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Rathbones Group PLC
28 July 2023

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28 July 2023

**Combination of Rathbones Group Plc ("Rathbones") and Investec Wealth & Investment UK
Publication of the Second Supplementary Prospectus**

Following the publication of its unaudited interim accounts for the six month period to 30 June 2023, Rathbones announces that today it has published a second supplementary prospectus that has been approved by the Financial Conduct Authority ("FCA") (the "**Second Supplementary Prospectus**"). The Second Supplementary Prospectus is supplemental to, and should be read in conjunction with, the combined prospectus and class 1 circular published by Rathbones on 1 June 2023 (the "**Original Document**") and the first supplementary prospectus published by Rathbones on 6 July 2023 (the "**First Supplementary Prospectus**").

A copy of the Second Supplementary Prospectus has been submitted to the National Storage Mechanism and will shortly be available for inspection at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

The Second Supplementary Prospectus will also be available for viewing on Rathbones' website at www.rathbones.com/rathbones-and-investec-wealth-and-investment-uk.

Next Steps

The Combination remains conditional upon, among other things:

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

Subject to these factors, Completion is expected to occur towards the end of the third quarter of 2023.

Defined terms used in this announcement shall have the meaning given in the Original Document, unless otherwise defined.

Enquiries

Rathbones Group Plc
Tel: +44 20 7399 0000
Paul Stockton, Group Chief Executive Officer
Jennifer Mathias, Group Chief Financial Officer
Sarah Lewandowski, Investor Relations

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

Tel: +44 20 7628 1000

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

Peel Hunt (Joint Corporate Broker to Rathbones)

Tel: +44 20 7418 8900

Andrew Buchanan, John Welch, Oliver Jackson, Sam Milford

Camarco (PR Adviser to Rathbones)

Tel: +44 20 3757 4984

Ed Gascoigne-Pees, Julia Tilley

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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 Original Document, the First Supplementary Prospectus and the Second Supplementary Prospectus have been published by Rathbones in connection with the Combination.

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.

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