

2021 Annual General Meeting

The Rathbone Brothers Plc 2021 Annual General Meeting (AGM) is currently scheduled to be held at 8 Finsbury Circus, London EC2M 7AZ on Thursday 6 May 2021 at 2.00pm.

Rathbones
Look forward

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 entitlement¹ on my/our behalf as directed below at the AGM of Rathbone Brothers Plc to be held on Thursday 6 May 2021 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.¹

† 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*)	Vote		
		For	Against	withheld
1	To adopt the reports of the directors and the auditors and the audited financial statements for the year ended 31 December 2020	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	To approve the directors' remuneration report for the year ended 31 December 2020	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	To approve the directors' remuneration policy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	To approve the Rathbone Brothers Plc Executive Share Performance Plan ('ESPP')	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	To declare a final dividend of 47p per share for the year ended 31 December 2020	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	To elect Clive Bannister as a director, subject to regulatory approval	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7	To re-elect Paul Stockton as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8	To re-elect Jennifer Mathias as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9	To re-elect Colin Clark as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10	To re-elect James Dean as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11	To re-elect Terri Duhon as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12	To re-elect Sarah Gentleman as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13	To re-appoint Deloitte LLP as auditors of the company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14	To authorise the audit committee of the board of directors to agree the remuneration of the auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15	To approve an authority to make political donations and to incur political expenditure	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16	To approve a general authority to allot ordinary shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17*	To authorise the disapplication of pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18*	To further authorise the disapplication of pre-emption rights regarding shares issued in connection with an acquisition or capital investment	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
19*	To authorise market purchases of ordinary shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
20*	To authorise the convening of a general meeting (other than the AGM) on not less than 14 days' notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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 4 May 2021 (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 ongoing need to reduce the public health risks posed by the transmission of the coronavirus (COVID-19), the continuing Government restrictions and guidance on social contact, and the advice that only absolutely necessary participants should physically attend meetings, members will not be permitted to attend the AGM in person. This will continue to be the case so long as restrictions and guidance precluding attendance in person are in force. Every eligible member does, however, have the right to appoint another person (or two or more persons in respect of different shares held by him or her) as his or her proxy to exercise all or any of his or her rights in relation to the AGM.

The appointment of a proxy in relation to the AGM will, however, be subject to the special arrangements in these Notes or any alternative arrangements that the board considers necessary to ensure the validity of the meeting.

Members who wish to vote at the AGM should appoint the Chair of the AGM as their proxy in order to do so. Appointing the Chair of the AGM as proxy will ensure that the member's vote is counted. While restrictions are in force precluding physical attendance, no other person(s) appointed as proxy will be permitted to attend the AGM in person unless the board decides otherwise, and the member's vote will not count. If a member appoints the Chair of the AGM as his or her proxy, the Chair will vote in accordance with the appointing member's instructions. If the Chair of the AGM is given discretion as to how to vote, he or she will vote in favour of each of the resolutions as set out in the notice of meeting. Members can appoint a proxy by completing and returning a hard copy proxy form. A hard copy proxy form has been provided with this notice of meeting. Such 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 2.00pm on Tuesday 4 May 2021. 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. Appointing a proxy will not prevent a member from attending in person and voting at the AGM provided that attendance in person is permitted under applicable public health restrictions and guidance at the date of the AGM.

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' a resolution.

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 notationally) 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 4 May 2021.

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 not later than 2.00pm on Tuesday 4 May 2021. 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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