

The Rathbones Group Plc General Meeting (“**General Meeting**”) will be held at 8 Finsbury Circus, London EC2M 7AZ on 23 June 2023 at 10:30 am.

Rathbones Group Plc. Registered office: 8 Finsbury Circus, London EC2M 7AZ. Registered in England No. 01000403.

RATHBONES GROUP PLC – FORM OF PROXY

Voting ID

Task ID

Shareholder Reference

You can also appoint a proxy online at www.sharevote.co.uk using the above voting references or via the CREST electronic proxy appointment service.

Please read the Notes attached to this Form of Proxy before completing it in black ink.

I/We appoint the Chair of the General Meeting or

Number of shares appointed over

(Please read Notes 4, 5 and 6 carefully before selecting your proxy)

as my/our proxy to exercise all or any of my/our rights to attend, speak and vote in respect of my/our voting entitlement† on my/our behalf as directed below at the General Meeting of Rathbones Group Plc (“**Rathbones**”) to be held on 23 June 2023 at 10.30 a.m. and at any adjournment thereof. I/We also authorise my/our proxy to vote (or withhold the vote) as he or she thinks fit in relation to any other matter which is properly put before the General Meeting.

Please tick here if this proxy appointment is one of multiple appointments being made.

† For votes of less than your full voting entitlement or for the appointment of more than one proxy, please refer to Note 6.

IMPORTANT NOTICE: AS DESCRIBED MORE FULLY IN THE COMBINED CIRCULAR AND PROSPECTUS OF RATHBONES DATED 1 JUNE 2023 WHICH ACCOMPANIES THIS FORM OF PROXY (“COMBINED DOCUMENT”). THE BOARD OF DIRECTORS OF RATHBONES RECOMMENDS THAT YOU VOTE IN FAVOUR OF EACH OF THE RESOLUTIONS BELOW.

Please indicate by placing an ‘X’ in the appropriate box below how you wish your vote to be cast on the Rathbones Shareholder Resolutions (see Note 7). If you mark more than one of the boxes below in respect of a Resolution, this Form of Proxy will be invalid.

Ordinary Resolutions		For	Against	Vote withheld
1	To approve the Combination of Rathbones and Investec W&I UK, as described in the Combined Document to which the Notice of General Meeting forms part.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Subject to Resolution 1 being passed, to authorise the allotment of the Consideration Shares in connection with the Combination.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

You can return this Form of Proxy to Equiniti by detaching the same (where indicated) and posting to the address pre-printed overleaf so as to be received by Rathbones’ registrars, Equiniti, no later than 10.30 a.m. on 21 June 2023. No stamp or envelope will be required. Alternatively, you can appoint a proxy by following the instructions for the electronic appointment of a proxy at www.sharevote.co.uk using the numbers above or through CREST using the CREST electronic proxy appointment service (see Note 12). To be valid, your Form of Proxy needs to have been received by Equiniti no later than 10.30 a.m. on 21 June 2023. A vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes ‘For’ and ‘Against’ the Resolution.

Signature (please Notes 8 and 9)

Date



Freepost RTHJ-CLLL-KBKU

Equiniti

Aspect House

Spencer Road

Lancing

BN99 8LU

NOTES TO THE FORM OF PROXY

1. Unless otherwise defined, all capitalised but undefined terms in this Form of Proxy and these Notes shall have the meaning given to them in the combined Circular and Prospectus of Rathbones sent to Shareholders on 1 June 2023 ("**Combined Document**").
2. Full details of the Resolutions to be proposed at the General Meeting, with explanatory notes, are set out in the Notice of General Meeting in Part 17 of the Combined Document. Before completing this Form of Proxy, please also read the section headed "Action to be Taken" in the Combined Document.
3. Rathbones, pursuant to Regulation 41 of the Uncertified Securities Regulation 2001, specifies that only those shareholders registered on the register of members of the Company at 6.30 p.m. on 21 June 2023 (or, in the event that the General Meeting is adjourned, on the register of members at 6.30 p.m. on the day which is two Business Days prior to the date of the adjourned meeting), or their duly appointed representatives, shall be entitled to attend or vote in respect of the shareholding registered in their name at the relevant time. Changes to entries on the register of members after that time shall be disregarded in determining the rights of any person to attend and vote at the General Meeting.
4. Every member has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his/her proxy to exercise all or any of his/her rights to attend, speak and vote on their behalf at the General Meeting.
5. Members can appoint a proxy by completing and returning a hard copy Form of Proxy. Such forms should be completed and returned to Rathbones' registrars, Equiniti, at Aspect House, Spencer Road, Lancing, West Sussex BN99 8LU so as to be received by no later than 10.30 a.m. on 21 June 2023. 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. Appointing a proxy will not prevent a member from attending in person and voting at the General Meeting.
6. If your proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or, if this Form of Proxy has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account). To appoint more than one proxy, additional Forms of Proxy may be obtained by contacting the Rathbones' registrars, Equiniti, on +44 (0)371 384 2417 or you may photocopy this form. Lines are open from 8.30 a.m. to 5.30 p.m., Monday to Friday. Please indicate in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given.
7. Please indicate with an 'X' in either the 'For', 'Against' or 'Vote withheld' box how you wish your vote to be cast on this Form of Proxy is provided to enable you to withhold your vote on any particular resolution. However, it should be noted that a withheld vote is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
8. You must sign and date this Form of Proxy. If it is signed by someone else on your behalf, the power of attorney or other authority under which it is signed (or a copy of the authority certified notarially) must be returned together with this Form of Proxy.
9. In the case of a corporation, this Form of Proxy must be executed under its common seal or signed by a duly authorised officer. In the case of joint shareholders, the signature of any one holder will be sufficient but the names of the joint shareholders must be stated. The vote of the senior joint holder who tenders a vote shall be accepted to the exclusion of the votes of the other joint holders. Seniority shall be determined by the order in which the names of the holders stand in the register of members in respect of the joint holding.
10. Please detach and return this Form of Proxy to the Rathbones' registrars, Equiniti, at the address below. If you do not want to return this Form of Proxy without it being in an envelope, please return it in an envelope to:
Freepost RTHJ-CLLL-KBKU
Equiniti
Aspect House
Spencer Road
LANCING
BN99 8LU
No stamp is required.
11. As an alternative to completing and returning this Form of Proxy, you can appoint a proxy and give your voting instructions online. To use this facility please visit www.sharevote.co.uk where details of the voting 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. To be valid, your online proxy appointment must be not later than 10.30 a.m. on 21 June 2023. Your appointment will not be accepted if found to contain a computer virus.
12. Proxy appointments and voting instructions can also be made through the CREST electronic proxy appointment service by using the CREST ID voting service and Equiniti's CREST ID (RA19). Please see the Notice of General Meeting for full details.
13. You can view the Combined Document and the Notice of General Meeting therein at www.rathbones.com/investor-relations

**TO BE VALID THE FORM OF PROXY MUST BE RECEIVED BY EQUINITI NOT LATER THAN 10.30 A.M.
ON 21 JUNE 2023.**