

Thursday 24 June, 2021

Rathbone Brothers Plc

Rathbone Brothers Plc: Result of Equity Issue

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FOR IMMEDIATE RELEASE

THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION

24 June 2021

Rathbone Brothers Plc

Result of Placing

Further to the announcement yesterday in relation to the proposed placing of ordinary shares, Rathbone Brothers Plc ("**Rathbones**" or the "**Company**") is pleased to announce that it has successfully placed 2,840,910 ordinary shares (the "**Placing Shares**") with institutional investors ("**Placees**") at a price of 1,760p per share (the "**Placing Price**") via an accelerated bookbuild (the "**Placing**"). RBC Europe Limited ("**RBC**") and Peel Hunt LLP ("**Peel Hunt**") acted as joint bookrunners in connection with the Placing.

The Placing has raised gross proceeds of £50 million (net proceeds approximately £49 million). The Placing Shares being issued represent, in aggregate, approximately 5 per cent of Rathbones issued ordinary share capital prior to the Placing. The Placing Price represents a discount of 7.9% to the closing price on 23 June 2021. The Placing Shares will, when issued, be credited as fully paid and rank pari passu with the existing ordinary shares in the capital of the Company including the right to receive all future dividends and distributions declared, made or paid after the date of issue of the Placing Shares.

Lindsell Train Ltd ("**Lindsell Train**") is a substantial shareholder of the Company for the purposes of, and is therefore considered to be a related party under, chapter 11 of the Listing Rules. Lindsell Train has committed to subscribe for 124,000 Placing Shares in the Placing. Under Listing Rule 11.1.10R, the participation in the Placing by Lindsell Train constitutes a smaller related party transaction and as such does not require the approval of independent ordinary shareholders of the Company.

Application has been made for the admission of the Placing Shares to the premium listing segment of the Official List of the Financial Conduct Authority and to the London Stock Exchange for admission to trading of the ordinary shares on its main market for listed securities (together, "**Admission**"). It is expected that Admission will become effective at 8.00 a.m. on 28 June 2021 and that dealings in the Placing Shares will commence at that time.

Following Admission, the total number of shares of the Company in issue will be 61,408,888 and the total number of voting shares in the Company will be 61,408,888.

This above figure 61,408,888 may be used by shareholders as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change to their interest in, the Company under the FCA's Disclosure Guidance and Transparency Rules.

Capitalised terms used but not defined in this announcement have the same meanings as set out in the placing announcement of the Company released at 16:50 PM on 23 June 2021.

The information contained in this announcement is inside information as stipulated under the Market Abuse Regulation (EU) No. 596/2014 as it forms part of domestic law in the United Kingdom by virtue of the European Union (Withdrawal) Act 2018. Upon publication of this announcement, this inside information is now considered to be in the public domain. The person responsible for arranging this announcement on behalf of Rathbones is Ali Johnson, Company Secretary.

Enquiries:

Rathbone Brothers Plc

Paul Stockton, Chief Executive
Jennifer Mathias, Group Finance Director
Shelly Patel, Head of Investor Relations

+44 (0) 20 7399
0000

RBC Capital Markets (Financial Adviser and Joint Corporate Broker to Rathbones)

Oliver Asplin Hearsey
Duncan Smith
Marcus Jackson
Elliot Thomas

+44 (0) 20 7653
4000

Peel Hunt (Joint Corporate Broker to Rathbones)

Andrew Buchanan
Rishi Shah
John Welch
Jock Maxwell Macdonald

+44 (0) 20 7418
8900

Camarco (Communications Adviser to Rathbones)

Ed Gascoigne-Pees
Julia Tilley

+44 (0) 20 3757
4984

This Announcement should be read in its entirety. In particular, you should read and understand the information provided in the "Important Notices" section of this Announcement.

IMPORTANT NOTICES

The distribution of this Announcement and the offering, placing and/or issue of the Placing Shares in certain jurisdictions may be restricted by law. No action has been taken by the Company, the Banks or any of their respective affiliates that would permit an offer of the Placing Shares or possession or distribution of this Announcement or any other offering or publicity material relating to such Placing Shares in any jurisdiction where action for that purpose is required. Persons into whose possession this announcement comes are required by the Company and the Banks to inform themselves about and to observe any such restrictions.

This Announcement is for information purposes only and shall not constitute an offer to sell or issue or the solicitation of an offer to buy, subscribe for or otherwise acquire securities in any jurisdiction in which any such offer or solicitation would be unlawful. Any failure to comply with this restriction may constitute a violation of the securities laws of such jurisdictions.

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The Placing Shares have not been and will not be registered under the US Securities Act of 1933, as amended (the "**Securities Act**"), or under the securities laws or with any securities regulatory authority of any state or other jurisdiction of the United States, and accordingly the Placing Shares may not be offered, sold, pledged or transferred, directly or indirectly, in, into or within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and the securities laws of any relevant state or jurisdiction of the United States. There is no intention to register any portion of the offering in the United States or to conduct a public offering of securities in the United States.

The Placing Shares have not been approved or disapproved by the US Securities and Exchange Commission, any state securities commission or other regulatory authority in the United States, nor have any of the foregoing authorities passed upon or endorsed the merits of the Placing or the accuracy or adequacy of this Announcement. Any representation to the contrary is a criminal offence in the United States.

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RBC Europe Limited which is authorised by the Prudential Regulation Authority and regulated in the United Kingdom by the Financial Conduct Authority (the "**FCA**") and the Prudential Regulation Authority, is acting for the Company in connection with the Placing and no-one else and will not be responsible to anyone other than the Company for providing the protections afforded to clients of RBC Europe Limited nor for providing advice in relation to the Placing or any other matter referred to in this Announcement.

Peel Hunt LLP, which is authorised and regulated in the United Kingdom by the FCA, is acting for the Company in connection with the Placing and no-one else and will not be responsible to anyone other than the Company for providing the protections afforded to clients of Peel Hunt LLP nor for providing advice in relation to the Placing or any other matter referred to in this Announcement.

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