

Rathbone Brothers Plc
Annual General Meeting
Wednesday 11 May 2011
Total shareholder proxy votes cast

All resolutions were approved by shareholders at the meeting on a show of hands.
Proxy votes lodged were as follows.

Shares in issue at date of meeting (each having one vote) 43,403,054

Resolution	For	Against	Vote withheld
1 To adopt the reports of the directors and the auditors and the audited financial statements for the year ended 31 December 2010	30,934,735	2,301	684,091
2 To approve the remuneration report for the year ended 31 December 2010	30,784,508	114,587	722,032
3 To approve the final dividend of 28p per share for the year ended 31 December 2010	30,937,035	1	684,091
4 To elect Mark Nicholls as a director of the Company	30,547,434	390,162	683,531
5 To re-elect Ian Buckley as a director of the Company	30,036,313	841,563	743,251
6 To re-elect Paul Chavasse as a director of the Company	30,027,027	910,569	683,531
7 To re-elect David Harrel as a director of the Company	30,377,085	560,511	683,531
8 To appoint KPMG Audit Plc as auditors of the Company	30,641,105	63,754	916,268
9 To authorise the directors to agree the remuneration of the auditors	30,894,526	40,779	685,822
10 To approve an authority to make political donations and to incur political expenditure	30,919,314	17,165	684,648
11 To approve the 2011 Long Term Incentive Plan	30,568,641	45,525	1,006,961
12 To approve a general authority to allot ordinary shares	30,206,660	729,014	685,453
13 To authorise the waiving of pre-emption rights	29,864,593	1,071,081	685,453
14 To authorise market repurchases of ordinary shares	30,928,206	6,768	686,153
15 To authorise the convening of a general meeting (other than the AGM) with 14 days' notice	30,056,378	878,658	686,091