2020 Annual General Meeting

Rathbones
Look forward

The Rathbone Brothers Plc 2020 Annual General Meeting (AGM) is currently scheduled to be held at 8 Finsbury Circus, London EC2M 7AZ on Thursday 7 May 2020 at 2.00pm.

Rathbone Brothers Plc. Registered office: 8 Finsbury Circus, London EC2M 7AZ.
Registered in England No. 01000403.

Rathbone Brothers Plc – Proxy form

Voting ID | Task ID | Shareholder Reference

You can also appoint a proxy online at www.sharevote.co.uk using the above voting references or via the CREST electronic proxy appointment service.

I/We appoint the Chairman of the AGM or

†

(Please read note 1 carefully before selecting your proxy)

as my/our proxy to exercise all or any of my/our rights to attend, speak and vote in respect of my/our voting entitlement† on my/our behalf as directed below at the AGM of Rathbone Brothers Plc to be held on Thursday 7 May 2020 at 2.00pm and at any adjournment thereof. I/We also authorise my/our proxy to vote (or withhold the vote) as he or she thinks fit in relation to any other matter which is properly put before the AGM.

☐ Please tick here if this proxy appointment is one of multiple appointments being made.†

† For votes of less than your full voting entitlement or for the appointment of more than one proxy, please refer to note 1.

Resolutions (Special resolution denoted by*)	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 2019	☐	☐	☐
2 To approve the directors' remuneration report for the year ended 31 December 2019	☐	☐	☐
3 To declare a final dividend of 45p per share for the year ended 31 December 2019	☐	☐	☐
4 To re-elect Mark Nicholls as a director	☐	☐	☐
5 To re-elect Paul Stockton as a director	☐	☐	☐
6 To re-elect Jennifer Mathias as a director	☐	☐	☐
7 To re-elect Colin Clark as a director	☐	☐	☐
8 To re-elect James Dean as a director	☐	☐	☐
9 To re-elect Terri Duhon as a director	☐	☐	☐
10 To re-elect Sarah Gentleman as a director	☐	☐	☐
11 To re-elect James Pettigrew as a director	☐	☐	☐
12 To re-appoint Deloitte LLP as auditors of the company	☐	☐	☐
13 To authorise the audit committee of the board of directors to agree the remuneration of the auditors	☐	☐	☐
14 To approve an authority to make political donations and to incur political expenditure	☐	☐	☐
15 To approve a general authority to allot ordinary shares	☐	☐	☐
16* To authorise the disapplication of pre-emption rights	☐	☐	☐
17* To further authorise the disapplication of pre-emption rights regarding shares issued in connection with an acquisition or capital investment	☐	☐	☐
18* To authorise market purchases of ordinary shares	☐	☐	☐
19* To authorise the convening of a general meeting (other than the AGM) on not less than 14 days' notice	☐	☐	☐

You may return this proxy form to Equiniti in an envelope using the address on the reverse of this proxy form. Please quote Freepost RTHJ-CLLL-KBKU, Equiniti, Aspect House, Spencer Road, Lancing, BN99 8LU. No stamp will be required.

Signature

Date

Notes

1 AGM attendance and your proxy

The company specifies that only those shareholders registered in the register of members of the company at 6:30pm on Tuesday 5 May 2020 (or, if the meeting is adjourned, at 6:30pm on the day two business days prior to the day fixed for the adjourned meeting) shall be entitled to attend and 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 and to vote at the meeting. Reference in this paragraph to the right to attend the meeting shall as regards attendance in person be read subject to the following paragraphs of this note.

In light of the measures taken by the Government to reduce the public health risks posed by the spread of the Coronavirus (**Stay at Home Measures**), shareholders will not be permitted to attend the AGM in person if such measures continue to apply on the date of the meeting. Every eligible shareholder does, however, have the right to appoint one or more proxies to exercise all or any of his or her rights on his or her behalf at the meeting, provided that if more than one proxy is appointed, each proxy is appointed to exercise rights attaching to different shares.

The appointment of a proxy in relation to this year's AGM will be subject to the following special arrangements:

(i) if the Stay at Home Measures are in force at the date of the AGM and you wish to participate in the meeting, you should appoint the Chairman of the meeting as your proxy in order to do so. No other person(s) appointed as your proxy will be permitted to attend the meeting in person. If you appoint some other person or persons as your proxy, you shall, for so long as the Stay at Home Measures apply, be deemed to have appointed the Chairman of the meeting and not the other named person(s) as your proxy; and

(ii) if the Stay at Home Measures cease to apply before the date of the AGM and there are no other measures in place restricting attendance in person and you wish to participate in the meeting, you can appoint the Chairman of the meeting or some other person(s) as your proxy provided that each proxy is appointed to exercise the rights attached to a different share or shares held by you. A proxy need not be a member of the company. If you wish to appoint a person other than the Chairman of the meeting, please insert the name of your chosen proxy holder in the space provided.

Accordingly, you should note that if you wish to appoint a person other than the Chairman of the meeting as your proxy in relation to the meeting, you can do so. However, if the Stay at Home Measures or other restrictions on attendance in person apply at the date of the meeting, your appointment will be construed as an appointment of the Chairman of the meeting as set out in sub-paragraph (i) above.

If your proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or, if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).

To appoint more than one proxy, additional proxy forms may be obtained by contacting the company's registrars, Equiniti, on 0371 384 2417 or from overseas on +44 121 415 7047 or you may photocopy this form. Lines are open from 8.30am to 5.30pm, Monday to Friday. Please indicate in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given.

2 The resolutions

You can show how you want your proxy to vote on each of the resolutions. Full details of the resolutions together with explanatory notes are set out in the accompanying Notice of Annual General Meeting. The 'Vote withheld' option on the proxy form is provided to enable you to withhold your vote on any particular resolution. However, it should be noted that a withheld vote is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against'.

3 Your signature

You must sign and date the proxy form. If it is signed by someone else on your behalf, the power of attorney or other authority under which it is signed (or a copy of the authority certified notarially) must be returned together with the proxy form.

In the case of a corporation, the proxy must be executed under its common seal or signed by a duly authorised officer. In the case of joint shareholders, the signature of any one holder will be sufficient but the names of the joint shareholders must be stated. The vote of the senior joint holder who tenders a vote shall be accepted to the exclusion of the votes of the other joint holders. Seniority shall be determined by the order in which the names of the holders stand in the register of members in respect of the joint holding.

4 Return of proxy form

Please detach and return the proxy form to the company's registrars, Equiniti, at the address below. If you do not want to return the proxy form without it being in an envelope, please return it in an envelope to:

Freepost RTHJ-CLLL-KBKU
Equiniti
Aspect House
Spencer Road
LANCING
BN99 8LU

No stamp is required.

To be valid the proxy form must be received by Equiniti not later than 2.00pm on Tuesday 5 May 2020.

5 Appointing your proxy online

As an alternative to completing and returning a paper proxy form, you can appoint a proxy and give your voting instructions online. To use this facility please visit www.sharevote.co.uk where details of the voting procedure are shown. The Voting ID, Task ID and Shareholder Reference number shown on the proxy form will be required to complete the procedure. To be valid, your online proxy appointment must be not later than 2.00pm on Tuesday 5 May 2020. Your appointment will not be accepted if found to contain a computer virus.

6 Appointing your proxy via crest

Proxy appointments and voting instructions can also be made through the CREST electronic proxy appointment service. Please see the Notice of Annual General Meeting for full details. You can view the Notice of Annual General Meeting at www.rathbones.com

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