

Rathbone Brothers Plc
Country-by-country reporting
31 December 2014

Rathbones
Look forward

Rathbone Brothers Plc Year Ended 31 December 2014

Introduction

Rathbone Brothers Plc, through its subsidiaries, is a leading provider of high-quality, personalised investment and wealth management services for private clients, charities and trustees. This includes discretionary investment management, unit trusts, tax planning, trust and company management, pension advice and banking services.

Basis of preparation

HM Treasury has transposed the requirements set out under CRD IV and issued the Capital Requirements Country-by-Country Reporting Regulations 2013, effective 1 January 2014. The legislation requires Rathbone Brothers Plc (together with its subsidiaries, "the group") to publish certain additional information, on a consolidated basis, for the year ended 31 December 2014.

The disclosures are presented on a consistent basis with the consolidated financial statements of Rathbone Brothers Plc for the year ended 31 December 2014.

The basis of preparation of the disclosure is as follows:

| | |
|---------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Country | In most cases, we have determined the country by reference to the country of tax residence. Where an entity is not subject to tax (e.g. a partnership) we have considered the location of management or the jurisdiction in which the revenues are generated. In these cases it is possible that tax is paid in a different country to the one in which profits are reported. |
| Nature of activities | We have classified our activities as Discretionary Investment Management, Unit Trusts, Trust and Company Management, Pension Advice, Banking Services and Insurance. For a description of these activities please refer to the group's annual financial statements which are available on the Rathbone Brothers Plc group website. |
| Turnover | Turnover is defined as operating profit before impairment losses on loans and advances. As the consolidated results are split by country, there is an element of double counting when inter-jurisdictional transactions (for example, the payment of dividends) occur. The entries to eliminate this double counting are included at the bottom of the table to enable the disclosed figures to agree to the published consolidated accounts of the group. |
| Profit / (loss) before taxation | These are accounting profits. As with turnover some double counting may arise and again this has been eliminated at the bottom of the table. The majority of the total relates to the elimination of inter-jurisdictional dividends which are reflected as profits in the United Kingdom. |
| Tax paid | This column reflects corporation tax actually paid in the year. Note that it is rare that tax paid in any given year relates directly to the profits earned in the same period. |
| Public subsidies received | The group received no public subsidies in the year. |
| Number of employees | The number of employees reported is the average number of full time employees who were permanently employed by the group, or one of its subsidiaries, during the year. Contractors are excluded. |

A list of the principal subsidiaries of the group, including their main activity and country of incorporation, is shown in a note to the 2014 consolidated annual financial statements which are available on the Rathbone Brothers Plc website. For a full list of subsidiaries please refer to the group's Annual Return which is available from Companies House.

Statement of Directors' responsibilities in relation to the Country-by-Country Reporting (CBCR) Information

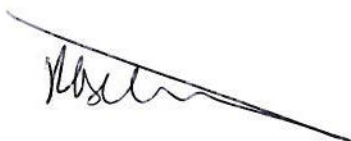
The CBCR Information comprises the information disclosed on page 4.

The Directors of the Company are responsible for preparing the CBCR Information for the year ended 31 December 2014 in accordance with the Capital Requirements (Country-by-Country Reporting) Regulations 2013. In preparing the CBCR Information, the Directors are responsible for:

- interpreting the requirements of the Capital Requirements (Country-by-Country Reporting) Regulations 2013;
- determining the acceptability of the basis of preparation set out on page 1 in the CBCR information;
- making judgements and estimates that are reasonable and prudent; and
- establishing such internal control as the Directors determine is necessary to enable the preparation of CBCR Information that is free from material misstatement, whether due to fraud or error.

The CBCR information does not constitute the company's statutory accounts for the financial years ended 31 December 2014. Statutory accounts for 2014 have been delivered to the registrar of companies. The auditor has reported on those accounts; their reports were (i) unqualified, (ii) did not include a reference to any matters to which the auditor drew attention by way of emphasis without qualifying their report, and (iii) did not contain a statement under s498(2) or (3) of the Companies Act 2006.

The CBCR information was approved by the Board and signed on its behalf on 21 December 2015 by:



Paul Stockton
Finance Director

Independent Auditor's Report to Rathbone Brothers Plc ('the Company')

We have audited the accompanying Country by Country Reporting information ("CBCR Information") as at and for the year ended 31 December 2014, which has been prepared based on the requirements of the Capital Requirements (Country-by-Country Reporting) Regulations 2013 as interpreted by the Directors of the Company as set out in the basis of preparation on page 1.

This report is made solely to the Company, in accordance with the agreed terms of our engagement. Our audit work has been undertaken so that we might state to the Company those matters we have agreed to state to it in this report, and to facilitate the Company's compliance with the requirement for audit of the Company's CBCR Information set out in Regulation 2(7) of the Capital Requirements (Country-by-Country Reporting) Regulations 2013, and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company for our audit work, for this report, or for the opinions we have formed.

Directors' responsibilities for the CBCR Information

As explained more fully in the Statement of Directors' Responsibilities set out on page 2, the Directors of the Company are responsible for the preparation of the CBCR Information in accordance with, and for interpreting the requirements of, the Capital Requirements (Country-by-Country Reporting) Regulations 2013, for determining the acceptability of the basis of preparation as set out in page 1, and for such internal control as the Directors determine is necessary to enable the preparation of CBCR Information that is free from material misstatement, whether due to fraud or error.

Auditor's responsibilities

Our responsibility is to express an opinion on the CBCR Information based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the CBCR Information is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the information being audited. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the preparation of the information being audited in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates, if any, made by the Directors, as well as evaluating the overall presentation of the information being audited.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the CBCR Information as at and for the year ended 31 December 2014 has been properly prepared, in all material respects, in accordance with the requirements of the Capital Requirements (Country-by-Country Reporting) Regulations 2013 as interpreted by the Directors as set out in the basis of preparation on page 1.

Basis of preparation

Without modifying our opinion, we draw attention to page 1 to the CBCR Information, which describes the basis of preparation. The CBCR Information has been prepared for the purposes of the Capital Requirements (Country-by-Country Reporting) Regulations 2013 and may not be suitable for another purpose.



Nicholas Edmonds
for and on behalf of KPMG LLP
Chartered Accountants

15 Canada Square
London E14 5GL
21 December 2015

Rathbone Brothers Plc
Year Ended 31 December 2014

Country-by-Country Reporting Schedule

| Country | Nature of activities | Turnover £'000 | Profit/ (loss) before taxation £'000 | Tax Paid £'000 | Public subsidies received £'000 | Number of employees |
|-------------------------------|---------------------------------------------------------------------------------------------------------------------|-------------------|--------------------------------------------------|-------------------|------------------------------------------|------------------------|
| United Kingdom ^{1,2} | Discretionary Investment Management, Unit Trusts, Trust and Company Management, Pension Advice and Banking Services | 206,531 | 43,959 | 10,153 | - | 868 |
| Jersey | Discretionary Investment Management | 6,604 | 797 | 62 | - | 12 |
| Guernsey ³ | Insurance | 262 | (1,171) | - | - | - |
| Sub total | | 213,397 | 43,585 | 10,215 | - | 880 |
| | Intergroup eliminations and other entries arising on consolidation | (4,096) | 2,073 | - | - | - |
| Total | | 209,301 | 45,658 | 10,215 | - | 880 |

Notes:

- 1 Turnover and profit before taxation include inter-jurisdiction dividends received.
- 2 Tax paid in United Kingdom includes £325,000 of Swiss withholding tax paid upon disposal of group's holding in Euroclear plc shares
- 3 Guernsey activities related to cell shares held in Harlequin Insurance PCC Limited. These shares were fully redeemed on 4 December 2014, and as a result of this, the group's activities in Guernsey became discontinued.