

RATHBONES GROUP PLC
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23 June 2023

Combination of Rathbones and Investec Wealth & Investment UK Result of General Meeting

Result of General Meeting

At the General Meeting of Rathbones Group Plc ("**Rathbones**") held earlier today for Rathbones shareholders to consider the resolutions to approve the all-share combination of Rathbones with Investec Wealth & Investment Limited to create the UK's leading discretionary wealth manager (the "**Combination**"), Rathbones shareholders approved all resolutions.

Next Steps

In addition to approval by Rathbones shareholders, the Combination is also conditional upon, among other things:

- the Financial Conduct Authority ("**FCA**") and London Stock Exchange agreeing to admit the ordinary share element of the Consideration Shares to the premium listing segment of the Official List and to trading on the London Stock Exchange's Main Market for listed securities;
- no material adverse change having occurred in respect of either Rathbones or Investec W&I UK; and
- certain regulatory approvals being obtained.

Subject to these factors, Completion is expected to occur either in late Q3 or early Q4 2023.

Resolutions

Full details of the resolutions passed are set out in the notice of the General Meeting contained in the combined prospectus and class 1 circular published by Rathbones on 1 June 2023 in connection with the Combination (the "**Circular**").

In accordance with Listing Rules 9.6.2R and 9.6.3R, the full text of the resolutions passed at the General Meeting will be submitted to the National Storage Mechanism and will be available in due course for inspection at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism> as well as on Rathbones' website www.rathbones.com/investor-relations/corporate-governance/general-meetings.

Voting results of the General Meeting

The table below sets out the results of the poll at the General Meeting held today. Each Rathbones shareholder, present in person or by proxy, was entitled to one vote per Rathbones Share held at the Voting Record Time.

	FOR*		AGAINST		VOTES CAST		WITHHELD**
	Number of Votes	% of Votes	Number of Votes	% of Votes	Number of Votes	% of Rathbones Shares in issue	Number of Votes
Ordinary resolution Approval of the acquisition by Rathbones Group Plc of Investec Wealth & Investment Limited	47,095,431	94.42	2,780,681	5.58	49,876,112	78.63	8,295
Ordinary resolution Authority to allot Rathbones Shares in connection with the Combination	47,019,046	94.28	2,850,563	5.72	49,869,609	78.62	14,798

* Includes discretionary votes.

** A vote withheld is not a vote in law and is not counted in the calculation of the proportion of votes "For" or "Against" the resolutions.

The number of Rathbones Shares in issue at the Voting Record Time of 6.30 p.m. (London time) on 21 June 2023 was 63,433,381.

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

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

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

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

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