

Rathbone Brothers Plc
Notice of Annual General Meeting 2015



Thursday 14 May 2015 at 12 noon
1 Curzon Street, London W1J 5FB

This document is important and requires your immediate attention. If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek independent advice from a professional adviser who, if you are taking advice in the United Kingdom, is authorised under the Financial Services and Markets Act 2000 or an appropriately authorised independent financial adviser if you are in a territory outside the United Kingdom.

If you have sold or otherwise transferred all of your shares in Rathbone Brothers Plc, please pass this document and its enclosures as soon as possible to the stockbroker or other agent through whom the sale or transfer was arranged, for transmission to the purchaser or transferee.

To the Company's ordinary shareholders
8 April 2015

Dear Shareholder,

2014 report and accounts and 2015 annual general meeting

I am writing to inform you that the Rathbone Brothers Plc ('the company') 2014 report and accounts and notice of the 2015 annual general meeting (AGM) have now been published. If you have requested a printed copy of the report and accounts, it is enclosed. If you requested to receive the report and accounts electronically or did not return the election card previously sent to you, please accept this letter as notification that the company's 2014 report and accounts have now been published on our website (www.rathbones.com) and can be accessed via the investor relations section.

Our 2015 AGM will be held at our London head office at 1 Curzon Street, London W1J 5FB on Thursday 14 May 2015 at 12 noon. The formal notice of the AGM is set out on pages 13 to 15 of this document and contains the particulars of the resolutions on which you are invited to vote. An explanation of each of the resolutions is set out on pages 4 to 7 of this document.

I would draw your attention in particular to the following resolutions that are to be proposed at the AGM.

Approval of the 2015 Executive Incentive Plan (Resolution 2) and revised directors' remuneration policy (Resolution 3)

At last year's annual general meeting, shareholders approved the company's remuneration policy for directors. As you may remember the board stated at that time that, following the management changes at the start of 2014, it intended to review the policy during 2014 and seek shareholder approval of a revised policy at the annual general meeting in 2015. Shareholders are accordingly invited to approve a revised policy this year which is set out on page 62 of the 2014 report and accounts.

The main change to the policy is the consolidation of the annual bonus and Long Term Incentive Plan into one plan, the Rathbone Brothers Plc 2015 Executive Incentive Plan (EIP). Shareholders are invited to approve separately the rules of the EIP, a summary of which is set out at Appendix 2 to this document. The EIP is aligned with our five year strategy, retains a significant long term performance element and simplifies our incentive arrangements. It is aligned with the interests of our shareholders with 60% of awards made in deferred shares which must be held for a minimum period of five years (other than shares sold to meet any tax liability arising on vesting). The overall cap on variable pay of 200% of fixed remuneration remains unchanged. The binding resolution to approve the revised remuneration policy will be conditional on shareholders first approving the EIP. If the EIP is not approved by shareholders, the company's existing remuneration policy as approved at the 2014 annual general meeting will continue to have effect.

Powers to disapply pre-emption rights (Resolutions 18 and 19)

Each year at the AGM, shareholders are invited to grant the board a power to allot shares for cash (otherwise than in connection with a rights issue or similar pre-emptive issue) without first offering those shares to existing shareholders in proportion to their existing holdings. This power to disapply pre-emption rights has historically been limited to a maximum amount representing approximately 5% of the company's issued share capital in accordance with best practice guidelines on the disapplication of pre-emption rights issued by The Pre-Emption Group.

A recent change to those guidelines has now introduced greater flexibility for companies to undertake non-pre-emptive issues for cash. Specifically, the guidelines have been relaxed to allow companies the opportunity to finance expansion opportunities as and when they arise. The board would like to have the flexibility that this change affords. Accordingly, in line with the revised guidelines, which have been endorsed by The Investment Association, the company is seeking, in addition to the customary disapplication power over 5% which is sought at Resolution 18, a disapplication power over a further 5% of the company's share capital provided that the additional power sought at Resolution 19 is only used in connection with acquisitions and specified capital investments. Further information is set out in the explanatory note to Resolutions 18 and 19 on page 6.

Action to be taken

You are requested (whether or not you intend to be present at the AGM) to complete and submit a proxy appointment form in accordance with the notes to the notice of the AGM. To be valid, the proxy appointment form must be received at the address for delivery specified in the notes by 12 noon on Tuesday 12 May 2015. Completion and return of a proxy appointment will not preclude a shareholder from attending and voting at the AGM.

Recommendation

The board considers that all of the resolutions set out in the notice of the AGM are likely to promote the success of the company and are in the best interests of both the company and its shareholders as a whole. The board unanimously recommends that shareholders vote in favour of all of these resolutions.

Yours faithfully,

Mark Nicholls
Chairman

Appendix 1 - Explanatory notes to the AGM resolutions

Resolution 1 - Approval of the report and accounts

The Companies Act 2006 requires the directors of a public company to lay its annual report and accounts before the company in general meeting, giving shareholders the opportunity to ask questions on the contents. In accordance with the UK Corporate Governance Code, the company proposes, as an ordinary resolution, a resolution on its annual report and accounts for the year ended 31 December 2014.

Resolution 2 - Approval of the 2015 Executive Incentive Plan

This ordinary resolution seeks the approval of the Rathbone Brothers Plc 2015 Executive Incentive Plan (EIP), the principal features of which are summarised at Appendix 2 to this document. The EIP replaces both the current Long Term Incentive Plan and annual bonus plan with the maximum variable pay opportunity remaining unchanged at 200% of salary.

Resolution 3 - Approval of the directors' remuneration policy

In accordance with the Companies Act 2006, the company proposes an ordinary resolution to approve the revised directors' remuneration policy contained in the directors' remuneration report. The proposed revised policy is set out on pages 62 to 67 of the 2014 report and accounts. As noted in the Chairman's letter, the main change is the consolidation of the annual bonus plan and Long Term Incentive Plan into one new plan, the EIP. Resolution 3 will be subject to the shareholders' prior approval of the EIP at Resolution 2. If the EIP is not approved, the company's existing remuneration policy will continue in effect. The vote on the company's remuneration policy is binding and, if passed, will mean that the directors can only make remuneration payments and payments for loss of office in accordance with the approved policy.

The company is required to ensure that a vote on its remuneration policy takes place annually unless the approved policy remains unchanged, in which case the company will propose a similar resolution at least every three years.

Resolution 4 - Approval of the directors' remuneration report

In accordance with the Companies Act 2006, the company proposes an ordinary resolution to approve the directors' remuneration report for the financial year ended 31 December 2014. The directors' remuneration report can be found on pages 61 to 74 of the 2014 report and accounts but, for the purposes of this resolution, does not include the parts of the directors' remuneration report containing the directors' remuneration policy which is set out on pages 62 to 67. The vote on this resolution is advisory only and the directors' entitlement to remuneration is not conditional on it being passed.

Resolution 5 - Approval of the final dividend for the year ended 31 December 2014

The directors are recommending the payment of a final dividend of 33p per ordinary share for the year ended 31 December 2014. If approved, the final dividend will be paid on 19 May 2015 to the holders of ordinary shares on the register at the close of business on 24 April 2015.

Resolutions 6 to 13 - Election and re-election of directors

In accordance with the company's articles of association and the UK Corporate Governance Code, Sarah Gentleman, who was appointed as a director by the board on 21 January 2015, will retire from office at the AGM and will seek election by shareholders for the first time.

As permitted by the company's articles of association and in accordance with the provisions of the UK Corporate Governance Code, all other directors of the company will retire from office at the AGM and will seek re-election by shareholders. Each of resolutions 6 to 13 shall be proposed as an ordinary resolution. Biographical details of the all of the directors can be found at Appendix 3 to this document. Following formal performance evaluation by the board and individual appraisal by the chairman, each of the directors continues to be effective and demonstrates commitment to the role.

Resolution 14 and 15 - Re-appointment of auditors

The auditors of a public company must be appointed for each financial year at the meeting at which the financial statements for the previous financial year are laid. The audit committee has, on the board's behalf, reviewed the effectiveness, performance, independence and objectivity of its external auditors, KPMG LLP, and concluded that they were in all respects effective. Accordingly, the board recommends KPMG's re-appointment.

Resolution 15 proposes that the directors be authorised to determine the level of the auditors' remuneration.

Resolution 16 - Political donations

This ordinary resolution renews a similar authority given at last year's annual general meeting which is due to lapse at the AGM. Part 14 of the Companies Act 2006 prohibits the company and its subsidiaries from making donations of more than £5,000 in any twelve month period to a political party or other political organisations or to an independent election candidate unless they have been authorised to make donations by the company's shareholders.

The company has a policy that it does not make donations to political parties, political organisations or independent election candidates and the board will not use these authorities, if given, to do so. However, the Companies Act 2006 includes broad and ambiguous definitions of political donations and expenditure, which may have the effect of covering some normal business activities, and therefore presents potential for inadvertent or technical breach. The board therefore considers that it would be prudent to obtain shareholder approval for the company to make donations to political parties, political organisations and independent election candidates and to incur political expenditure up to the specified limit in the forthcoming year.

Resolution 17 - Allotment authority

This ordinary resolution is proposed annually and authorises the directors to allot ordinary shares and to grant rights to subscribe for or to convert any security into ordinary shares, limited to a maximum aggregate nominal amount of £790,000 representing approximately 33% of the issued share capital of the company (less shares held in treasury) as at 24 March 2015, the last practicable date before the publication of this document, in circumstances defined by the resolution so as to enable them to respond, in the interests of the company, to any appropriate opportunities that may arise. The directors have no present intention to issue any shares under the authority being sought. The renewed authority will remain in force until 30 June 2016 or, if earlier, the conclusion of the company's next AGM.

As at 24 March 2015, the company held 50,000 shares in the capital of the company in treasury, representing 0.1% of the total issued ordinary share capital (excluding such treasury shares).

Resolutions 18 and 19 - Powers to disapply pre-emption rights

Resolutions 18 and 19 are special resolutions which, if passed by shareholders, will enable the board to allot ordinary shares, or to sell any shares out of treasury, for cash, without first offering those shares to existing shareholders in proportion to their existing holdings.

In previous years, the board has sought, and has been granted, the power to allot ordinary shares for cash free from pre-emption rights (otherwise than in connection with a rights issue or similar pre-emptive issue) up to a maximum nominal amount representing approximately 5% of the company's issued share capital. Such power has given the board the ability to allot ordinary shares for cash non-pre-emptively in any circumstances. The limitation of the disapplication power to a maximum of 5% of the company's issued ordinary share capital accorded with best practice as set out in The Pre-Emption Group's Statement of Principles on the disapplication of pre-emption rights (July 2008).

In March 2015, The Pre-Emption Group published a revision of its Statement of Principles. In addition to restating the existing 5% disapplication threshold, the 2015 Statement of Principles introduced greater flexibility for companies to undertake non-pre-emptive issues for cash in connection with acquisitions and specified capital investments. This relaxation is intended to allow companies the opportunity to finance expansion opportunities as and when they arise. Accordingly, the 2015 Statement of Principles provides that a company may now seek power to issue on a non-pre-emptive basis for cash shares representing (i) no more than 5% of the company's issued ordinary share capital in any one year and (ii) no more than an additional 5% of the company's issued ordinary share capital provided that such additional power is only used in connection with an acquisition or specified capital investment.

The 2015 Statement of Principles defines a 'specified capital investment' as 'one or more specific capital investment related uses for the proceeds of an issuance of equity securities, in respect of which sufficient information regarding the effect of the transaction on the listed company, the assets the subject of the transaction and (where appropriate) the profits attributable to them is made available to shareholders to enable them to reach an assessment of the potential return'. Items that are regarded as operating expenditure rather than capital expenditure will not typically be regarded as falling within the term 'specified capital investment'.

Accordingly, this year the board is seeking two separate powers to disapply pre-emption rights.

Resolution 18 is proposed as a special resolution. As in previous years, if this resolution is passed by shareholders, it will permit the board to allot ordinary shares on a non-pre-emptive basis and for cash (otherwise than in connection with a rights issue or similar pre-emptive issue) up to a maximum nominal amount of £120,000. The amount of £120,000 represents approximately 5% of the company's issued ordinary share capital as at 24 March 2015 (being the latest practicable date prior to publication of this document). This resolution will permit the board to allot any such shares for cash in any circumstances (whether or not in connection with an acquisition or specified capital investment).

Resolution 19 is proposed as a separate special resolution. If this resolution is passed by shareholders, it will afford the board an additional power to allot ordinary shares on a non-pre-emptive basis and for cash up to a further maximum nominal amount of £120,000. The amount of £120,000 represents approximately 5% of the company's issued ordinary share capital as at 24 March 2015. The board confirms that it intends to use any power conferred by Resolution 19 only in connection with an acquisition or a specified capital investment which is announced contemporaneously with the issue, or which has taken place in the preceding six month period and is disclosed in the announcement of the issue.

The board also confirms its intention to follow the provisions of the 2015 Statement of Principles regarding cumulative usage of authorities within a rolling three year period. Those Principles provide that a company should not issue shares for cash (other than to satisfy share scheme requirements) representing more than 7.5% of the company's issued share capital in any rolling three year period, other than to existing shareholders, without prior consultation with shareholders. This limit excludes any ordinary shares issued pursuant to a general disapplication of pre-emption rights in connection with an acquisition or specified capital investment.

Over the three years to 31 December 2014, shares with a nominal value of £216,456 were allotted for cash, representing 9.0% of the issued share capital at that date. Of this figure, shares with a nominal value of £167,510, representing 7.0% of the issued share capital at that date were issued in non-pre-emptive placings in 2012 and 2014. The balance was issued to meet share scheme requirements.

Resolution 20 - Authority to purchase ordinary shares

This special resolution is to renew the authority granted to the directors at last year's AGM to purchase the company's own ordinary shares under certain stringent conditions. This resolution specifies the maximum number of shares which may be acquired (being approximately 5% of the company's issued ordinary share capital as at 24 March 2015) and the maximum and minimum prices at which shares may be bought. The directors do not have any present intention of using the authority which will be used only when the directors consider that it would be in the best interests of the shareholders generally and the effect would be to enhance earnings per share. Shares purchased will be held as treasury shares as defined in section 724(5) of the Act. At 24 March 2015, 50,000 treasury shares were held by the company.

As at 24 March 2015 there were options outstanding to subscribe for 397,760 new ordinary shares in the company. This represented 0.83% of the issued ordinary share capital of the company at that date and would represent 0.87% if the authority to buy back shares under this resolution were used in full.

Resolution 21 - Authority for the convening of general meetings of the company on 14 clear days' notice

This resolution renews an authority given at last year's AGM and is required as a result of section 307A of the Companies Act 2006. The company currently has power under its articles of association to call general meetings (other than AGMs) on at least 14 clear days' notice and would like to preserve this ability. In order to do so, shareholders must first approve the calling of meetings on at least 14 days' notice. This special resolution seeks such approval. The approval will be effective until the company's next AGM, when it is intended that a similar resolution will be proposed. The shorter notice period would not be used as a matter of routine for general meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of the shareholders as a whole.

Appendix 2 - Summary of the Rathbone Brothers Plc 2015 Executive Incentive Plan

The Rathbone Brothers Plc 2015 Executive Incentive Plan (EIP) is a balanced scorecard-based performance incentive plan with long and short-term elements. The EIP will replace both the current Long Term Incentive Plan and annual bonus plan, starting from awards made in spring 2016. Awards for eligible employees are made partly in cash and partly in the form of deferred awards over ordinary shares in the company (shares). Deferred awards ordinarily vest in equal annual instalments over a five year period but are also subject to a five year retention period.

The principal features of the EIP are summarised below.

Eligibility

All employees (including executive directors but excluding non-executive directors) of the company and its subsidiaries (the group) are eligible to participate at the discretion of the Remuneration Committee (committee).

Grant of awards

Awards may normally only be granted in the six weeks following the announcement by the company of its results for any period, or following a change in the legislation relating to share plans, or on the commencement of an eligible employee's employment or where there are circumstances considered by the committee to be exceptional. However, at all times, the grant of awards will be subject to the Model Code on directors' dealings in securities set out in the Listing Rules and other applicable dealing rules.

Awards will comprise an immediate cash payment (ordinarily as to 40% of the award) and a deferred award (over a number of shares on the grant of the award of value equal to the balance of the award, ordinarily being 60%). The committee has discretion to grant awards in other forms under the EIP such as nil cost share options, phantom awards or interests in shares that have substantially the same economic effect.

It is currently intended that the first awards under the EIP will be operated in relation to the 2015 financial year of the company and accordingly awards will be made shortly following the announcement of the 2015 results in 2016.

No awards may be granted later than ten years after the approval of the EIP by the company in general meeting, and the committee will review the operation of the EIP after a period of five years to ensure that it remains effective in meeting the needs of the business. Share-based deferred awards may be satisfied using newly issued shares, treasury shares or shares purchased in the market.

Benefits received under the EIP are not pensionable and may not be assigned or transferred without the consent of the committee except on a participant's death. No payment will be required for the grant of an award.

Payment of the cash element of awards

Cash awards will be paid as soon as reasonably practicable following their determination by the committee.

Vesting of deferred awards

The vesting period of deferred awards will be set on grant and will normally be over a rolling five year period with 20% of a deferred award vesting each year. However, shares delivered under a deferred award must be held for a minimum period of five years from the time of the grant of the award and may only be sold during that period to meet tax liabilities arising on vesting. The holding of vested shares for such purposes will be on such basis as is acceptable to the committee which may include the shares being held in monitored nominee accounts.

Performance conditions

Actual awards made for a financial year will depend on performance against a balanced scorecard of measures set by the committee to align with the company's strategy. For 2015, these will comprise the following types of metrics and weightings:

- Annual financial (1 year) 25%
- Long term financial (3 year trailing)¹ 40%
- Non-financial strategic measures 15%
- Personal performance 20%

¹ For the first year of the new plan the trailing long term performance measures will be tested over a one year period. In the second year, this will increase to a two year performance period. In the third year, and for subsequent years, performance will be tested over three years.

The committee will ensure that performance conditions are both sufficiently stretching and challenging and are appropriate for the company and the prevailing market. To the extent that performance conditions are not met, the awards will not be granted. The performance conditions may be varied in certain circumstances following the start of the relevant financial year so as to achieve their original purpose, but not so as to make their achievement materially any more or less difficult.

Individual limits

No employee may be granted an award under the EIP in any financial year in excess of 200% of base salary.

Overall limits

The EIP will be subject to the limit that commitments to issue new shares under the EIP, when aggregated with share-based awards under all the company's other incentive plans, must not exceed 10% of the issued ordinary share capital in any rolling 10 year period.

Treasury shares will be treated as newly issued for the purpose of these limits unless institutional investor guidelines permit otherwise. Newly issued shares subscribed by the trustees of an employee benefit trust to satisfy rights granted under any employee share plans adopted by the company would count towards these limits. For the purposes of these limits, awards or other rights to acquire shares which lapse do not count towards these limits.

Leaving employment

If a participant leaves employment during the vesting period of his deferred award, the unvested portion of his deferred award will normally lapse. If the participant leaves employment by reason of death, ill-health, redundancy, sale of the employing company or business, retirement or for any other reason at the discretion of the committee (a good leaver), the deferred award may be permitted to continue to vest on the original dates set for vesting (unless the committee decides to accelerate vesting). Such good leaver deferred awards may be subject to such time-based pro-rating reduction (if any) as the committee determines appropriate.

Malus and clawback

The committee may seek the recovery of awards at any time before the vesting of awards (malus) or within three years of the payment of cash and/or vesting of deferred awards (clawback) if it determines that the financial results of the company were materially misstated, if the group is subject to a material adverse event (for example, regulatory censure), if an historic error was made in the calculation of awards or in the event of the discovery of misconduct. This recovery may be made by the reduction of future awards, by the reduction of past awards made that have not vested or by the repayment of cash awards or the return of vested shares.

Corporate events

In the event of a change of control of the company (not being an internal reorganisation) or a compulsory acquisition of shares in relation to a change of control, deferred awards may vest immediately. In such circumstances, the committee shall determine such time-based pro-rating reductions (if any) as it considers appropriate. Alternatively, in the above circumstances, the committee may permit or require awards to be exchanged for new awards of shares in the acquiring company on a comparable basis.

Any internal reorganisation to create a new holding company will not result in the accelerated vesting of deferred awards; they will be replaced by deferred awards over shares in the new holding company unless the committee determines otherwise. If there is a variation in the share capital of the company (including, without limitation, a capitalisation issue, rights or bonus issue or sub-division or consolidation of share capital, or a reduction of capital, or in the event of a demerger or payment of special dividend), the number of shares under a deferred award may be adjusted, at the committee's discretion, to ensure that the award retains the same economic value.

Dividends and voting rights

Participants will not have any voting or dividend rights in relation to their deferred awards until such time as their deferred awards vest. The number of shares delivered under a deferred award may be increased to take account of dividends which would have been paid during the period up to the final vesting date when the retention period ends.

Shares allotted or transferred under the EIP will rank equally with all other shares for the time being in issue (except for rights attaching to shares by reference to a record date prior to the date of issue). The company will apply for the listing of any new shares allotted under the EIP.

Amendment and termination

Any alterations to the rules to the advantage of participants governing eligibility, limits on participation, the number of new and/or treasury shares available under the EIP and the terms of vesting and adjustment of awards on a variation of capital (as referred to above) must be approved in advance by shareholders in general meeting. However, any alteration or addition which is minor in nature or made to benefit the administration of the EIP, to comply with the provisions of any existing or proposed legislation or to obtain or maintain favourable tax treatment, exchange control or regulatory treatment for participants or group companies may be made by the committee without shareholder approval.

Contractual implications

Participation in the EIP is discretionary and does not and is not intended to confer on a participant:

- any right to continue to be eligible to participate in the EIP;
- a right to continued employment; or
- a right to damages for loss of the award on cessation of employment.

Governing law

The EIP is to be governed in accordance with the laws of England and Wales and the parties submit to the jurisdiction of the courts of England and Wales.

Appendix 3 - Directors' biographical details

Mark Nicholls

Chairman

Mark Nicholls was appointed to the board on 1 December 2010. He is a lawyer and corporate financier. After studying law at Cambridge he qualified as a solicitor at Linklaters before joining S G Warburg in 1976. He became a director in 1984 and head of investment banking in 1994. In 1996 he joined Royal Bank of Scotland and became head of their private equity group, leaving in 2003 to pursue a plural career. He is currently chairman of the West Bromwich Building Society and a non-executive director of Northern Investors Company PLC. He became chairman following the AGM in May 2011 and was considered to be independent on appointment as chairman.

The non-executive directors, led by the senior independent director, have reviewed the performance of the chairman, taking into account the views of executive directors. They recommend that he be re-elected having contributed effectively during the last year and having demonstrated commitment to the role.

The chairman has reviewed the performance of all other directors as part of the annual board effectiveness review. This took the form of an externally facilitated review by an independent third party and one-to-one meetings with each director. His recommendation is that all be re-elected as directors. All directors have contributed effectively during the last year and demonstrated commitment to their roles.

Executive directors

Philip Howell

Chief Executive

Philip Howell was appointed to the board on 1 December 2013 and succeeded Andy Pomfret as chief executive on 1 March 2014. Following an early military career, Philip spent over 30 years in the investment banking and private banking sectors, undertaking a range of leadership roles as well as gaining considerable general management experience. He was with Barclays for 24 years, which included leadership assignments in Asia and South Africa, and subsequently as head of strategy and corporate development focused on the international and private banking divisions. Before joining Rathbones in 2013, he was heavily involved in private wealth management, firstly as chief executive of Fortis Private Banking and subsequently of Williams de Broë.

Paul Stockton

Finance Director

Paul Stockton was appointed to the board on 24 September 2008. He qualified as a chartered accountant with Price Waterhouse (now PwC) in 1992. In 1999 he joined Old Mutual Plc as group financial controller, becoming director of finance in 2001 and finance director of Gerrard Limited eight months later. Following the sale of Gerrard to Barclays in 2003, he left in 2005 and has since worked for Euroclear in Brussels and as a divisional finance director of the Phoenix Group. He joined Rathbones in August 2008 and is a non-executive director of the Financial Services Compensation Scheme.

Paul Chavasse

Head of Investment Management

Paul Chavasse was appointed to the board on 26 September 2001. He started his career working for the institutional fund management arm of NatWest, which was later merged with Gartmore. After a period in the private client businesses of NatWest and Coutts, his final role before joining the group as chief operating officer in 2001 was as head of NatWest Portfolio Management in Bristol. He became head of investment management in March 2012.

Non-executive directors

David Harrel

Senior Independent Director

David Harrel was appointed to the board on 1 December 2007. He was one of the founding partners of S J Berwin LLP in 1982, and was made senior partner in 1992. He relinquished this role in 2006 and is now a consultant to the firm. David has a variety of other appointments. He is non-executive chairman of Fairpoint Group plc, a member of the board of the English National Opera and a trustee of the Clore Duffield Foundation. He is chairman of the remuneration committee.

As he has served on the board for over six years, his continued independence was the subject of particular review. It was agreed that his independence was not in doubt and that he continues to play a key role both as senior independent director and as chairman of the remuneration committee. His considerable experience and legal background are of great value to the board.

James Dean

Non-executive Director (Independent)

James Dean was appointed to the board on 1 November 2013. He is a chartered accountant with over 30 years' experience working in financial services. James worked in a variety of roles at Ernst & Young over a period of 14 years, including holding the position of managing partner for the UK Financial Services Audit Practice for four years. He holds a number of other non-executive directorships including Liverpool Victoria Friendly Society and The Stafford Railway Building Society. He is chairman of the audit committee. As a highly experienced chartered accountant with extensive financial services experience, he is ideally qualified for this role.

Sarah Gentleman

Non-executive Director (Independent)

Sarah Gentleman was appointed to the board on 21 January 2015. She started her career as a consultant at McKinsey and 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 graduated from Cambridge with a degree in Natural Sciences and also has an MBA from INSEAD. Her digital marketing and financial services experience will be of great benefit to the board in the future.

Kathryn Matthews

Non-executive Director (Independent)

Kathryn Matthews was appointed to the board on 6 January 2010. She has spent her entire career in investment management, most recently as chief investment officer, Asia Pacific (ex Japan) for Fidelity International. Prior to that, she held senior appointments with William M Mercer, AXA Investment Managers, Santander Global Advisers and Baring Asset Management. She is a non-executive director of Hermes Fund Managers Limited, Aperam S.A. and J P Morgan Chinese Investment Trust Plc, chairman of Montanaro UK Smaller Companies Investment Trust Plc. She is on the board of trustees of the Nuffield Trust and is a non-executive member of the Council of the Duchy of Lancaster. She is chairman of the group risk committee. Her investment management background and experience has proved invaluable as has her role in developing our risk management processes.

Notice of Annual General Meeting

Notice is hereby given that the forty-fourth Annual General Meeting (AGM) of Rathbone Brothers Plc ('the company') will be held at 1 Curzon Street, London W1J 5FB on Thursday 14 May 2015 at 12 noon to consider and, if thought fit, pass the following resolutions.

Resolutions 1 to 17 are proposed as ordinary resolutions whilst resolutions 18 to 21 are proposed as special resolutions.

Ordinary resolutions

2014 Report and Accounts

- 1 To adopt the reports of the directors and the auditors and the audited financial statements for the year ended 31 December 2014.

Remuneration

- 2 That the rules of the Rathbone Brothers Plc 2015 Executive Incentive Plan (EIP), the principal features of which are summarised in Appendix 2 to this notice of meeting (and a copy of which is produced to the meeting and initialled by the Chairman for the purposes of identification), be and they are hereby approved and adopted and that the directors of the company be and they are hereby authorised to do all such acts and things as they, in their absolute discretion, may consider necessary or desirable to implement and give effect to the EIP (including the making of minor alterations to the rules which they consider necessary or appropriate).
- 3 Subject to the passing of Resolution 2 set out in this notice of meeting, to approve the directors' remuneration policy (as contained in the directors' remuneration report for the year ended 31 December 2014).
- 4 To approve the directors' remuneration report (other than the part containing the directors' remuneration policy) for the year ended 31 December 2014.

Final dividend

- 5 To declare a final dividend of 33p per share for the year ended 31 December 2014.

Annual election and re-election of directors

- 6 To re-elect Mark Nicholls as a director.
- 7 To re-elect Philip Howell as a director.
- 8 To re-elect Paul Stockton as a director.
- 9 To re-elect Paul Chavasse as a director.
- 10 To re-elect David Harrel as a director.
- 11 To re-elect James Dean as a director.
- 12 To elect Sarah Gentleman as a director.
- 13 To re-elect Kathryn Matthews as a director.

Auditors

- 14 To re-appoint KPMG LLP as auditors of the company.
- 15 To authorise the directors to agree the remuneration of the auditors.

Political donations

16 That in accordance with section 366 of the Companies Act 2006 the company and any company which is or becomes a subsidiary of the company during the period to which this resolution relates be and it is hereby authorised:

- (a) to make political donations to political parties and / or independent election candidates;
- (b) to make political donations to political organisations other than political parties; and
- (c) to incur political expenditure,

provided that:

- (i) the authority conferred by this resolution shall commence on the date on which it is passed and expire on 30 June 2016 or, if earlier, on the conclusion of the company's next AGM (or adjournment thereof) after the passing of this resolution;
- (ii) the aggregate total amount of such political donations and political expenditure shall not exceed £50,000 and the amount authorised under each of paragraphs (a), (b) and (c) above shall also be limited to such amount; and
- (iii) in this resolution the expressions 'political donation', 'political parties', 'independent election candidate', 'political organisation' and 'political expenditure' have the meanings set out in Part 14 of the Companies Act 2006.

Allotment authority

17 That the directors be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the company to allot shares in the company and to grant rights to subscribe for or to convert any security into shares in the company ('rights') up to an aggregate nominal amount of £790,000, such authority to expire on 30 June 2016 or, if earlier, on the conclusion of the company's next AGM (or adjournment thereof) after the passing of this resolution. Notwithstanding such expiry, the authority shall still permit the company to make allotments of shares or grant rights in respect of offers or agreements made before such expiry, which would or might require shares to be allotted or rights to be granted after such expiry. All authorities vested in the directors on the date of this notice to allot shares and grant rights that remain unexercised at the commencement of the meeting are hereby revoked without prejudice to any allotment of securities pursuant thereto.

Special resolutions

Power to disapply pre-emption rights

18 (a) That the directors be and they are hereby empowered pursuant to sections 570 and 573 of the Companies Act 2006 (the 'Act') to allot equity securities (as defined in section 560 of the Act) for cash, pursuant to the authority conferred on them by Resolution 17 in the notice of this meeting or by way of sale of treasury shares as if section 561 of that Act did not apply to any such allotment, provided that this power is limited to:

- (i) the allotment of equity securities in connection with any rights issue or open offer (each as referred to in the Listing Rules of the Financial Conduct Authority) or any other pre-emptive offer which is open for acceptance for a period determined by the directors, to the holders of ordinary shares on the register on any fixed record date in proportion to their holdings of ordinary shares (and, if applicable, to the holders of any other class of equity security in accordance with the rights attached to such class), subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to (i) fractions of such securities, (ii) the use of one or more currencies for making payments in respect of such offer, (iii) any such shares or other securities being represented by depositary receipts, (iv) treasury shares or (v) any legal or practical problems arising under the laws of, or the requirements of any regulatory body or any stock exchange in, any territory; and
- (ii) the allotment of equity securities (other than pursuant to paragraph (a)(i) above) up to an aggregate nominal amount of £120,000.

(b) The powers given by this resolution shall expire on the revocation or expiry (unless renewed) of the authority granted under Resolution 17 in the notice of this meeting. Notwithstanding such expiry, the power shall still permit the company to make allotments of equity securities in respect of offers or agreements made before such expiry which would or might require equity securities to be allotted after such expiry. All previous powers under sections 570 and 573 of the Act are hereby revoked without prejudice to any allotment of securities pursuant thereto.

Power to disapply pre-emption rights in relation to acquisitions and specified capital investments

- 19 That, in addition to the power contained in Resolution 18 set out in the notice of this meeting, the directors be and they are hereby empowered pursuant to sections 570 and 573 of the Companies Act 2006 (the 'Act') to allot equity securities (as defined in section 560 of the Act) for cash, pursuant to the authority conferred on them by Resolution 17 in the notice of this meeting or by way of sale of treasury shares as if section 561 of that Act did not apply to any such allotment, provided that this power is limited to the allotment of equity securities up to an aggregate nominal value of £120,000 and shall expire on the revocation or expiry (unless renewed) of the authority granted under Resolution 17 in the notice of this meeting, save that this power shall permit the company to make allotments of equity securities in respect of offers and agreements made before such expiry which would or might require equity securities to be allotted after such expiry.

Authority to purchase ordinary shares

- 20 That the directors be and they are hereby granted pursuant to section 701 of the Companies Act 2006 ('the Act') general and unconditional authority to make market purchases (as defined by section 693 of the Act) of any of its ordinary shares of 5p each upon and subject to the following conditions:
- (a) the maximum number of ordinary shares in the company hereby authorised to be acquired is 2,300,000 shares (being approximately 5% of the issued share capital of the company as at 24 March 2015);
 - (b) the minimum price (exclusive of expenses) which may be paid for an ordinary share is 5p;
 - (c) the maximum price which may be paid for an ordinary share is the higher of (i) an amount equal to 105% of the average of the middle market quotations for an ordinary share taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the share is purchased and (ii) the amount stipulated by Article 5(i) of the Buy-back and Stabilisation Regulation 2003 (in each case, exclusive of expenses); and
 - (d) the authority hereby conferred shall (unless previously renewed) expire on 30 June 2016 or, if earlier, on the conclusion of the company's next AGM (or adjournment thereof) after the passing of this resolution except that the company may at any time prior to the expiry of such authority enter into a contract for the purchase of ordinary shares which would or might be completed wholly or partly after the expiry of such authority and may complete a purchase of ordinary shares in pursuance of any such contract.

Authority for the convening of general meetings of the company on 14 clear days' notice

- 21 That any general meeting of the company, other than an annual general meeting, may be convened by the giving of not less than 14 clear days' notice.

By Order of the Board

Richard Loader
Company Secretary

8 April 2015
Registered Office: 1 Curzon Street, London W1J 5FB

Notes

- 1 The company specifies that only those shareholders registered in the register of members of the company as at 6.00pm on Tuesday 12 May 2015 (or, if the meeting is adjourned, 6.00pm on the day two days prior to the day fixed for the adjourned meeting) shall be entitled to attend or 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 or to vote at the meeting.
- 2 **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. Proxy forms should be completed and returned 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 12 noon on Tuesday 12 May 2015. 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 you from attending and voting at the AGM if you so wish.

The 'vote withheld' option is provided on the proxy card to enable you to abstain on any particular resolution. However, it should be noted that 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' a resolution.
- 3 CREST members who wish to appoint a proxy or proxies through CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual which can be viewed at www.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 & Ireland 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 12 noon on Tuesday 12 May 2015. 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 our Registrars are 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 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.

- 4 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 shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. 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 shareholder as to the exercise of voting rights.
- 5 The statement of rights of members in relation to the appointment of proxies in paragraphs 2 and 3 above does not apply to nominated persons. The rights described in these paragraphs can only be exercised by shareholders of the company.
- 6 As at 24 March 2015 (being the last practicable date prior to the printing of this notice) the company's issued share capital consisted of 47,890,269 ordinary shares, carrying one vote each. At the same date, 50,000 treasury shares were held by the company. Therefore, the total voting rights in the company as at 24 March 2015 were 47,840,269.
- 7 Copies of the following documents will be available for inspection during normal business hours on Monday to Friday (excluding public holidays) at the Registered Office of the Company from the date of this Notice of AGM until the close of the AGM and at the meeting location from at least 15 minutes before the meeting until it ends:
 - the executive Directors' service contracts;
 - the letters of appointment of the non-executive Directors; and
 - the rules of the Rathbone Brothers Plc 2015 Executive Incentive Plan.
- 8 Each member attending the meeting 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.
- 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 It is possible that, pursuant to members' requests made in accordance with section 527 of the Companies Act 2006, the company will be required to publish on a website a statement in accordance with section 528 of that Act setting out any matter that the members concerned propose to raise at the meeting relating to the audit of the company's latest audited financial statements or any circumstances connected with an auditor ceasing to hold office since the previous annual general meeting. The company cannot require the members concerned to pay its expenses in complying with those sections. The company must forward any such statement to its auditors by the time it makes the statement available on the website. The business which may be dealt with at the meeting includes any such statement.