)(2)(3)		
Name	Ordinary Shares	Percentage of issued share capital	Ordinary Shares	Convertible Non-Voting Ordinary Shares	Percentage of voting interest in Rathbones
Investec Bank	—	—	27,056,463	17,481,868	29.9
Lindsell Train Ltd	6,642,000	10.47	6,642,000	—	7.34
Franklin Resources	3,451,422	5.44	3,451,422	—	3.81
Heronbridge Investment Management	3,111,530	4.91	3,111,530	—	3.44
Vanguard Group	2,939,329	4.63	2,939,329	—	3.25
Aviva Investors	2,798,288	4.41	2,798,288	—	3.09
BlackRock	2,771,789	4.37	2,771,789	—	3.06
Aberforth Partners	1,950,812	3.08	1,950,812	—	2.16

Notes:

(1) Figures are subject to any additional Rathbones Shares issued between the Latest Practicable Date and Admission other than the Consideration Shares.

(2) Figures assume that the number of Ordinary Shares held by the relevant person will not change between the Latest Practicable Date and Admission, other than in respect of the issue of the Consideration Shares to Investec Bank (a subsidiary of the Investec PLC).

(3) Figures are indicative only and such persons' interests in Rathbones Shares as at Admission may differ from the interests set out in this table.

5.2 No holder of Existing Ordinary Shares has voting rights different from other holders of Existing Ordinary Shares.

5.3 As at the Latest Practicable Date, except for the proposed issue of Consideration Shares, Rathbones is not aware of (i) any person or persons who, directly or indirectly, owns or controls Rathbones or (ii) any arrangements the operation of which may at a subsequent date result in a change in control in Rathbones.

6 ARTICLES OF ASSOCIATION

6.1 Articles of association

The Articles include provisions to the following effect:

(a) **Voting**

On a show of hands, every member present in person (but not by proxy) has one vote and on a poll every member who is present in person or by proxy shall have one vote for every share of which he is the holder, subject to disenfranchisement in the event of non-payment of calls or other monies due and payable in respect of such share or non-compliance with a statutory notice requiring disclosure as to the ownership of shares, in either case as provided in the Articles. A vote on a resolution that is put to a general meeting at which the Rathbones Board (or the chairman of the meeting) has determined that persons shall be entitled to attend and participate by means of any electronic facility in accordance with the Articles shall, unless the Chair directs that it shall be decided on a show of hands, be decided on a poll. A vote on a resolution that is put to a general meeting at which persons are not entitled to attend and participate by means of any electronic facility, or in relation to which the Chair has directed that resolutions shall be decided on a show of hands, is to be taken and decided on a show of hands, unless a poll is demanded in accordance with the Articles. A poll may be demanded by (i) the chairman of the meeting, (ii) at least five shareholders present in person or by proxy and entitled to vote, (iii) one or more shareholders present in person or by proxy and representing in aggregate not less than ten per cent. of the total voting rights of all of the shareholders entitled to vote at the meeting or (iv) one or more shareholders present in person or by proxy and holding shares conferring a right to vote at the meeting on which an aggregate sum has been paid up equal to not less than ten per cent. of the total sum paid on all shares conferring such right.

(b) **Dividends**

Rathbones may, by ordinary resolution of the shareholders, declare a dividend to be paid to the Shareholders according to their rights in the profits of Rathbones. The declared dividend may be no larger than is recommended by the Rathbones Board. Unless the rights attaching to any share provide otherwise, no dividend shall carry any right to interest. If and to the extent that the Rathbones Board think fit and the position of Rathbones in their opinion justifies such a payment, the Rathbones Board may declare and pay fixed, deferred and/or preferential dividends on shares carrying an entitlement to such dividends in accordance with their rights and may also declare and pay interim dividends on shares of any class. Provided that the Rathbones Board are acting in good faith, they shall not be liable for any loss that any preferred Shareholder may suffer because a lawful interim dividend has been paid on other shares which rank behind their shares.

Dividends will be divided and paid proportionately on the amount paid up on the nominal value of the shares in question during the period to which the dividend relates, save in the case of any share the rights attaching to which provide otherwise. The Rathbones Board may deduct from any dividend or other money payable in respect of any shares held by a Shareholder all such sums of money (if any) as are owed by a Shareholder in relation to their shares in Rathbones.

Rathbones can stop sending a Shareholder dividends if a Shareholder does not provide the address and/or account details necessary in order for a payment to be made or payment cannot be made by Rathbones using the details provided, and reasonable enquiries have failed to establish any new address or account of the Shareholder. Rathbones shall re-commence payment to such Shareholder following the Shareholder providing the necessary details to be used for the purposes of payment.

All unclaimed dividends may be invested or otherwise made use of by the Rathbones Directors for the benefit of Rathbones until they are claimed. Rathbones shall not be a trustee in respect of any unclaimed dividend and any dividend remaining unclaimed after a period of 12 years from the date of declaration shall be forfeited and shall revert to Rathbones.

Rathbones may by ordinary resolution of the Shareholders pay any dividend, either wholly or in part, by the distribution of specified assets, including by the distribution of paid up shares or debentures of any other company. In particular, Rathbones may by ordinary resolution capitalise any sums in its reserve accounts (other than those required for payment of preferential dividends) and, in lieu of all or any part of a cash dividend make an allotment of further Ordinary Shares credited as fully paid to Shareholders on the terms and conditions contained in the Articles.

(c) **Variation of class rights**

If Rathbones' share capital is divided into shares of different classes, any rights attached to any class of share may be varied or abrogated either with the consent in writing of the holders of not less than three-quarters in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the holders of that class.

(d) **Transfer of shares**

A Shareholder may transfer all or any of their shares: (i) in the case of certificated shares, by a share transfer form approved by the Rathbones Board; or (ii) in the case of uncertificated shares, without a written instrument in accordance with relevant regulations.

Subject to the Articles and statute, the Rathbones Board may refuse to register the transfer of shares unless it is: (i) fully paid, (ii) only one class of shares (iii) in favour of a single transferee or renounce or not more than four joint transferees or renouncees, (iv) duly stamped (if required); and (v) delivered for registration. Instruments of transfer must be signed by or on behalf of the transferor and (except in the case of a fully paid share) by or on behalf of the transferee. The transferor shall be deemed to remain the holder of the shares until the name of the transferee is entered into the Rathbones' register in respect of the shares. The Rathbones Board may refuse to register any transfer of a share which is not fully paid up or duly stamped. Every transfer must be left at the registered office of the Rathbones or such other place as the Rathbones Board may determine, and must be accompanied by the share certificate and such other evidence, if any, as the Rathbones Board may reasonably require to prove the title of the intending transferor or their right to transfer the shares.

(e) **Disclosure of interests in shares**

(i) If Rathbones gives a notice under section 793 of the Companies Act in relation to any shares to their holder or to another person appearing to be interested in such shares and the recipient fails to give Rathbones the information required within 14 days after the date of service of the notice, such holder is not entitled (unless the Rathbones Board otherwise decides) (i) to attend or vote at a general meeting or exercise any other right in respect of any such share in relation to a general meeting or a poll; (ii) where such shares represent at least 0.25 per cent. in nominal value of the issued shares of their class, Rathbones may withhold any dividend on such shares without interest being payable on the dividend, the holder will not be entitled to elect to receive shares instead of such dividend and the Rathbones Board may (in its absolutely discretion) refuse to register the transfer of any such shares unless: the holder is not himself in default in supplying the information required by the section 793 notice and proves to the satisfaction of the Rathbones Board that no person in default of supplying such information is interested in any of the shares which are the subject of the transfer; or

(ii) the transfer is made pursuant to acceptance of a Takeover Offer.

In respect of any default shares which are in uncertificated form the Rathbones Board may require their holder to change them from uncertificated form into certificated form within a period specified in a written notice given to such holder and then to hold such default shares in certificated form for so long as the default subsists. Additionally, the Rathbones Board may appoint any other person to take any steps in the name of such holder as may be required to change such shares from uncertificated form into certificated form (and such steps will be effective as if they had been taken by the holder).

(f) **Directors**

(i) **Interests in contracts and other arrangements**

A Rathbones Director may not vote on, or be counted in the quorum in relation to, any resolution of the Rathbones Board or Board committee concerning any proposal to which Rathbones is or is to be a party and in which they have a material interest (otherwise than by virtue of their interests in shares or debentures or other securities of, or otherwise in or through, Rathbones), other than a resolution:

(A) relating to the giving of any security, guarantee or indemnity to them in respect of money lent or obligations incurred by them or by any other person at the request of or for the benefit of a member of the Rathbones Group;

(B) relating to the giving of any security, guarantee or indemnity in respect of a debt or obligation of a member of the Rathbones Group for which they themselves have assumed responsibility in whole or in part under a guarantee or indemnity or by the giving of security;

(C) relating to, or in the context of, an offer of securities by a member of the Rathbones Group in which they are or may be entitled to participate as a holder of securities or in the underwriting or sub-underwriting of which they are to participate;

(D) relating to another company in which they do not have to their knowledge an interest (as that term is used in Part 22 of the Companies Act) in shares representing one per cent. or more of either any class of the equity share capital, or the voting rights in, such company;

(E) relating to an arrangement for the benefit of employees of any undertaking of the Rathbones Group which does not award them any privilege or benefit not generally awarded to the employees to whom such arrangement relates;

(F) concerning insurance which Rathbones proposes to maintain or purchase for the benefit of Rathbones Board or for the benefit of persons including any Director; or

(G) any proposal for Rathbones to (i) provide the relevant director with an indemnity permitted by applicable law and regulation; (ii) provide the relevant director with funds in circumstances permitted by applicable law and regulation to meet his defence expenditure in respect of any civil or criminal proceedings or regulatory investigation; or (iii) do anything to enable the relevant director to avoid incurring any such expenditure.

(ii) **Remuneration, pensions and other benefits**

Rathbones may pay to the directors of the Rathbones Board (but not to any alternate directors) for their services as directors an aggregate amount of fees as the Rathbones Board decides (not exceeding £2,000,000 per annum or such larger amount as Rathbones may by ordinary resolution decide). The aggregate amount is to be divided among the Rathbones Board in such proportion as the Rathbones Board decides. A director may also be paid all expenses properly incurred by them in connection with their attendance at meetings to which the Articles apply (including any professional fees incurred).

The Rathbones Board may grant special remuneration to any director who (at the request of the Rathbones Board), goes or resides abroad, makes a special journey or performs a special service for Rathbones (including services as chairman of the Rathbones Board). Such director may be paid such reasonable additional remuneration and expenses as the Rathbones Board may decide.

The Rathbones Board may exercise all Rathbones' powers to provide pensions or other benefits to any person who is or has at any time been a director or an employee of any member of the Rathbones Group or any other company otherwise associated with or allied to Rathbones and to any member of such person's family.

(iii) **Borrowing powers**

The Rathbones Board may exercise all Rathbones' powers to borrow money and to mortgage or charge all or part of the undertaking, property and assets (present or future) and uncalled capital of Rathbones and, subject to statute, to issue debentures and other securities, whether outright or as collateral security for a debt, liability or obligation of Rathbones or of a third party.

The Rathbones Board will restrict Rathbones' borrowings and to exercise all voting and other rights or powers of control exercisable by Rathbones in relation to its subsidiaries so as to ensure (as regards subsidiaries of Rathbones, to the extent possible by such exercise) that the aggregate principal amount outstanding in respect of monies borrowed by Rathbones Group members does not at any time, without the previous sanction of an ordinary resolution, exceed the higher of £400,000,000 or a sum equal to two times the Rathbones Group's Adjusted Capital and Reserves (as defined in the Articles).

(iv) **Retirement of directors**

A director who retires at an annual general meeting shall be eligible for election as a director by the members and a director who is so elected will be treated as continuing in office without a break. If such director is not elected or re-elected, the director shall cease to be a director at the end of the meeting.

(g) **Shareholders' meetings**

Any general meeting, other than an annual general meeting shall be called an extraordinary general meeting or a general meeting. Rathbones must hold an annual general meeting each year in addition to any other general meetings held in the year. The Rathbones Board shall determine when and where the annual general meetings are held and the Rathbones Board can convene extraordinary general meetings whenever they see fit.

Notice of an upcoming general meeting must be given in accordance with applicable law and regulation, to all Shareholders, the directors and the auditors specifying the date, time and location of the meeting, the general nature of the business to be discussed at the meeting and any intention to propose a special resolution (including the text of the proposed special resolution).

(h) **Alteration of share capital**

Rathbones may alter its share capital in any way permitted by Companies Act and any other applicable law and regulation.

(i) **Distribution of assets on a winding-up**

If Rathbones is wound up, the liquidator can, on obtaining any sanction required by law, divide amongst the Shareholders the assets of Rathbones. The liquidator may set such value as he considers fair on a class or classes of property and decide on the basis of such valuation how any such property is divided between shareholders or between different groups of shareholders. The liquidator may not distribute to a shareholder (without their consent) an asset to which there is attached a liability or potential liability for the owner.

7 TAKEOVERS

7.1 City Code

Rathbones is subject to the provisions of the City Code, including the rules regarding mandatory takeover offers set out in the City Code. Under Rule 9 of the City Code, when (i) a person acquires an interest in shares which, when taken together with shares in which he or persons acting in concert with him (as defined in the City Code) are interested, carry 30 per cent. or more of the voting rights of a company subject to the City Code or (ii) any person who, together with persons acting in concert with him, is interested in shares carrying not less than 30 per cent. but not more than 50 per cent. of the voting rights of a company subject to the City Code, and such person, or any person acting in concert with him, acquires an interest in any other shares which increases the percentage of shares carrying voting rights in which he is interested, then, in either case, that person, together with the persons acting in concert with him, is normally required to make a general offer in cash, at the highest price paid by him or any person acting in concert with him for shares in the company within the preceding 12 months, for all of the remaining equity share capital of the company.

7.2 Compulsory acquisition procedure

(a) Pursuant to section 160 of the Companies Act, if a scheme or a contract involving the transfer of shares or any class of shares in the capital of the Company to another company ("**the transferee company**") has within 16 weeks after the making of the offer by the transferee company been approved by the holders of not less than 90 per cent. in value of the shares affected, the transferee company may, at any time within eight weeks after the transferee has acquired or contracted to acquire not less than 90 per cent. in value of the shares, give notice in the prescribed manner to any dissenting shareholder that it desires to acquire such dissenting shareholders' shares, and where such a notice is given the transferee company shall, unless on an application made by the dissenting shareholder within one month from the date on which the notice was given the court thinks fit to order otherwise, be entitled and bound to acquire those shares on the terms on which under the scheme or contract the shares of the approving shareholders are to be transferred to the transferee company (or on such terms as may be permitted by variation under the Companies Act in certain circumstances).

(b) Where such a notice has been given by the transferee company and the court has not, on an application made by the dissenting shareholder, ordered to the contrary, the transferee company shall, on the expiration of one month from the date on which the notice has been given, or, if an application to the court by the dissenting shareholder is then pending, after that application has been disposed of, transmit a copy of the notice to the Company and pay or transfer to the Company the amount or other consideration representing the price payable by the transferee company for the shares which the transferee company is entitled to acquire, and the Company shall thereupon register the transferee company as the holder of those shares.

(c) The Companies Act would also give dissenting members a right to be bought out in certain circumstances by an offeror. A dissenting member may be entitled to payment of fair value of the members' shares upon dissenting from either a merger, a consolidation or any scheme of arrangement permitted by court. If a member decides to exercise this entitlement he shall give notice to the Company before the meeting of members at which the action is submitted to a vote or by written objection at the meeting prior to the vote. Within 21 days immediately following the date on which the vote of members authorising the action is taken or the date on which the written resolution of members is obtained, the Company will give notice of the authorisation or consent to each member who gave objection (if in writing). That member then may, within 21 days immediately following the date on which they received notice, give a written election to dissent from the action. Within seven days of the expiration of the period in which members may give their notice of election to dissent or within seven days immediately following the date on which the proposed action is put into effect, whichever is the later, the Company shall make a written offer to each dissenting member to acquire the member's share at a specified price that the Company determines to be its fair value. If within one month the Company and the dissenting member agree to the value then the Company shall pay to the member that amount in money. If the Company and the member fail to reach agreement on value then there is a process provided for in section 161 of the Companies Act to ascertain a fair value.

8 WORKING CAPITAL

8.1 The Company is of the opinion that the working capital available to the Rathbones Group is sufficient for its present requirements, that is, for at least 12 months from the date of this document.

8.2 The Company is of the opinion that, taking into account the cash resources available to the Enlarged Rathbones Group, the working capital available to the Enlarged Rathbones Group is sufficient for its present requirements, that is, for at least 12 months from the date of this document.

9 SYNERGY INFORMATION

Paragraph 2.3 of Part 1 (*Letter from the Chair of Rathbones*) contains statements of estimated cost savings and synergies arising from the Combination (together the "**Financial Benefits Statement**").

9.1 Bases of belief of the Financial Benefits Statement

The synergies and cost savings set out in of the Financial Benefits Statement have been informed by Rathbones management's commercial experience and their experience of acquiring and integrating other businesses. The Financial Benefits Statement is not intended to be a profit forecast and should not be interpreted as such. Such statements relate to future actions and circumstances which, by their nature, involve risks, uncertainties and contingencies. As a result, the synergies referred to may not be achieved, may be achieved later or sooner than estimated or could be materially different from those estimated.

The Financial Benefits Statement has been prepared on the basis of various assumptions and expectations including, without limitation:

(a) the scope, nature and timing of the process to integrate Investec W&I UK and its operations into the Enlarged Rathbones Group and that there are no material differences or delays to the process and timing contemplated;

(b) assumptions on future interest rates and foreign exchange rates and the potential movements in such rates;

(c) that there will be no material change in macroeconomic, legal or regulatory conditions that materially impact on the implementation or costs to achieve the proposed cost savings;

(d) that there will be no significant change in the underlying operations or assets of the businesses of Rathbones or Investec W&I UK as a result of the Combination; and

(e) the timing, extent and costs of investment to achieve the expected synergies.

The baselines used for the quantified cost synergies were annualised Investec PLC management accounts for the six-month period from 1 April 2022 to 30 September 2022, and included adjustments for: (i) standalone operating expenses and group recharges; (ii) allocations for services to other Investec PLC Group entities; and (iii) select Rathbones operating expense items.

Baseline costs for each synergy and cost saving have been calculated exclusive of depreciation and amortisation.

9.2 Further notes to the Financial Benefits Statement

The Financial Benefits Statement relates to future actions and circumstances that, by their nature, involve risks, uncertainties and contingencies and which may in some circumstances be subject to consultation with employees or their representatives. As a result, the cost savings and synergies referred to may not be achieved, or may be achieved later or sooner than estimated, or those achieved could be materially different from those estimated. Neither the Financial Benefits Statement nor any other statement in this document should be construed as a profit forecast or interpreted to mean that the Enlarged Rathbones Group's earnings in the first full year following implementation of the Combination, or in any subsequent period, would necessarily match or be greater than or be less than those of Rathbones or

Investec PLC for the relevant preceding financial period or any other period. Due to the scale of the Enlarged Rathbones Group, there may be additional changes to the Enlarged Rathbones Group's operations. As a result, and given that the changes relate to the future, the resulting cost savings may be materially greater or less than those estimated.

10 LEGAL PROCEEDINGS

10.1 Rathbones

There are no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which Rathbones is aware) which may have, or have had during the 12 months prior to the date of this document, a significant effect on Rathbones and/or the Rathbones Group's financial position or profitability and, following Completion, the Enlarged Rathbones Group and/or the Enlarged Rathbones Group's financial position or profitability.

10.2 Investec W&I UK

There are no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which Rathbones is aware) which may have, or have had during the 12 months prior to the date of this document, a significant effect on Investec W&I UK and/or the Investec W&I UK Group's financial position or profitability and, following Completion, the Enlarged Rathbones Group and/or the Enlarged Rathbones Group's financial position or profitability.

11 MATERIAL CONTRACTS

11.1 Rathbones

Set out below is a summary of each contract (not being a contract entered into in the ordinary course of business) entered into by any member of the Rathbones Group: within the two years immediately preceding the date of this document and which are or may be material to the Rathbones Group; or which contain any provision under which any member of the Rathbones Group has any obligation or entitlement which is material to the Rathbones Group as at the date of this document.

(a) **Confidentiality Agreement dated 17 October 2022 between Investec W&I UK and Rathbones**

Rathbones and Investec W&I UK entered into a mutual confidentiality agreement dated 17 October 2022 ("**Confidentiality Agreement**") pursuant to which each of Rathbones and Investec W&I UK have undertaken, among other things, to keep certain information relating to the Combination and the other party confidential and not to disclose it to third parties (other than to authorised recipients) unless required by law or regulation. The terms of the Confidentiality Agreement expire on the earlier of Completion or 18 months from 17 October 2022. The Confidentiality Agreement contains an undertaking by Investec W&I UK not to announce or make an offer for the entire issued share capital of Rathbones during a period of 12 months from 17 October 2022 and a customary mutual non-solicitation provision for a period of 12 months from 17 October 2022. The Confidentiality Agreement contains a signed agreement from Investec PLC to Rathbones undertaking, among other things, not to announce or make an offer for the entire issued share capital of Rathbones during a period of 12 months from 17 October 2022. The mutual confidentiality agreement is governed by English law.

(b) **Exclusivity Letter dated 20 January 2023 between Rathbones and Investec Bank**

Investec Bank and Rathbones entered into a mutual exclusivity agreement on 20 January 2023 ("**Exclusivity Letter**") in respect of the Combination with an exclusivity period ending on 20 July 2023. The Exclusivity Letter is governed by English law.

(c) **Other material contracts relating to the Combination**

For details in respect of other material contracts entered into, or to be entered into, by Rathbones or members of the Rathbones Group in respect of the Combination, being the Share Purchase Agreement, the Relationship Agreement, the Transitional Services

Agreement, the Property Separation Framework Agreement and the Separation Framework Agreement please refer to Part 2 (*Summary of Key Combination Terms*) of this document.

(d) **Sponsor Agreement**

On or around the date of this document, Rathbones and BofA Securities entered into a sponsor's agreement pursuant to which BofA Securities has agreed, subject to certain conditions, to act as Rathbones' sponsor in relation to the Combination and Admission (the "**Sponsor Agreement**").

Pursuant to the Sponsor Agreement Rathbones is providing BofA Securities with: (i) certain undertakings which will require it to either consult with BofA Securities or obtain its prior consent of before taking certain actions; and (ii) certain warranties in relation to Rathbones and Investec W&I UK. In addition, Rathbones is providing BofA Securities with certain indemnities which are customary for an agreement of this nature. The liability of Rathbones under the Sponsor Agreement is unlimited by both time and amount. Pursuant to the terms of the Sponsor Agreement, BofA Securities may terminate the Sponsor Agreement on the occurrence of certain customary events including a material breach of the Sponsor Agreement or a material misstatement in or omission from this document. Rathbones has agreed to bear all of BofA Securities fees, costs, charges and expenses of, or which are incidental to the Combination, including without limitation, the fees and expenses of its professional advisers, the costs of preparation, printing and distribution of this document and all other documents in connection with the Combination.

(e) **Note Purchase Agreement relating to the £40,000,000 Fixed to Floating Rate Subordinated Loan Notes due 2031**

On 5 October 2021, the Company entered into a note purchase agreement for the issue and sale, on a private placement basis, of £40,000,000 in aggregate principal amount of its Fixed to Floating Rate Subordinated Loan Notes due 2031. The Notes constitute tier 2 capital of the Company, with the rights of the Noteholders in respect of the Notes subordinated, on a winding up of the Company, to its senior creditors, and payments in respect of principal and interest being conditional upon the Company being solvent at the time of payment. Subject as aforesaid, the Notes bear interest at a fixed rate of 5.642 per cent. per annum until 12 October 2026 (being the First Call Date) and thereafter at a floating rate calculated by reference to SONIA, payable semi-annually. The Notes may be redeemed at their principal amount, plus accrued interest, at the option of the Issuer, on the First Call Date or any interest payment date thereafter or following the occurrence of a capital disqualification event (being a change in the regulatory classification or the Notes which was not foreseeable at the issue date of the Notes) or certain tax events. Unless previously redeemed or purchased and cancelled, the Notes will be redeemed on the interest payment date falling in October 2031 at their principal amount plus accrued interest.

(f) **Share Purchase Agreement, Tax Covenant Deed and Warranty Deed relating to the acquisition of CastleCo Limited and its subsidiary companies**

On 23 June 2021, (1) certain institutional sellers, (2) Epiris Nominee Limited, (3) certain management sellers, (4) Intertrust Employee Benefit Trustee Limited, and (5) Rathbones entered into a share purchase agreement (as varied by a deed of variation dated 20 October 2021 between (1) certain institutional sellers (2) the management sellers' representative and (3) Rathbones) providing for the acquisition by Rathbones of CastleCo Limited and its subsidiaries (including Saunderson House Limited). Completion of the transaction was announced on 21 October 2021. The initial consideration for the acquisition was £138.4 million and was satisfied through the payment of £133.1 million of cash (including repayment of £45 million of debt) and the issue of 272,952 new Ordinary Shares to Saunderson House management and employee sellers. The initial consideration Ordinary Shares had a value of £5.2 million at a fixed share price of £19.13 and were locked up for three years from completion and contingent on continued employment of the recipient. The initial consideration Ordinary Shares were admitted to the premium listing segment of the Official List and to trading on the Main Market.

Deferred consideration of £14.9 million was payable on the first anniversary of completion comprising £10.9 million in cash and £4 million by way of newly issued Ordinary Shares. The transaction documents contained market standard tax covenants, warranties and indemnities and are governed by English law.

11.2 Investec W&I UK

Set out below is a summary of each contract (not being a contract entered into in the ordinary course of business) entered into by any member of the Investec W&I UK Group: within the two years immediately preceding the date of this document and which are or may be material to the Investec W&I UK Group; or which contain any provision under which any member of the Investec W&I UK Group has any obligation or entitlement which is material to the Investec W&I UK Group as at the date of this document.

(a) **Material contracts relating to the Combination**

For details in respect of material contracts entered into, or to be entered into, by Investec W&I UK or members of the Investec W&I UK Group in respect of the Combination, being the Transitional Services Agreement, the Property Separation Framework Agreement and the Separation Framework Agreement please refer to Part 2 (*Summary of Key Combination Terms*) of this document.

12 RELATED PARTY TRANSACTIONS

The related party transactions that were entered into by Rathbones during the financial years ended 31 December 2020, 31 December 2021 and 31 December 2022 are set out in note 36 of each of the 2022 Annual Report, the 2021 Annual Report and the 2020 Annual Report, each as incorporated by reference into this document. In respect of note 36 of the 2022 Annual Report and with reference to the value of 'Holdings in unit trusts', which are units in RUTM managed funds stated as £8,068,000 at 31 December 2022, this value is now £nil, as such holdings have been sold. There were no new related party transactions entered into by Rathbones between 1 January 2023 up to the Latest Practicable Date that were material to Rathbones.

13 AUTHORISATIONS

Please refer to paragraphs 1 and 2 of Part 4 (*Regulatory Overview*) of this document for details of the licences and authorisations held by the Rathbones Group and the Investec W&I UK Group.

14 CONSENTS

14.1 Deloitte has given and not withdrawn its written consent to the inclusion of its report on the unaudited *pro forma* financial information set out in Part B (*Accountants' Report on the Unaudited Pro Forma Financial Information*) of Part 9 (*Unaudited Pro Forma Financial Information on the Enlarged Rathbones* Group) of this document and has authorised the content of its report which is included in this document for the purposes of Rule 5.3.2R(2)(f) of the Prospectus Regulation Rules and for the purposes of item 1.3 of Annex 1 to the Prospectus Regulation.

14.2 EY has given and not withdrawn its written consent to the inclusion in this document of its accountant's report set out in Part A (*Accountants' Report on the Historical Financial Information of Investec W&I UK Group*) of Part 7 (*Historical Financial Information of Investec W&I UK Group*) and has authorised the contents of its report as part of this document for the purposes of Rule 5.3.2R(2)(f) of the Prospectus Regulation Rules and item 1.3 of Annex 1 to the Prospectus Regulation.

14.3 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 in which it appears.

15 SIGNIFICANT CHANGE

15.1 There has been no significant change in the financial position or financial performance of the Rathbones Group since 31 December 2022, the most recent date to which financial information has been prepared and published.

15.2 There has been no significant change in the financial position or financial performance of the Investec W&I UK Group since 30 September 2022, the most recent date to which financial information has been prepared and published.

16 PROPERTY

16.1 The following are the principal establishments of the Rathbones Group:

Address	Term	Tenure
Various floors/suites, 8 Finsbury Circus, London	17 years running to 12 May 2033	Leasehold
Various floors/suites, Port of Liverpool Building, Pier Head, Liverpool	9 – 15 years running to 26 February 2026	Leasehold
Ground and 4th Floor, AIB House, 26 Esplanade, St Helier, Jersey	12 years running to 1 July 2025	Leasehold
George House, 50 George Square, Glasgow	10 years running to 2 January 2028	Leasehold
Vision House, Unit 6A Falmouth Business Park, Bickland Water Road, Falmouth, Cornwall	11 years running to 31 December 2030	Leasehold
The Colmore Building, 20 Colmore Circus, Queensway Birmingham	10 years running to 31 March 2028	Leasehold
10 Queen Square, Bristol	11 years running to 14 December 2024	Leasehold
Part 2nd Floor, City House 126–130 Hills Road, Cambridge	20 years running to 24 March 2033	Leasehold
1 Northgate, Chichester, West Sussex	11 years to 6 April 2033	Leasehold
3rd Floor, 10 George Street, Edinburgh	13 years running to 14 November 2034	Leasehold
Part 4th Floor, The Senate, Southernhay Gardens Exeter, Devon	10 years running to 29 October 2029	Leasehold
1st Floor, The Old Stables, Levens Hall, Nr Kendal, Cumbria	12 years running to 24 November 2030	Leasehold
48 High Street, Lymington, Hampshire	7 years running to 13 June 2025	Leasehold
7th Floor, Earl Grey House, Grey Street Newcastle upon Tyne	10 years running to 12 November 2022	Leasehold
Various floors, Fiennes House 32 Southgate Street Winchester, Hampshire	10 years running to 14 May 2023	Leasehold

16.2 Other than as listed above, as at the Latest Practicable Date the Rathbones Group held no other material tangible fixed assets.

16.3 As far as the Rathbones Directors are aware, there are no environmental issues affecting Rathbones' utilisation of its tangible fixed assets.

16.4 The following are the principal establishments of the Investec W&I UK Group:

(a) 15th Floor, City Quays 3, 92 Donegall Quay, Belfast, BT1 3FE

(b) 2nd Floor, Colmore Plaza, Colmore Circus, Queensway, Birmingham, B4 6AT

(c) Part 5th Floor, 3 Temple Quay, Bristol, BS1 6DZ

(d) 3rd and part 4th floors, Midland House, 2 Poole Road, Bournemouth, BH2 5QY

(e) 3rd Floor East, Festival House, Jessop Avenue, Cheltenham, GL50 3SH

(f) Part level 3, Quartermile One, 15 Lauriston Place, Edinburgh, EH3 9EN

(g) Part ground floor, Keble House, Southernhay Gardens, Exeter, EX1 1NT

(h) G1, 4th Floor West, 5 George Square, Glasgow, G2 1DY

(i) Connaught House, Alexandra Terrace, 255 Hight Street, Guildford, GU1 3DA

(j) Glategny Court, Glategny Esplanade, St Peter Port, Guernsey, GY1 1WR

(k) 4th Floor, 3 Wellington Place, Leeds, LS1 4AP

(l) 13th and part 14th floors, 100 Old Hall Street, Liverpool, L3 9AB

(m) 7th and 8th floors, 30 Gresham Street, London, EC2V 7QN

(n) Part 2nd floor, 3 Hardman Street, Spinningfields, Manchester, M3 3HF

(o) Beech House, 61 Napier Street, Sheffield, S11 8HA

17 GENERAL

17.1 Where information in this document has been sourced from a third party, Rathbones confirms that it has been accurately reproduced and, as far as it is aware and is able to ascertain from the information published by that third party, no facts have been omitted which would render the reproduced information inaccurate or misleading.

17.2 Rathbones has agreed to pay all other costs, charges and expenses of, and incidental to, Admission, including the fees of the London Stock Exchange, registrar's fees, printing, advertising and distribution expenses, Rathbones' legal and accountancy expenses and all related irrecoverable value added tax, if applicable.

17.3 The total costs, charges and expenses payable by Rathbones in connection with the Combination and Admission are estimated to be approximately £20.4 million[26] (excluding VAT). Such amount includes financial advice, legal advice, accounting and tax advice, other professional services, stamp duty and other costs and expenses.

17.4 Other than: (i) the Existing Ordinary Shares being admitted to the premium listing segment of the Official List and to trading on the Main Market of the London Stock Exchange; and (ii) the intended application for Admission in respect of the New Ordinary Shares, the Rathbones Shares have not been admitted to dealings on any recognised investment exchange nor has any application for such admission been made, nor are there intended to be any other arrangements for dealings in the Rathbones Shares.

17.5 The Existing Ordinary Shares are in registered form. Following Admission, the New Ordinary Shares will also be in registered form and will be capable of being held in certificated and uncertificated form. CREST is a paperless settlement procedure enabling securities to be evidenced otherwise than by certificate and transferred otherwise than by written instrument. The Articles permit the holding of Ordinary Shares within CREST. CREST is a voluntary system and holders of Rathbones Shares who wish to retain share certificates are able to do so.

18 DOCUMENTS AVAILABLE FOR INSPECTION

The following documents will be available for inspection on the Company's website at www.rathbones.com/investor-relations (other than the Share Purchase Agreement) 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:

(a) the Articles;

(b) the Announcement;

(c) the 2022 Annual Report, 2021 Annual Report and 2020 Annual Report;

[26] inclusive of Stamp Duty in respect of the transfer of Investec W&I UK shares estimated at £4.4 million, but which is subject to final determination on Completion of the Combination.

(d) the report of EY set out in Part A (*Accountants' Report on the Historical Financial Information of Investec W&I UK Group*) of Part 7 (*Historical Financial Information of Investec W&I UK Group*) of this document;

(e) the report of Deloitte set out in Part B of Part 9 (*Unaudited Pro Forma Financial Information on the Enlarged Rathbones Group*) of this document;

(f) the Notice of General Meeting set out in Part 17 (*Notice of General Meeting*) of this document;

(g) the consent letters referred to in paragraph 14 above of this Part 12 (*Additional Information*)

(h) Share Purchase Agreement (inspection in person only);

(i) Form of Proxy; and

(j) this document.

Copies of this document are also available for inspection at the National Storage Mechanism at https://www.fca.org.uk/markets/primary-markets/regulatory-disclosures/national-storage-mechanism.

The date of this document is 1 June 2023.

Part 13

INFORMATION INCORPORATED BY REFERENCE

The information set out in the tables below which have previously been published shall be deemed to be incorporated by reference into, and form part of, this document. Only certain parts of the documents set out in the tables below are incorporated into, and form part of, this document. Where certain parts only of a document have been incorporated by reference into this document the other parts of those documents which have not been expressly stated to be incorporated are either not relevant or are covered elsewhere in this document.

To the extent that any document or information incorporated by reference or attached to this document itself incorporates any information by reference, either expressly or impliedly, such information will not form part of this document for the purposes of the Prospectus Regulation Rules except where such information or documents are stated within this document as specifically being incorporated by reference or where this document is specifically defined as including such information.

Any statement contained in a document which is deemed to be incorporated by reference into this document shall be deemed to be modified or superseded for the purpose of this document to the extent that a statement contained in this document (or in a later document which is incorporated by reference into this document) modifies or supersedes such earlier statement (whether expressly, by implication or otherwise). Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this document.

Part A

Historical financial information in respect of the Rathbones Group

2022 Annual Report

(https://www.rathbones.com/sites/rathbones.com/files/results_and_presentations/files/Rathbones%20Group%20Plc%20-%20Annual%20Report%20and%20Accounts%202022_1.pdf)

The following pages are incorporated by reference from the 2022 Annual Report:

Information	Pages
Independent auditors report	151-161
Consolidated statement of comprehensive Income	162
Consolidated statement of changes in equity	163
Consolidated balance sheet	164
Consolidated statement of cash flows	165
Notes to the consolidated financial statements	166-234

2021 Annual Report

(https://www.rathbones.com/sites/rathbones.com/files/results_and_presentations/files/rathbones_group_plc_report_and_accounts_2021.pdf)

The following pages are incorporated by reference from the 2021 Annual Report:

Information	Pages
Independent auditors report	117-129
Consolidated statement of comprehensive Income	130
Consolidated statement of changes in equity	131
Consolidated balance sheet	132
Consolidated statement of cash flows	133
Notes to the consolidated financial statements	134-214

2020 Annual Report

(https://www.rathbones.com/sites/rathbones.com/files/results_and_presentations/files/rathbone_brothers_plc_report_and_accounts_2020.pdf)

The following pages are incorporated by reference from the 2020 Annual Report:

Information	**Pages**
Independent auditors report	132-141
Consolidated statement of comprehensive Income	142
Consolidated statement of changes in equity	143
Consolidated balance sheet	144
Consolidated statement of cash flows	145
Notes to the consolidated financial statements	222

Part B

Operating and Financial Review in respect of the Rathbones Group

2022 Annual Report

(https://www.rathbones.com/sites/rathbones.com/files/results_and_presentations/files/Rathbones%20Group%20Plc%20-%20Annual%20Report%20and%20Accounts%202022_1.pdf)

The following pages are incorporated by reference from the 2022 Annual Report:

Information	Pages
Chair's statement	6-8
Group chief executive officer's review	9-13
Investment Case	14-15
Our market and opportunities	16-17
Our strategy	18-23
Key Performance Indicators	24-26
Stakeholder Engagement	27-35
Group Chief Financial Officer's Review	36-41
Segmental review	42-48
Financial position	49-52
Liquidity and cash flow	53-54
Rick management and control	54-58
Principal risks	59-66
Responsible Business Review	67-76
Task Force on Climate Related Financial Disclosures	77-82

2021 Annual Report

(https://www.rathbones.com/sites/rathbones.com/files/results_and_presentations/files/rathbones_group_plc_report_and_accounts_2021.pdf)

The following pages are incorporated by reference from the 2021 Annual Report:

Information	Pages
Chairman's statement	4-5
Group chief executive's review	18-21
Enriching our proposition	22
Our market and opportunities	23
Our strategy	24-25
Financial performance	29-35
Segmental review	36-41
Financial position	42-44
Liquidity and cashflows	45
Rick management and control	46-53
Being a responsible business	54-57
Our people	58
Our environmental impact	59-60
Task force on Climate-related Financial Disclosures	61-64

2020 Annual Report

(https://www.rathbones.com/sites/rathbones.com/files/results_and_presentations/files/rathbone_brothers_plc_report_and_accounts_2020.pdf)

The following pages are incorporated by reference from the 2020 Annual Report:

Information	**Pages**
Chairman's statement	4-5
Chief executive's review	14-16
Our investment case	17
Our market and opportunities	18-19
Our strategy	20-21
Financial performance	33-36
Segmental review	37-41
Financial position	42-44
Liquidity and cashflows	45
Rick management and control	46-51
Responsible business report	52-58
Our people	59-63
Society and communities	64-66
Our environmental impact	67-69
Climate-related Financial Disclosures	70-74

Part 14

DEFINITIONS

The following definitions apply throughout this document unless the context requires otherwise:

2020 Annual Report	the annual report and audited accounts of Rathbones for the year ended 31 December 2020 (which includes the Rathbones Group's audited historical consolidated financial statements for the year ended 31 December 2020)
2021 Annual Report	the annual report and audited accounts of Rathbones for the year ended 31 December 2021 (which includes the Rathbones Group's audited historical consolidated financial statements for the year ended 31 December 2021)
2022 Annual Report	the annual report and audited accounts of Rathbones for the year ended 31 December 2022 (which includes the Rathbones Group's audited historical consolidated financial statements for the year ended 31 December 2022)
2023 Share Plan	the new share incentive plan intended to be adopted by Rathbones as referred to in paragraph 4.4 of Part 10 (*Directors, Proposed Directors, Senior Management and Corporate Governance*)
Admission or **Admission to Trading** or **Admitted to Trading**	the admission of the New Ordinary Shares to the premium segment of the Official List and to trading on the Main Market
Advisers Act	Investment Advisers Act of 1940, as amended
AIF	has the meaning given to it in Article 4(1)(a) of the AIFMD or Regulation 3 of the UK AIFMD (as the context requires)
AIFM	has the meaning given to it in Article 4(1)(b) of the AIFMD or Regulation 4 of the UK AIFMD (as the context requires)
AIFMD	Directive 2011/61/EU of the European Parliament and of the Council of 08 June 2011 on Alternative Investment Fund Managers and amending Directives 2003/41/EC and 2009/65/EC and Regulations (EC) No 1060/2009 and (EU) No 1095/2010
AML/CFT	anti-money laundering and anti-terrorist financing requirements
Ancillary Matters Agreement	the ancillary matters agreement entered into by Investec Bank and Rathbones on 3 April 2023
Announcement	the announcement made by Rathbones and Investec PLC in relation to the Combination on 4 April 2023
Appointee Director	has the meaning given to it in paragraph 2.1 of Part 2 (*Summary of Key Combination Terms*) of this document
Articles	the articles of association of Rathbones as at the date of this document
Audit Committee	the audit committee of Rathbones, which as at the date of this document has Iain Cummings as its chairperson, and Terri Duhon, Sarah Gentleman and Dharmash Mistry as its other members
Authorities	the FCA, the Bank of England, the PRA and HM Treasury
Banking Act	the Banking Act 2009
Baseline Cost Savings	Investec Bank has committed to deliver cost savings in the provision by it of Transitional Services to Investec W&I UK
BofA Securities	Merrill Lynch International
Board	the board of directors

BRRD	Bank Resolution and Recovery Directive 2014/59/EU as amended
Business Day	a day (other than a Saturday, Sunday or public holiday) on which clearing banks are open for normal banking business in the City of London other than solely for trading and settlement in Euro
CA Rules	the Licensees (Capital Adequacy) Rules and Guidance 2021
CASS	the Client Assets Sourcebook in the FCA Handbook
City Code	the City Code on Takeovers and Mergers of the United Kingdom issued from time to time by or on behalf of the Panel
Closing Price	the closing price of the Ordinary Shares on the Latest Practicable Date as derived from Bloomberg
CMA	Competition and Markets Authority of the UK
COB Rules	the Licensees (Conduct of Business) Rules and Guidance, 2021
COBS	the Conduct of Business Sourcebook in the FCA Handbook
Code	Investment Business Code of Practice
Combination	the acquisition of the entire issued share capital of Investec W&I UK by Rathbones on the terms and subject to the Conditions set out in the Share Purchase Agreement referred to in Part 2 (*Summary of Key Combination Terms*) of this document
Companies Act	the UK Companies Act 2006
Competing Proposal	the board of directors of Rathbones recommends or states that it is minded to recommend an offer to acquire 30 per cent. or more of the existing share capital of Rathbones or its business, assets and undertaking or any such transaction becomes effective (such offer being a Competing Proposal and such recommendation being a Competing Proposal Recommendation)
Completion	completion of the Combination in accordance with the terms of the Share Purchase Agreement summarised in paragraph 1 of Part 2 (*Summary of Key Combination Terms*) of this document which shall take place on the date which is the 15th Business Day of the calendar month immediately following the month in which the Unconditional Date occurs (or such other date as the parties to the Share Purchase Agreement may agree)
Conditions	the conditions to the Combination as set out in the Share Purchase Agreement which are summarised in the section headed "Conditions" in paragraph 1 of Part 2 (*Summary of Key Combination Terms*) of this document
Consideration Shares	the aggregate of 27,056,463 New Ordinary Shares and 17,481,868 Convertible Non-Voting Ordinary Shares to be issued to Investec Bank (a subsidiary of Investec PLC) pursuant to the Share Purchase Agreement
Convertible Non-Voting Ordinary Shares	the 17,481,868 non-voting, non-transferable and convertible shares of five pence each in the share capital of Rathbones to be issued to Investec Bank on Completion of the Combination pursuant to the Share Purchase Agreement and to be named "Non-Voting Convertible Ordinary Shares" as described in Part 17 of this document
CRD IV	taken together, (i) the CRD IV Directive; (ii) the CRR; and (iii) any additional measures adopted to give effect to the CRD IV Directive or CRR (for the avoidance of doubt, whether implemented by way of a regulation, a directive or otherwise)

CRD IV Directive	Directive 2013/36/EU of the European Parliament and of the Council of 26 June 2013 on access to the activity of credit institutions and the prudential supervision of credit institutions and investment firms, amending Directive 2002/87/EC and repealing Directives 2006/48/EC and 2006/49/EC, as amended including by EU CRD V
Capital Requirements Regulation (CRR)	Regulation (EU) No 575/2013 of the European Parliament and of the Council of 26 June 2013 on prudential requirements for credit institutions and investment firms and amending Regulation (EU) No 648/2012, as amended including by EU CRR 2
CREST	the relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the Operator (as defined in the CREST Regulations)
CREST Regulations	the Uncertificated Securities Regulations 2001 (SI 2001/3755), as amended and for the time being in force
CSSF	the Luxembourg Commission de Surveillance du Secteur Financier
Deloitte	Deloitte LLP
Directors	the Rathbones Directors and the Proposed Directors, and **Director** means any one of them
Disclosure Guidance and Transparency Rules	the Disclosure Guidance and Transparency Rules made by the FCA under Part VI of FSMA
EC	European Commission
EIP	the Rathbones 2015 Executive Incentive Plan
Enlarged Issued Share Capital	the issued share capital of the Company at Admission, as enlarged following the issue of the New Ordinary Shares and Convertible Non-Voting Ordinary Shares to Investec Bank
Enlarged Rathbones Group	the Rathbones Group, as enlarged by the Combination with effect from Completion
EPA	electronic proxy appointment
EPSP	the Rathbones Enhanced Profit Share Plan
ESG	environmental, social or governance
ESPP	the Rathbones Executive Share Performance Plan
Equiniti or the Company's registrars	Equiniti Limited, in its capacity as the Company's registrars
EU	the European Union
EU CRD V	Directive (EU) 2019/878 of the European Parliament and of the Council of 20th May 2019 amending Directive 2013/36/EU as regards exempted entities, financial holding companies, mixed financial holding companies, remuneration, supervisory measures and powers and capital conservation measures
EU CRR 2	Regulation (EU) 2019/876 of the European Parliament and of the Council of 20th May 2019 amending Regulation (EU) No 575/2013 as regards the leverage ratio, the net stable funding ratio, requirements for own funds and eligible liabilities, counterparty credit risk, market risk, exposures to central counterparties, exposures to collective investment undertakings, large exposures, reporting and disclosure requirements, and Regulation (EU) No 648/2012 as amended

Euroclear	Euroclear UK & International Limited, a company incorporated in England and Wales with registered number 2878738
Executive Directors	the executive directors of Rathbones, being Jennifer Mathias and Paul Stockton
Executive Plans	together: (i) the ESPP; (ii) the EIP; (iii) the KSEP; (iv) the KEEP; (v) the REPP; (vi) the EPSP; and (vii) the LTILP.
Existing Ordinary Shares	the 63,433,381 Ordinary Shares in issue as at the date of the document
EY	Ernst & Young LLP
FCA	the UK Financial Conduct Authority
FCA Handbook	the book of rules of guidance maintained by the FCA
Financial Benefits Statement	the cost savings and synergies arising from the Combination set out in paragraph 2.3 of Part 1
Fit-Out Costs	the costs of the Fit-Out Works
Fit-Out Works	the fit-out works to be procured and completed pursuant to the Property Separation Framework Agreement
FOS	Financial Ombudsman Scheme
Form of Proxy	the form of proxy sent to Shareholders in connection with their voting instructions at the General Meeting
Fourth Anniversary	has the meaning given to it in paragraph 2.2(c) of Part 2 (*Summary of Key Combination Terms*) of this document
FSCS	Financial Services Compensation Scheme
FSJ Law	Financial Services (Jersey) Law 1998
FSM Bill	the Financial Services and Markets Bill 2022-23
FSMA	the UK Financial Services Market Act 2000, as amended from time to time and any subordinate legislation made thereunder
FUM	funds under management
FUMA	Funds under management and administration
GDPR	General Data Protection Regulation (EU) 2016/679
General Meeting	the General Meeting of Rathbones to be convened in connection with the Combination, notice of which is set out in this document (including any adjournment thereof)
GFSC	The Guernsey Financial Services Commission
Group Risk Committee	the group risk committee of Rathbones, which as at the date of this document has Terri Duhon as its chairperson, and Clive Bannister, Iain Cummings, Sarah Gentleman and Dharmash Mistry as its other members
HNWIs	high net worth individuals

ICAEW	Institute of Chartered Accountants in England and Wales
ICAAP	internal capacity adequacy assessment
IFA	independent financial adviser
IFRS	International Financial Reporting Standards as adopted in the UK
ILAA	individual liquidity adequacy assessment
Indemnities	under the Share Purchase Agreement and Ancillary Matters Agreement, Investec Bank and Rathbones have agreed from Completion to indemnify each other in respect of certain potential liabilities
Interest	a legal or beneficial interest (whether directly or indirectly held) in the issued Ordinary Share and/or Convertible Non-Voting Ordinary Share capital of Rathbones
Investec Bank	Investec Bank Plc, a company incorporated in England and Wales with company number 489604
Investec Group	the Investec PLC Group and the Investec Limited Group
Investec Limited	Investec Limited, a company registered in South Africa under number 1925/002833/06
Investec Limited Group	Investec Limited and its subsidiary undertakings as at the date of this document and, where the context admits, each of them
Investec PLC	Investec PLC, a company incorporated in England and Wales with company number 3633621
Investec PLC Group	Investec PLC and its subsidiary undertakings as at the date of this document and, where the context admits, each of them
Investec Warranties	has the meaning given to it in paragraph 1 of Part 2 (*Summary of Key Combination Terms*) of this document
Investec Wealth Profit Estimate	has the meaning given to it in Part 11 (*Investec Wealth Profit Estimate*) of this document
Investec W&I UK	Investec Wealth & Investment Limited, a company registered in England and Wales with company number 2122340
Investec W&I UK Group	Investec W&I UK and its subsidiary undertakings including Investec Wealth & Investment (Channel Islands) Limited
Investec W&I UK MAC	any fact, matter, event, circumstance, condition or change which materially and adversely affects, or could reasonably be expected to materially and adversely affect, individually or in aggregate, the business, operations, assets, liabilities, condition (whether financial, trading or otherwise) or operating results of the Investec W&I UK Group, taken as a whole, but excluding, in either case, any of the foregoing arising out of, resulting from, or attributable to: (i) changes in stock markets, interest rates, exchange rates, commodity prices or other general economic conditions; (ii) changes in conditions generally affecting the industries in which the Investec W&I UK Group operate; (iii) changes in applicable law or accounting standards or practices; (iv) any matter disclosed in or under the Investec disclosure letter;

	(v) any matter specifically provided for in the Transaction Documents (as defined in the Share Purchase Agreement); or (vi) the announcement of the Combination.
Investec W&I UK Shares	the entire issued share capital of Investec W&I UK comprising fully paid up 10,455,370 shares of £1.00 pence each
Independent Rathbones Directors	the Rathbones Board, excluding the Proposed Directors or any other Appointee Director
International SIP	the Rathbones International Share Incentive Plan
JFSC	the Jersey Financial Services Commission
Joint Integration Steering Committee	a joint integration steering committee comprising senior executives from both Rathbones and Investec PLC Group to oversee and support the business integration between (i) signing and Completion; and (ii) for not less than three years following Completion
KEEP	the Rathbones Key Employee Equity Plan
KSEP	the Rathbones Key Staff Equity Plan
Latest Practicable Date	30 May 2023, being the latest practicable date prior to the publication of this document
LCR	Liquidity Coverage Ratio
LEI	Legal Entity Identifier
licensed person	persons licensed by the GFSC under POI Law
Listing Rules or **LR**	the rules and regulations made by the FCA in its capacity as the competent authority under the FSMA, and contained in the FCA's publication of the same name
Lock-Up Period	the first four years following Completion
Lock-Up Provisions	has the meaning given to it in paragraph 2.2 of Part 2 (*Summary of Key Combination Terms*) of this document
London Stock Exchange	London Stock Exchange plc
Long Stop Date	3 April 2024, or such earlier or later date as Investec Bank and Rathbones may agree
LTILP	the Rathbones Long Term Incentive Legacy Plan 2018
Main Market	the Main Market for listed securities of the London Stock Exchange
MAR	Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (Market Abuse Regulation) and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC as amended, and onshored into UK law on 31 December 2020 by the European Union (Withdrawal) Act 2018
MIFIDPRU	The UK prudential regime for investment firms
Minimum Interest	an aggregate interest in ten (10) per cent. or more of the Enlarged Rathbones Group's aggregate issued share capital
ML Regulations	the Money Laundering, Terrorist Financing and Transfer of Funds (Information on the Payer) Regulations 2017 and the Proceeds of Crime Act 2002

MREL	Minimum requirement for own funds and eligible liabilities
Murray Asset Management	Murray Asset Management UK Limited, a private limited company registered in England & Wales under company number 09447298
New Ordinary Shares	the 27,056,463 Ordinary Shares to be issued to Investec Bank on Completion of the Combination
Non-IFRS Measures	certain unaudited supplementary financial measures presented on an 'underlying' basis
Nomination Committee	the nomination committee of Rathbones, which as at the date of this document has Clive Bannister as its chairperson, and Iain Cummings, Terri Duhon, Sarah Gentleman and Dharmash Mistry as its other members
Non-executive Directors	the current non-executive directors of Rathbones, being Clive Bannister, Iain Cummings, Terri Duhon, Sarah Gentleman and Dharmash Mistry, as the context requires
Notice of General Meeting	the notice convening the General Meeting set out at the end of this document
NSFR	Net Stable Funding Ratio
Official List	the official list which is maintained by the FCA
Ordinary Shares	the ordinary shares of five pence each in the share capital of Rathbones, from time to time
Overseas Shareholders	Shareholders (or nominees of, or custodians or trustees for, Shareholders) not resident in, or nationals or citizens of, the United Kingdom
Panel	the Panel on Takeovers and Mergers
PARs	Payment Accounts Regulations 2015 (SI 2015/2038)
POI Law	the Protection of Investors (Bailiwick of Guernsey) Law 2000
pounds sterling, sterling, £, pence or **p**	pounds sterling, the lawful currency of the UK
PRA	the UK Prudential Regulation Authority, and any successor body having the same or similar functions
PRA Rulebook	the book of rules and guidance, including as to regulatory capital requirements, maintained by the PRA
Premium Listing	a listing on the premium segment of the Official List
PRIIPs	Packaged retail and insurance-based treatment products
Property Separation Framework Agreement	a property separation framework agreement made between (1) Investec Bank (2) Investec W&I UK and (3) Rathbones which establishes a framework for the separation of Investec W&I UK's business from the business of Investec Bank and the rest of the Investec PLC Group
Property Steering Committee	the committee comprising one individual appointed by each of Investec Bank, Investec W&I UK and Rathbones who will represent their respective party's interests during the property separation and attempt to resolve any disputes relating to the Property Separation Framework Agreement
Proposed Directors	Ciaran Whelan and Henrietta Baldock, being current members of the Investec PLC board of directors[27], who it is proposed will be

[27] On 18 May 2023, Investec Group announced that Ciaran Whelan will step down as an executive director of Investec PLC and Investec Limited at the annual general meeting to be held on 3 August 2023.

	appointed to the Rathbones Board (subject to regulatory approval) with effect from Completion
Proposed Senior Manager	The current Investec W&I UK Group senior manager who will be part of the senior management team of the Enlarged Rathbones Group with effect from Completion whose name is set out in paragraph 1.4 of Part 10 (Directors, Proposed Directors, Senior Management and Corporate Governance)
Prospectus Regulation Rules or **PRR**	the prospectus regulation rules made by the FCA under Part VI of the FSMA
Prospectus Regulation	the UK version of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 which forms part of UK law by virtue of the European Union (Withdrawal) Act 2018 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market
PSP	the Rathbones Profit Share Plan 2010
Rathbones or **Company**	Rathbones Group Plc, a public company limited by shares, incorporated in England and Wales registered with company number 01000403
Rathbones Board	the board of directors of Rathbones
Rathbones Directors	the directors (both executive and non-executive) of Rathbones at the date of this document whose names are set out on page 30 of this document (excluding the Proposed Directors)
Rathbones General Meeting Delay	where Rathbones delays the convening of, or adjourns, the General Meeting beyond the expected date of the General Meeting as set out in Notice of General Meeting without the consent of Investec Bank (save in respect of certain situations provided for by the Share Purchase Agreement)
Rathbones Group	Rathbones, any subsidiary undertaking of Rathbones, any parent undertaking of Rathbones and any subsidiary undertaking of any parent undertaking of Rathbones, in each case, from time to time
Rathbones MAC	any fact, matter, event, circumstance, condition or change which materially and adversely affects, or could reasonably be expected to materially and adversely affect, individually or in aggregate, the business, operations, assets, liabilities, condition (whether financial, trading or otherwise) or operating results of the Rathbones Group, taken as a whole, but excluding any of the foregoing arising out of, resulting from, or attributable to: (i) changes in stock markets, interest rates, exchange rates, commodity prices or other general economic conditions; (ii) changes in conditions generally affecting the industries in which the Rathbones Group operate; (iii) changes in applicable law or accounting standards or practices; (iv) any matter disclosed in or under the Rathbones disclosure letter; (v) any matter specifically provided for in the Transaction Documents (as defined in the Share Purchase Agreement); or (vi) the Announcement

Rathbones Recommendation Withdrawal	the board of directors of Rathbones has withdrawn or adversely modified, qualified or amended (or announced its intention to do any of the foregoing) its recommendation to Shareholders to vote in favour of effecting the Combination at the General Meeting
Rathbones Shareholder Resolutions	the resolutions to be proposed at the General Meeting to, amongst other things, approve the Combination and grant the Rathbones Directors authority to allot the Consideration Shares are set out in the Notice of General Meeting
Rathbones Shares	the share capital of Rathbones, from time to time
Rathbones Share Plans	together: (i) the Executive Plans; (ii) the SAYE; (iii) the SIP; and (iv) the International SIP
Rathbones Trust Company	Rathbones Trust Company Limited, a subsidiary of Rathbones
Recipient	a recipient of this document
registered person	persons registered by the JFSC to carry on investment business
Registrar of Companies	the Registrar of Companies in England and Wales
Relationship Agreement	the relationship agreement in the agreed form to be entered into between (1) Investec Bank, (2) Investec PLC, (3) Investec Limited and (4) Rathbones at Completion
ROA	reliance on adviser
Remuneration Committee	the remuneration committee of Rathbones, which as at the date of this document has Sarah Gentleman as its chairperson, and Clive Bannister, Iain Cummings, Terri Duhon and Dharmash Mistry as its other members
Restricted Jurisdictions	jurisdiction where Rathbones is advised that the extension of availability or issue of Rathbones Shares would violate the law of that jurisdiction or would result in a requirement to comply with any other governmental or other consent or any registration, filing or other formality which Rathbones, in its absolute discretion, regards as unduly onerous
REPP	the Rathbones Exceptional Performance Plan 2017
RUTM	Rathbones Unit Trust Management
SAYE	the Rathbones Savings Related Share Option Plan 2019
SEC	the United States Securities and Exchange Commission
Second Anniversary	has the meaning given to it in paragraph 2.2(a) of Part 2 (*Summary of Key Combination Terms*) of this document
Senior Managers	the individuals comprising the current senior management team of Rathbones, whose names are set out in paragraph 1.4 of Part 10 (*Directors, Proposed Directors, Senior Management and Corporate Governance*)
Shared Premises	the premises currently let to either Investec Bank or Investec W&I UK which are to be split pursuant to the Property Separation Framework Agreement
Separation	the separation of the property assets held by Investec Bank and Investec W&I UK pursuant to the Property Separation Framework Agreement

Separation Framework Agreement	the separation framework agreement entered into between (1) Investec Bank (2) Investec W&I UK and (3) Rathbones dated 3 April 2023 which sets out the arrangements for the separation of Investec W&I UK from Investec Bank
Separation Works	the works to be carried out in order to separate Shared Premises in accordance with the Property Separation Framework Agreement
Service Stream	certain services identified as separate service streams
Shareholder Helpline	+44(0)371 384 2050, further details of which are contained in Part 15 (*To vote on the Combination*) of this document
Shareholders	holders of Rathbones Shares from time to time
Share Purchase Agreement	the share purchase agreement entered into between (1) Investec Bank and (2) Rathbones dated 3 April 2023
Signing Date	3 April 2023
SIP	the Rathbones Inland Revenue Approved Share Incentive Plan
SMF	senior management functions
SRA	Solicitors Regulation Authority
SRR	special resolution regime set out in Part I of the Banking Act
SYSC	the Senior Management Arrangements, Systems and Controls Sourcebook in the FCA Handbook
Takeover Offer	a takeover offer, as that term is defined in section 974 of the Companies Act
Termination Assistance Period	the agreement of an exit plan and the continued provision of relevant Service Streams and other assistance by Investec Bank for a period to be agreed between Investec Bank and Investec W&I UK in writing
Third Anniversary	has the meaning given to it in paragraph 2.2(b) of Part 2 (*Summary of Key Combination Terms*) of this document
Transaction	the matters contemplated by the Transaction Documents
Transaction Documents	those documents entered into or contemplated as being entered into in connection with the Combination including, but not limited to, this document, the Share Purchase Agreement, the Transitional Services Agreement and the Relationship Agreement
Transitional Services Agreement	the transitional services agreement in agreed between Investec Bank and Investec W&I UK in relation to the provision of transitional services and the continuation of migration and integration activities, and this agreed form document is subject to necessary amendments to reflect pre-Completion activity
Transitional Services	Investec Bank and Investec W&I UK are to provide, from the TSA Effective Date, certain services to the other on a transitional basis, pursuant to the Transitional Services Agreement
TSA Effective Date	when the Transitional Services Agreement will be entered into by Investec Bank and Investec W&I UK prior to or on Completion
TSA Term	until the later of 31 December 2025 and the date that is 27 months after Completion, terminating automatically then or, if agreed, after the end of any Termination Assistance Period
TUPE	Transfer of Undertakings (Protection of Employment) regulations

UCITS	an undertaking for collective investment in transferable securities, as defined in Article 1(2) of the UCITS Directive and the UK UCITS Directive (as the context requires)
UCITS Directive	Directive 2009/65/EC of the European Parliament and of the Council on the coordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities (UCITS) (recast)
UCITS management company	has the meaning given to it in Article 2(1)(b) of the UCITS Directive
UHNWIs	ultra-high net worth individuals
UK AIFMD	Directive 2011/61/EU of the European Parliament and of the Council of 08 June 2011 on Alternative Investment Fund Managers and amending Directives 2003/41/EC and 2009/65/EC and Regulations (EC) No 1060/2009 and (EU) No 1095/2010 as onshored into UK law by the EU (Withdrawal) Act 2018
UK Corporate Governance Code	the UK Corporate Governance Code 2018 published by the Financial Reporting Council
UK CRD IV	taken together, (i) the UK CRD IV Directive, (ii) UK CRR; and (iii) the PRA Rulebook and any other relevant PRA publications and/or additional measures adopted to give effect to the UK CRD IV Directive or UK CRR
UK CRD IV Directive	UK Primary and secondary legislation implementing the CRD IV Directive (including relevant chapters of the PRA Rulebook)
UK CRR	CRR as it forms part of retained EU law (as defined the European Union (Withdrawal) Act 2018 as amended and in force and any other UK prudential regulatory rules restating CRR or implementing the Basel Standards
UK MIFID II	Directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments and amending Directive 2002/92/EC and Directive 2011/61/EU as onshored into UK law on 31 December 2020 by the EU (Withdrawal) Act 2018
UK Resolution Entity	UK-incorporated institution subject to the Banking Act (i.e. a UK-incorporated institution authorised to accept deposits or a PRA-designated investment firm)
Unconditional Date	the date on which the final Condition is satisfied or waived
United Kingdom or **UK**	the United Kingdom of Great Britain and Northern Ireland
United States or **US**	the United States of America, each State thereof, its territories and possessions (including the District of Columbia) and all other areas subject to its jurisdiction
Vision	Vision Independent Financial Planning Ltd, a private limited company incorporated in England & Wales under company number 06650476
Vision businesses	Vision and Castle Investment Solutions Ltd
Voting Record Time	6.30 p.m. on 21 June 2023
Voting Shareholder	holders of Ordinary Shares in the capital of Rathbones

Part 15

TO VOTE ON THE COMBINATION

This page should be read in conjunction with Part 16 (*Action to be taken*) of this document, the notice of the General Meeting included in Part 17 (*Notice of General Meeting*), of this document and the remainder of this document.

Whether or not you plan to attend the General Meeting, you should complete, sign and return the accompanying Form of Proxy for use at the General Meeting, so as to be received by no later than 10.30 a.m. on 21 June 2023, or, in the case of adjournment, by no later than 48 hours before the time fixed for holding the adjourned meeting.

Electronic Proxy Appointment ("**EPA**") is also available for the General Meeting. To use this facility, you must visit www.sharevote.co.uk, where details of the procedure are shown. The Voting ID, Task ID and Shareholder Reference Number shown on the Form of Proxy will be required to complete the procedure. EPA will not be valid if received later than 10.30 a.m. on 21 June 2023 or, in the case of any adjournment, later than 48 hours before the time fixed for the adjourned meeting, and will not be accepted if found to contain a computer virus.

If you require assistance, please telephone Equiniti on +44 (0)371 384 2050 between 8.30 a.m. and 5.30 p.m., Monday to Friday (excluding English and Welsh public holidays). Calls to the Shareholder Helpline from outside the UK will be charged at applicable international rates. Calls will be recorded and monitored for security and training purposes.

Please note that, for legal reasons, Equiniti cannot provide advice on the merits of the Combination or give any legal, tax or financial advice.

Hard copies of this document or any information incorporated into this document by reference to another source, sent to persons in electronic form, or by means of being published on Rathbones' website, and all future documents, announcements and information required to be sent to persons in relation to the Combination may be requested to be received by Shareholders in hard copy form by writing to Equiniti at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA or by calling Equiniti on the number provided above. You will need to provide your full name and the full address to which the hard copy or copies should be sent. A hard copy of any such documents will not be sent unless so requested.

The completion and return of the Form of Proxy will not prevent you from attending and voting in person at the General Meeting, or any adjournments thereof, if you so wish and are so entitled.

Part 16

ACTION TO BE TAKEN

For the reasons set out in this document, the Rathbones Board unanimously recommends that Shareholders vote in favour of the Rathbones Shareholder Resolutions relating to the Combination to be proposed at the General Meeting and that you take the action described below.

The General Meeting will be held at 10.30 a.m. on 23 June 2023 at 8 Finsbury Circus, London EC2M 7AZ. The Combination requires approval of Shareholders at the General Meeting.

1. The Documents

Please check that you have received a Form of Proxy with this document for use in respect of the General Meeting.

If you have not received any of these documents, please contact the Shareholder Helpline on the number indicated below.

2. Voting at the General Meeting

The Combination will require approval by Shareholders at the General Meeting to be held at 10.30 a.m. on 23 June 2023 at 8 Finsbury Circus, London EC2M 7AZ. The Combination constitutes a Class 1 transaction under the Listing Rules and will require the passing by Shareholders of the Rathbones Shareholder Resolutions to be proposed at the General Meeting.

Shareholders entitled to attend and vote at the General Meeting are entitled to appoint a proxy to exercise all or any of their rights to attend, speak and vote at the General Meeting. A proxy need not be a Shareholder.

Sending Forms of Proxy by post or by hand

Please complete and sign the enclosed Form of Proxy in accordance with the instructions printed on it and return it either: (i) by post; or (ii) during normal business hours only, by hand, to Rathbones' registrar, Equiniti at Aspect House, Spencer Road, Lancing, West Sussex, BN99 8LU, so as to be received as soon as possible and in any event no later than 10.30 a.m. on 21 June 2023, or, if the General Meeting is adjourned, the Form of Proxy should be received not later than 48 hours before the time fixed for the adjourned General Meeting.

The Form of Proxy must be returned by the time mentioned above, or it will be invalid.

Shareholders are entitled to appoint a proxy in respect of some or all of their Ordinary Shares and may also appoint more than one proxy, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by such holder. Shareholders who wish to appoint more than one proxy in respect of their holding of Ordinary Shares should contact Equiniti for further Forms of Proxy.

Completion and return of a Form of Proxy, or the appointment of a proxy electronically using CREST (or any other procedure described below), will not prevent you from attending, speaking and voting in person at the General Meeting, or any adjournment thereof, if you so wish and are so entitled.

Electronic voting and appointment of proxies

Shareholders entitled to attend and vote at the General Meeting may appoint a proxy electronically by logging on to the following website: www.sharevote.co.uk and entering the Voting ID, Task ID and Shareholder Reference Number shown on their Form of Proxy. For an EPA to be valid, the appointment must be received by Rathbones' registrar, Equiniti, no later than 10.30 a.m. on 21 June 2023, or, in the case of any adjournment, no later than 48 hours before the time fixed for the adjourned meeting.

Electronic appointment of proxies through CREST: if you hold Ordinary Shares in uncertificated form through CREST and wish to appoint a proxy or proxies for the General Meeting (or any adjourned General Meeting) by using the CREST electronic proxy appointment service, you may do so by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed any voting service provider(s), should refer to their CREST sponsor or voting service provider(s), 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 Euroclear and must contain the information required for such instructions as described in the CREST Manual. The CREST Proxy Instruction (regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy), must, in order to be valid, be transmitted so as to be received by Rathbones' registrar, Equiniti, no later than 10.30 a.m. on 21 June 2023, or, in the case of any adjournment, no later than 48 hours before the time fixed for the adjourned meeting. 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 Application Host) from which Equiniti is 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 by 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 any voting service provider(s), to procure that his/her CREST sponsor or voting service provider(s) take(s)) 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 regard, 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. Rathbones may treat as invalid a CREST Proxy Instruction in the circumstances set out in the CREST Regulations.

3. Shareholder Helpline

If you have any questions about this document or the General Meeting, or are in any doubt as to how to complete the Form of Proxy, please contact Rathbones' registrar, Equiniti, at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA, or by calling Equiniti on +44 (0)371 384 2050, between 8.30 a.m. and 5.30 p.m., Monday to Friday (excluding English and Welsh public holidays). Calls to the Shareholder Helpline from outside the UK will be charged at applicable international rates. Calls will be recorded and monitored for security and training purposes. Please note that, for legal reasons, the Shareholder Helpline cannot provide advice on the merits of the Combination or give any legal, tax or financial advice.

Part 17

NOTICE OF GENERAL MEETING

RATHBONES GROUP PLC

(incorporated and registered in England and Wales with registered number 1000403)

Notice is hereby given that a General Meeting of the shareholders of Rathbones Group Plc (the "**Company**") will be held at 8 Finsbury Circus, London EC2M 7AZ at 10.30 a.m. on 23 June 2023 for the purpose of considering and, if thought fit, passing the following resolutions, which resolutions will all be proposed as ordinary resolutions.

Capitalised terms used in this Notice of General Meeting and not defined shall have the same meanings as in the prospectus and circular issued by the Company on 1 June 2023 of which this notice forms part.

RESOLUTION 1: ORDINARY RESOLUTION – APPROVAL OF THE COMBINATION

1 **THAT** subject to and conditional upon the passing of Resolution 2 below:

1.1 the proposed combination of the Company with Investec Wealth & Investment Limited and its subsidiaries, which constitutes a Class 1 transaction for the purposes of Chapter 10 of the Listing Rules (the "**Combination**"), substantially on the terms and subject to the conditions of the share purchase agreement dated 3 April 2023 between the Company and Investec Bank PLC (the "**Share Purchase Agreement**"), and the entry by the Company into the associated arrangements, all as described in the combined prospectus and circular to the shareholders of the Company dated 1 June 2023, be and are hereby approved; and

1.2 the directors of the Company (the "**Directors**") (or any duly constituted committee thereof) be and are hereby authorised to take all necessary or appropriate steps and to do all necessary or appropriate things to implement, complete or procure the implementation or completion of the Combination and give effect thereto with such modifications, variations, revisions, waivers or amendments (not being modifications, variations, revisions, waivers or amendments to the terms of the Combination of a material nature by reference to Listing Rule 10.5.2) as the Directors (or any duly authorised committee thereof) may deem necessary, expedient or appropriate in connection with the Combination.

RESOLUTION 2: ORDINARY RESOLUTION – AUTHORITY TO ALLOT SHARES

2 **THAT** subject to and conditional upon the passing of Resolution 1 above and without prejudice to all existing authorities (which will remain in full force and effect), the Directors be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 to allot shares in the Company (including the Non-Voting Convertible Ordinary Shares (as defined below)), and to grant rights to subscribe for or to convert any security into shares in the Company (including Non-Voting Convertible Ordinary Shares), up to an aggregate nominal amount of £2,226,916.55 in connection with the Combination for a period expiring (unless previously renewed, varied or revoked by resolution of the Company) five years after the date on which this resolution is passed, provided that the Company may make an offer or agreement before this authority expires which would or might require shares in the Company (including Non-Voting Convertible Ordinary Shares) to be allotted, or rights to subscribe for or convert any security into shares in the Company (including Non-Voting Convertible Ordinary Shares) to be granted, after this authority has expired and the Directors may allot shares in the Company (including Non-Voting Convertible Ordinary Shares) and grant rights in pursuance of that offer or agreement as if this authority had not expired. For the purpose of this Resolution 2, Non-Voting Convertible Ordinary Shares means ordinary shares of 5 pence each in the Company having the rights and being subject to the restrictions set out below.

Interpretation

1 For the purposes of the rights and restrictions attaching to the Non-Voting Convertible Ordinary Shares:

Articles means the articles of association of the Company;

acting in concert has the meaning given in the City Code as applied by the Takeover Panel, and references to **acting in concert** shall be construed as acting in concert in relation to the Company;

Board means the board of directors of the Company;

Business Day means any day (other a Saturday, Sunday or public holiday) on which banks are generally open for business in London;

City Code means the UK City Code on Takeovers and Mergers as in effect from time to time;

Company means Rathbones Group plc, a company incorporated and registered in England and Wales with registered number 1000403;

Company Director Concert Party means any director of the Company (and the close relatives of any such director), other than any director nominated for appointment as a director pursuant to any relationship agreement entered into between, *inter alia*, any Non-Voting Convertible Shareholder and the Company from time to time;

CREST means the relevant system (as defined in the Uncertificated Securities Regulations 2001 (SI 2001 / 3755)) in respect of which Euroclear UK & International Limited is the Operator (as defined in such Regulations) in accordance with which securities may be held and transferred in uncertificated form;

FCA means the Financial Conduct Authority acting in its capacity as the competent authority for listing in the United Kingdom for the purposes of Part VI of FSMA;

FSMA means the UK Financial Services and Markets Act 2000, as amended;

Maximum Voting Threshold means 29.9 per cent. of the total voting rights in the Company from time to time;

Non-Voting Convertible Ordinary Shareholder means a holder of Non-Voting Convertible Ordinary Shares;

Non-Voting Convertible Ordinary Shares has the meaning set out above;

Official List means the official list maintained by the FCA;

Takeover Panel means the UK Panel on Takeovers and Mergers; and

Ordinary Shares means ordinary shares of 5 pence each in the capital of the Company.

General/Ranking

2 The Non-Voting Convertible Ordinary Shares shall rank *pari passu* with the Ordinary Shares (and any other non-voting convertible ordinary shares which may be issued on substantially equivalent terms to the Non-Voting Convertible Ordinary Shares) in all respects. No offer shall be made by the Company, or action proposed by the Company, to the holders generally of the Ordinary Shares, unless the same offer is made, or the same action is proposed, to the holders generally of the Non-Voting Convertible Ordinary Shares. For the avoidance of doubt, this does not mean that holders of the Ordinary Shares will be obliged to subscribe for Non-Voting Convertible Ordinary Shares in proportion to (or otherwise as a condition to) any subscription for more Ordinary Shares. Subject to the foregoing, the rights and restrictions attaching to the Non-Voting Convertible Ordinary Shares are as set out in paragraphs 3 to 13 below.

Income

3 On a distribution of profits, whether by cash dividend, dividend in specie, scrip dividend, capitalisation issue or otherwise, the Non-Voting Convertible Ordinary Shares shall rank *pari passu* with the rights to distributions of profits attaching to the Ordinary Shares.

Capital

4 On a return of capital, whether on a winding-up or otherwise, the Non-Voting Convertible Ordinary Shares shall rank *pari passu* with the rights to the assets of the Company attaching to the Ordinary Shares.

Voting

5 Any holder of Non-Voting Convertible Ordinary Shares shall not be entitled, in its capacity as a holder of such Non-Voting Convertible Ordinary Shares, to receive notice of any general meeting of the Company nor to attend, speak or vote at any such general meeting, unless the business of the meeting includes the consideration of a resolution to vary the rights attaching to the Non-Voting Convertible Ordinary Shares.

6 If any holder of Non-Voting Convertible Ordinary Shares is entitled to vote at a general meeting of the Company in its capacity as a holder of such Non-Voting Convertible Ordinary Shares, then, subject to any provision of the Articles, such holder shall be entitled to one vote per Non-Voting Convertible Ordinary Share held at such general meeting, whether on a show of hands or on a poll.

No deemed variation

7 The rights attaching to the Non-Voting Convertible Ordinary Shares shall not be, and shall not be deemed to be, varied or abrogated in any way by:

(a) the creation, allotment or issue of any Ordinary Shares; or

(b) the purchase by the Company or cancellation of any Ordinary Shares.

Conversion

8 At any time, a Non-Voting Convertible Ordinary Shareholder shall be entitled, by serving a conversion notice on the Company at its registered office (accompanied by the share certificate(s) in respect of the Non-Voting Convertible Ordinary Shares concerned if the Non-Voting Convertible Ordinary Shares are held in certificated form), to require the Company to convert such amount of the Non-Voting Convertible Ordinary Shares held by such Non-Voting Convertible Ordinary Shareholder as is stated in the notice into Ordinary Shares, on a one-for-one basis, so long as such conversion does not (in the reasonable opinion of the Board) result in:

(a) the Non-Voting Convertible Ordinary Shareholder or any other person acting in concert with it being required to make a mandatory offer for the Company under Rule 9 of the City Code; or

(b) the number of votes carried by the Ordinary Shares and the Non-Voting Convertible Ordinary Shares in which the Non-Voting Convertible Ordinary Shareholder and any person acting in concert with it (other than any Company Director Concert Party) are interested exceeding the Maximum Voting Threshold.

Conversion of any Non-Voting Convertible Ordinary Shares pursuant to this paragraph 8 shall be effected by the Board re-designating the relevant Non-Voting Convertible Ordinary Shares as Ordinary Shares and, in any such case, the relevant Non-Voting Convertible Ordinary Shareholder shall be deemed irrevocably to approve such re-designation and to consent to any variation or abrogation of its rights as may be occasioned by such re-designation.

9 The Non-Voting Convertible Ordinary Shareholder shall specify in the conversion notice served pursuant to paragraph 8 whether it wishes to hold the Ordinary Shares arising on conversion of the Non-Voting Convertible Ordinary Shares in certificated form or in uncertificated form through CREST. If the Non-Voting Convertible Ordinary Shares to which the conversion notice relates are held in uncertificated form, the Non-Voting Convertible Ordinary Shareholder shall also, prior to or at the same time as serving the conversion notice, generate a CREST stock withdrawal in respect of the relevant Non-Voting Convertible Ordinary Shares.

10 Where the Ordinary Shares arising on conversion of the Non-Voting Convertible Ordinary Shares are to be held in certificated form, within 10 Business Days of the conversion of the Non-Voting Convertible Ordinary Shares into Ordinary Shares, the Company shall forward to the relevant Non-Voting Convertible Ordinary Shareholder, free of charge, a definitive certificate for the appropriate number of fully paid up Ordinary Shares and (if the Non-Voting Convertible Ordinary Shares are held in certificated form) a new certificate for any unconverted Non-Voting

Convertible Ordinary Shares comprised in the certificate surrendered by it. Pending the despatch of definitive certificates, transfers shall be certified against the register of members of the Company.

11 Where the Ordinary Shares arising on conversion of the Non-Voting Convertible Ordinary Shares are to be held in uncertificated form, the Company shall ensure that the appropriate number of Ordinary Shares are delivered, within 10 Business Days of the conversion of the Non-Voting Convertible Ordinary Shares, to the CREST account specified by the Non-Voting Convertible Ordinary Shareholder in the relevant conversion notice or, where the Non-Voting Convertible Ordinary Shares are already held in uncertificated form, to the same CREST account in which the Non-Voting Convertible Ordinary Shares subject to the conversion were held. If the Ordinary Shares are no longer a participating security in CREST, the provisions of paragraph 9 and this paragraph 11 shall apply *mutatis mutandis* to any clearing system through which the Ordinary Shares are then held in dematerialised form.

12 The Company shall use reasonable endeavours to procure that the Ordinary Shares arising on conversion of the Non-Voting Convertible Ordinary Shares are, as soon as reasonably possible, admitted to the Official List and to trading on London Stock Exchange's Main Market for listed securities.

Transfer/Listing

13 The Non-Voting Convertible Ordinary Shares shall be non-transferrable and no admission to listing or admission to trading shall be sought for the Non-Voting Convertible Ordinary Shares whilst they remain Non-Voting Convertible Ordinary Shares.

BY ORDER OF THE BOARD
1 June 2023

Ali Johnson
Company Secretary

Registered Office:

8 Finsbury Circus
London EC2M 7AZ

Notes:

The Company specifies that only those members registered in the register of members of the Company at 6:30 p.m. on 21 June or, if the meeting is adjourned, at 6:30 p.m. on the day two business days prior to the day fixed for the adjourned meeting) shall be entitled to attend and 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 and to vote at the meeting.

1. *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 of the Company.*
2. *Members can appoint a proxy by completing and returning a hard copy proxy form. A hard copy proxy form has been provided with this notice of meeting. A hard copy proxy form should be completed and returned (together with any power of attorney or other authority, if any, under which it is signed, or a notarial certified copy of such authority) 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 10.30 a.m. on 21 June 2023.*
3. *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 a member from attending in person and voting at the General Meeting.*

   If a member appoints the Chair of the meeting as his or her proxy, the Chair will vote in accordance with the appointing member's instructions. If the Chair of the meeting is given discretion as to how to vote, he or she will vote in favour of each of the resolutions as set out in the notice of meeting
4. *CREST members who wish to appoint a proxy through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual which can be viewed at 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 & International 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 10.30a.m. on 21 June 2023. 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 the Company's Registrars are able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.*

5. *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.*
6. *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 member by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the 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 member as to the exercise of voting rights. The statement of rights of members in relation to the appointment of proxies in Note 2 above does not apply to nominated persons. The rights described in that paragraph can only be exercised by members of the Company.*
7. *As at 30 May 2023 (being the Latest Practicable Date prior to the publication of this notice) the Company's issued share capital consisted of 63,433,381 Ordinary Shares, carrying one vote each. At the same date, no treasury shares were held by the Company. Therefore, the total voting rights in the Company as at 30 May 2023 were 63,433,381.*
8. *Each member 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. Shareholders can also send any questions relating to the business of the General Meeting in advance of the meeting to CompanySecretariat@rathbones.com. To ensure that a response is received before the proxy appointment deadline, members should submit their questions by 6:30 p.m. on 15 June 2023.*
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. *A member that is a corporation may authorise one or more persons to act as its representative(s) at the General Meeting in accordance with section 323 of the Companies Act 2006. Any such representative should bring to the meeting written evidence of his or her appointment, such as a certified copy of a board resolution of, or a letter from, the corporation concerned confirming the appointment.*
11. *All resolutions contained in this Notice of General Meeting will be put to vote on a poll. This will result in a more accurate reflection of the views of members by ensuring that every vote is recognised. On a poll, each member has one vote for every share held.*