

Notice of Annual General Meeting 2021

Rathbone Brothers Plc

Thursday 6 May 2021 at 2:00pm

8 Finsbury Circus, London EC2M 7AZ

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 ordinary 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.

Registered in England and Wales with registered number 01000403

Registered office: 8 Finsbury Circus, London, EC2M 7AZ

6 April 2021

To the company's ordinary shareholders

Dear Shareholder,

2020 report and accounts and 2021 annual general meeting

I am writing to inform you that the 2020 report and accounts ('report and accounts') and notice of the 2021 Annual General Meeting ('AGM') of Rathbone Brothers Plc ('the company') 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 report and accounts have now been published and can be accessed via the investor relations section of our website (www.rathbones.com).

The AGM is currently scheduled to be held at our London head office at 8 Finsbury Circus, London EC2M 7AZ, on Thursday 6 May 2021 at 2:00pm. The formal notice of the AGM is set out on pages 4 to 6 of this document and contains the particulars of the resolutions on which you are invited to vote. Further information on each of the proposed resolutions can be found in the explanatory notes on pages 7 to 14, and a number of specific matters to which to draw your attention have also been highlighted below.

AGM format in light of the coronavirus pandemic

The board has been closely monitoring the coronavirus (COVID-19) pandemic and our priority continues to be the health, safety and wellbeing of all our employees, shareholders, clients and the wider community in which we operate. The board's preference had been to welcome shareholders in person to this year's AGM, particularly given the constraints we faced last year. In February, the Government published its "COVID-19 Response - Spring 2021" which sets out the roadmap to ease restrictions across England. While this provides a route back to a more normal way of life, it is clear that many restrictions currently in force (including those relating to non-essential travel and indoor mixing) are intended to remain in place on the day of our AGM. Accordingly, the board's current intention is to hold the AGM at the company's head office with a limited number of company representatives attending in person to ensure that a valid meeting is held. Other shareholders will not be permitted to attend the AGM in person while restrictions precluding physical attendance remain in force. Shareholders and guests who travel to the meeting will not be admitted. **It is, therefore, important that you do not attend the AGM in person while such restrictions remain in place.**

Engagement and voting at the AGM

The board recognises the importance of the AGM to shareholders and is keen to ensure that you are able to engage with the business of the meeting. Although shareholders will not be able to attend the AGM in person while restrictions remain in force, you can still be formally represented at the meeting by appointing the Chair of the AGM as your proxy and giving your instructions on how you wish the Chair to vote on the proposed resolutions. We strongly encourage you to do this. To ensure that your vote counts, you should only appoint the Chair of the AGM to act as your proxy. No other person appointed as your proxy will be able to attend the meeting while restrictions are in place and your vote will not be counted.

Details of how to appoint a proxy are set out in the notes to the notice of AGM on page 15. To be valid, your proxy appointment form or instruction must be received at the address specified in the notes by no later than **2:00pm on Tuesday 4 May 2021**. If you appoint the Chair of the AGM as your proxy, the Chair will vote in accordance with your instructions. If the Chair is given discretion as to how to vote, he or she will vote in favour of each of the resolutions set out in the notice. All proposed resolutions will be put to a vote on a poll.

We would strongly encourage shareholders to submit any questions on the business of the AGM in advance by sending them to CompanySecretariat@rathbones.com. The company will respond before the proxy appointment deadline to those questions received by the close of business on Wednesday 28 April 2021. Shareholders are also encouraged to check the company's website where answers to questions submitted in advanced of the meeting will be posted.

Shareholders will also be able to listen in to (but not to speak at) the proceedings on the day via a live webcast. Shareholders will be able to access the webcast on the day of the AGM by following the weblink: <https://www.investis-live.com/rathbone-brothers/605332bd49aa2a0e00777e5c/vnec> at the time of the meeting. Following the proceedings in this way will not, however, constitute attendance at the AGM. To be formally represented at the meeting, you will need to appoint the Chair as your proxy as noted above. A recording of the webcast will also be available on the company's website following the meeting.

Possible modifications to AGM arrangements

The board recognises that the COVID-19 pandemic, and the Government's response to it, continues to evolve. The board will continue to monitor developments and the latest Government restrictions and guidance and will assess whether any modifications to the arrangements for the meeting are necessary or desirable, including if it becomes possible to welcome shareholders to the AGM in person. We, therefore, ask shareholders to monitor the company's website and regulatory news for any further updates.

AGM business

This year's AGM business includes three remuneration-related resolutions. As in previous years, shareholders are invited to approve the directors' remuneration report (resolution 2). The directors' remuneration report is set out on pages 103 to 126 of the annual report and accounts. This includes the implementation of the current directors' remuneration policy in terms of the payments and share awards made to directors during the year.

This year, as required by company law, shareholders are also invited to approve a new directors' remuneration policy (resolution 3). The current policy was last approved by shareholders at the AGM in 2018. The proposed new policy is set out in full on pages 108 to 113 of the report and accounts and sets out how the company proposes to pay its directors and includes details of the company's approach to recruitment remuneration and loss of office payments, as well as details of changes from the current directors' remuneration policy. Further details regarding the rationale for the proposed changes to the directors' remuneration policy are contained in the Remuneration Committee chair's annual statement on pages 103 to 105 of the annual report and accounts. If this binding resolution is approved, the directors' remuneration policy will become effective immediately following the AGM and will apply for up to three years.

Subject to approval of resolution 3, resolution 4 asks shareholders to approve the Rathbone Brothers Plc Executive Share Performance Plan ('ESPP'). The ESPP is required to ensure that the company can effectively implement the short and long term incentive arrangements set out in the directors' remuneration policy. A summary of the principal terms of the ESPP is set out in Appendix 2 to the notice of meeting.

Recommendation

The board considers that all of the resolutions set out in the notice of 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,

Jim Pettigrew

Interim Chair

Rathbone Brothers Plc

Notice of Annual General Meeting

Notice is hereby given that the fiftieth Annual General Meeting ('AGM') of Rathbone Brothers Plc ('the company') will be held at 8 Finsbury Circus, London EC2M 7AZ on Thursday 6 May 2021 at 2:00pm to consider and, if thought fit, pass the following resolutions.

Resolutions 1 to 16 are proposed as ordinary resolutions whilst resolutions 17 to 20 are proposed as special resolutions.

Ordinary resolutions

2020 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 2020.

Remuneration

2. To approve the directors' remuneration report (other than the part containing the directors' remuneration policy) for the year ended 31 December 2020.
3. To approve the directors' remuneration policy (as contained in the directors' remuneration report for the year ended 31 December 2020).
4. Subject to the passing of resolution 3 in the notice of this meeting, the Rathbone Brothers Plc Executive Share Performance Plan ('ESPP'), the principal terms of which are summarised in Appendix 2 to this notice of meeting, and the draft rules of which are produced to the meeting and initialled by the Chair of the meeting for the purpose of identification, is approved and the directors are authorised to: (a) do all acts and things which they may consider necessary or expedient to implement and operate the ESPP; and (b) adopt further plans based on the ESPP, but modified to apply in any overseas jurisdictions to take account of local tax, exchange control or securities laws, provided that any ordinary shares made available under any such further plans are treated as counting against the limits on individual or overall participation in the ESPP.

Final dividend

5. To declare a final dividend of 47p per share for the year ended 31 December 2020.

Election and re-election of directors

6. To elect Clive Bannister as a director, subject to regulatory approval.
7. To re-elect Paul Stockton as a director.
8. To re-elect Jennifer Mathias as a director.
9. To re-elect Colin Clark as a director.
10. To re-elect James Dean as a director.
11. To re-elect Terri Duhon as a director.
12. To re-elect Sarah Gentleman as a director.

Auditors

13. To re-appoint Deloitte LLP as auditors of the company.
14. To authorise the audit committee of the board of directors to agree the remuneration of the auditors.

Political donations

15. 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 is 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 at the close of business on 30 June 2022 or, if earlier, at the conclusion of the company's next annual general meeting (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

16. That the directors are generally and unconditionally authorised pursuant to 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 convert any security into such shares ('allotment rights') up to a maximum aggregate nominal amount of £973,000, such authority to expire at the close of business on 30 June 2022 or, if earlier, at the conclusion of the company's next annual general meeting (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 allotment rights in respect of offers or agreements made before such expiry, which would or might require shares to be allotted or allotment rights to be granted after such expiry and the directors may allot shares or grant allotment rights under any such offer or agreement as if the authority had not expired. All authorities vested in the directors on the date of this notice to allot shares and grant allotment 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

17. That, subject to the passing of resolution 16 in the notice of this meeting, the directors are 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 16 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 (i) above) up to a maximum aggregate nominal amount of £146,000.

The power given by this resolution shall expire on the revocation or expiry (unless renewed) of the authority granted under resolution 16 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 and the directors may allot equity securities under any such offer or agreement as if the power had not expired. All previous powers under sections 570 and 573 of the Act are revoked without prejudice to any allotment of securities pursuant thereto.

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

18. That, subject to the passing of resolution 16 in the notice of this meeting and in addition to the power contained in resolution 17 set out in the notice of this meeting, the directors are 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 16 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:
- (i) limited to the allotment of equity securities up to a maximum aggregate nominal amount of £146,000; and
 - (ii) used only for the purposes of financing (or refinancing, if the power is to be exercised within six months after the date of the original transaction) a transaction which the directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of the notice of this meeting.

The power given by this resolution shall expire on the revocation or expiry (unless renewed) of the authority granted under resolution 16 in the notice of this meeting. Notwithstanding such expiry, the power shall 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 and the directors may allot equity securities under any such offer or agreement as if the power had not expired.

Authority to purchase own shares

19. That the company is generally and unconditionally authorised pursuant to section 701 of the Companies Act 2006 ('the Act') to make market purchases (as defined by section 693 of the Act) of any of its ordinary shares upon and subject to the following conditions:
- (a) the maximum number of ordinary shares in the company hereby authorised to be acquired is 5,840,000 shares;
 - (b) the minimum price (exclusive of expenses) which may be paid for an ordinary share is its nominal value;
 - (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 higher of the price of the last independent trade and the highest current bid on the London Stock Exchange at the time the purchase is carried out (in each case, exclusive of expenses); and
 - (d) the authority hereby conferred shall (unless previously renewed) expire at the close of business on 30 June 2022 or, if earlier, at the conclusion of the company's next annual general meeting (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 the company may complete a purchase of ordinary shares in pursuance of any such contract as if the authority had not expired.

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

20. 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

Ali Johnson

Company Secretary

6 April 2021

Registered Office: 8 Finsbury Circus, London, EC2M 7AZ

Appendix 1 – Explanatory notes to the AGM resolutions

Resolution 1 – Adoption of the report and accounts

The Companies Act 2006 (‘the Act’) requires the directors of a public company to present its annual report and accounts before the company in general meeting, giving shareholders the opportunity to ask questions on the contents. The company proposes an ordinary resolution for shareholders to adopt its annual report and accounts for the year ended 31 December 2020.

Resolution 2 – Approval of the directors’ remuneration report

The company proposes, as an ordinary resolution, for shareholders to approve the directors’ remuneration report for the financial year ended 31 December 2020. The directors’ remuneration report can be found on pages 103 to 126 of the report and accounts. For the purposes of this resolution, the directors’ remuneration report does not include the directors’ remuneration policy set out on pages 108 to 113, the approval of which is the subject of a separate resolution (resolution 3) this year.

The vote on resolution 2 is advisory in nature. The directors’ entitlement to remuneration is not conditional on it being passed.

Resolution 3 – Approval of the directors’ remuneration policy

The Act requires the directors’ remuneration policy to be put to shareholders for a binding vote at least every three years unless there is a change in the approved policy within the three year period.

Resolution 3 seeks shareholder approval of the company’s new remuneration policy, which sets out how the company proposes to pay its directors. The policy has been updated in light of best practice and includes all elements of remuneration to which a director will be entitled. It also sets out how remuneration aligns with the company’s long-term strategy and its shareholders.

The proposed new policy can be found on pages 108 to 113 of the report and accounts. If approved, it will take effect at the conclusion of the AGM and replace the existing remuneration policy which was approved by shareholders at the AGM held in 2018. Resolution 3 is a binding shareholder vote and, if passed, will mean that the company can only make payments to directors in accordance with the approved policy, unless an amendment to that policy authorising the company to make such payments has been approved by a separate shareholder resolution. If resolution 3 is not passed, the company will, if and to the extent permitted by the Act, continue to make payments to its directors in accordance with the policy approved at the 2018 AGM.

Resolution 4 – Approval of the rules of the Rathbone Brothers Plc Executive Share Performance Plan

Shareholders are requested to approve the Rathbone Brothers Plc Executive Share Performance Plan (‘ESPP’). An explanation of the rationale for the implementation of the ESPP is set out in the Remuneration Committee chair’s annual statement on pages 103 to 105 of the annual report and accounts and in the proposed directors’ remuneration policy which is the subject of resolution 3. The resolution to approve the ESPP is conditional on the resolution to approve the directors’ remuneration policy being passed. A summary of the principal terms of the ESPP is set out in Appendix 2 to this notice of meeting. The full text of the rules of the ESPP is available for inspection (see Note 9 on page 16 below).

Resolution 5 – Approval of the final dividend

The directors recommend a final dividend of 47p per ordinary share for the year ended 31 December 2020. Resolution 5 seeks shareholder approval for this final dividend. If approved, the final dividend will be paid on 11 May 2021 to shareholders on the register as at the close of business on 23 April 2021.

Resolutions 6 to 12 – Election and re-election of directors

Resolutions 6 to 12 relate to the election and re-election of the company’s directors.

As announced on 12 January 2021, Clive Bannister was appointed as a Chair Designate and Non-executive director of the company, subject to regulatory approval. Shareholders are invited to elect Mr Bannister to the board at the AGM, such appointment take effect on receipt of the necessary approvals from the relevant regulatory bodies.

In accordance with the provisions of the UK Corporate Governance Code and as permitted by the company’s articles of association, each of the other directors as at the date of the notice of the meeting will retire from office at the AGM and each intends to seek re-election by shareholders, with the exception of Jim Pettigrew who, as announced on 4 March 2021, intends to step down from the board at the conclusion of the AGM.

Prior to the board making its recommendations on director election and re-election, the nominations committee carried out an assessment of each non-executive director, including their continued independence. Also, the results of the annual board evaluation indicated that the board and each of its committees continued to function effectively and that the directors worked very well together and they each contribute effectively to the board and their designated committees. It was recognised that the key strengths of the board include its broad range of expertise and diversity of skill sets, its strong understanding of the firm’s business and the competitor landscape, and its scrutiny of business strategy and performance. Further, the board retains an effective balance of skills and experience and diversity to enable it to perform effectively.

The board is satisfied that each of the directors proposed for election and re-election has the appropriate balance of skills, experience, independence and knowledge of the company to contribute, and to discharge the duties and responsibilities of a director effectively.

Resolution 6: Election of Clive Bannister (subject to regulatory approval)

Position: Appointed as Chair Designate and Non-executive director on 12 January 2021, subject to regulatory approval. It is also intended that Clive will serve as Chair of the nomination committee and as a member of the remuneration committee.

Experience, skills and contributions:

Clive was previously CEO of Phoenix Group Plc for nine years and retired in March 2020. Clive had a long and distinguished career at

HSBC Group and was CEO of HSBC Private Banking and Group Managing Director of the Insurance and Asset Management division. In addition to Clive's extensive executive career, he has previously been a Non-Executive Director of the Association of British Insurers, Punter Southall Group LLP, Unigestion LLP and Ping An. Clive brings a wealth of strategic, commercial and financial experience to the board.

Other appointments: Chairman of the Museum of London.

Resolution 7: Re-election of Paul Stockton

Position: Chief Executive since 9 May 2019 and chair of Group Executive Committee

Experience, skills, and contributions:

Paul qualified as a chartered accountant with PriceWaterhouse and he was group financial controller at Old Mutual Plc, finance director at Gerrard Limited and a divisional finance director at Phoenix Group. Paul joined Rathbones in 2008 as group finance director and served as managing director of Rathbone Investment Management from May 2018. Paul brings the following key skills to the board which supports the firm's strategy and his re-election as a director: executive leadership, financial services and wealth management experience, risk management and regulation.

Other appointments: None

Resolution 8: Re-election of Jennifer Mathias

Position: Group Finance Director since 1 April 2019

Experience, skills, and contributions:

Jennifer qualified as chartered management accountant and held a number of senior management roles at Lloyds TSB Group. She was a member of the Corporate Banking and Wholesale Finance Executive Committees and later appointed as finance director of the corporate banking division. Jennifer was also chief finance officer at Coutts and deputy chief executive at EFG Private Bank (UK). Jennifer brings the following key skills to the board which supports the firm's strategy and her re-election as a director: banking, risk management, regulation and management.

Other appointments: None

Resolution 9: Re-election of Colin Clark

Position: Non-executive Director (Independent) since October 2018, and Senior Independent Director (with effect from the conclusion of the AGM), subject to regulatory approval

Experience, skills, and contributions:

Colin has extensive investment management knowledge and experience as he spent over 20 years working with Mercury Asset Management and Merrill Lynch Investment Managers. Also, Colin was a non-executive director at Standard Life Investments and later as an executive director responsible for the Global Client Group. Colin brings the following key skills to the board which supports the firm's strategy and his re-election as a director: investment management, corporate governance, executive leadership and risk management.

Other appointments: Chairman of Merchants Trust Plc, AXA Investment Managers UK, and non-executive director of AXA Investment Management SA

Resolution 10: Re-election of James Dean

Position: Non-executive Director (Independent) since 1 November 2013 and Chair of the audit committee

Experience, skills, and contributions:

James is a chartered accountant with extensive 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. James has gained significant non-executive director experience serving on the boards of a large UK retail insurer, LV= and a small Building Society. James brings the following key skills to the board which supports the firm's strategy and his re-election as a director: financial services experience, regulation, corporate governance and risk management.

Other appointments: Senior Independent Director of The Stafford Railway Building Society and Non-executive director at Inigo Ltd

Resolution 11: Re-election of Terri Duhon

Position: Non-executive Director (Independent) since July 2018 and Chair of the group risk committee

Experience, skills, and contributions:

Terri has held a number of senior roles at JP Morgan and ABN AMRO before setting up her own consultancy firm. She is an Associate Fellow at The Said Business School at Oxford University and on the MIT Corporation Visiting Committee. Previously, Terri sat on the boards of CHAPS Co, UK Operation Smile and was a founding member of the Women's Leadership Group for the Prince's Trust. Terri brings the following key skills to the board which supports the firm's strategy and her re-election as a director: banking, investment management, risk management and regulation.

Other appointments: Chair of Morgan Stanley Investment Management Ltd, Non-executive director of Morgan Stanley International Ltd and Hanover Investors Ltd, and Chair of the risk committee at Morgan Stanley International Ltd.

Resolution 12: Re-election of Sarah Gentleman

Position: Non-executive Director (Independent) since January 2015 and Chair of the remuneration committee.

Experience, skills, and contributions:

Sarah started her career as a consultant at McKinsey & Company and then spent time in the telecoms and digital sectors, latterly as chief financial officer of the LCR Telecom Group. With her digital marketing and financial services experience, Sarah joined the internet bank Egg where she was responsible for business development and strategy. Sarah is also an advisor to a number of early stage technology companies. Sarah brings the following key skills to the board which supports the firm's strategy and her re-election as a director: banking, digital marketing, risk management, corporate governance, and regulation.

Other appointments: Non-executive director of Engine B Ltd

Resolutions 13 and 14 – Re-appointment of auditors and determination of fees

The company is required to appoint auditors at each annual general meeting at which its audited financial statements and reports are presented to shareholders. The audit committee has recommended to the board, and the board now proposes to shareholders at resolution 13, the re-appointment of Deloitte LLP as auditors of the company to hold office until the conclusion of the next general meeting at which accounts are laid before the company. The audit committee has confirmed to the board that its recommendation is free from third party influence and that no restrictive contractual provisions have been imposed on the company limiting the choice of auditors.

Resolution 14 seeks shareholder approval for the audit committee of the board of directors to be authorised to determine the level of the auditors' remuneration.

Resolution 15 – Political donations and expenditure

This ordinary resolution, if passed, will renew the authority for the company to make political donations and to incur political expenditure which would otherwise be prohibited under Part 14 of the Companies Act 2006.

The company has a policy that it does not make donations to political parties, political organisations or independent election candidates nor incur political expenditure and the board will not use this authority, if given, to do so. However, the Act 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 16 – Allotment authority

This resolution seeks shareholders' approval to renew the directors' authority 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 £973,000 representing approximately one-third of the company's issued share capital as at 1 April 2021, the last practicable date before the publication of this document. In accordance with the Investment Association's share capital management guidelines, such authority is regarded as routine. The directors have no present intention to issue any shares under this authority. The authority being sought is to maintain the flexibility for the directors to respond, in the interests of the company, to any appropriate business opportunities that may arise.

The authority, if given, will remain in force until the close of business on 30 June 2022 or, if earlier, the conclusion of the company's next annual general meeting. As at 1 April 2021, the company did not hold any shares in treasury.

Resolutions 17 and 18 – Powers to disapply pre-emption rights

Resolutions 17 and 18 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. The proposed resolutions essentially replicate the powers which were granted at last year's annual general meeting (and which will expire at the AGM). Such powers reflect the Statement of Principles published by The Pre-Emption Group in March 2015, which provides that a company may seek power to issue on a non-pre-emptive basis for cash shares in any one year representing:

- (i) no more than 5% of the company's issued ordinary share capital; 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'.

In line with best practice, the board is, once again, seeking two separate powers to disapply pre-emption rights.

Resolution 17 is to be 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 for cash on a non-pre-emptive basis both in connection with a rights issue or similar pre-emptive issue and, otherwise than in connection with any such issue, up to a maximum nominal amount of £146,000. This amount represents approximately 5% of the company's issued ordinary share capital as at 1 April 2021 (being the latest practicable date prior to publication of this document). This customary resolution will permit the board to allot ordinary shares for cash, up to the specified level, on a non-pre-emptive basis in any circumstances (whether or not in connection with an acquisition or specified capital investment).

Resolution 18 is also to be proposed as a special resolution. If this resolution is passed by shareholders, it will afford the board an additional power to allot ordinary shares for cash on a non-pre-emptive basis up to a further maximum nominal amount of £146,000. This amount also represents approximately 5% of the company's issued ordinary share capital as at 1 April 2021. The board will only use any power conferred by resolution 18 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.

Over the three years to 31 December 2020, shares with a nominal value of £309,217 were allotted for cash, representing 10.59% of the issued share capital at that date. Of this figure, shares with a nominal value of £120,000, representing 4.11% of the issued share capital at that date were issued in a non-pre-emptive placing in June 2018. The balance was issued to meet share scheme requirements.

Resolution 19 – Authority to purchase ordinary shares

This special resolution is to authorise the company to purchase its own ordinary shares under certain stringent conditions. This resolution specifies the maximum number of shares which may be acquired, being approximately 10% of the company's issued ordinary share capital as at 1 April 2021. Such amount is within the limits set out in the Investment Association's share capital management guidelines. The resolution also specifies 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 would either be cancelled or held as treasury shares as defined in section 724(5) of the Act depending on which course of action is considered by the directors to be in the best interests of the shareholders at the time. At 1 April 2021, no treasury shares were held by the company.

As at 1 April 2021 there were options outstanding to subscribe for 9,115 ordinary shares in the company. This represented 0.02% of the issued ordinary share capital of the company at that date and would represent 0.02% if the authority to buy back shares under this resolution were used in full.

Resolution 20 – Authority for the convening of general meetings of the company on at least 14 clear days' notice

In accordance with the Act, the notice period for general meetings (other than annual general meetings) is 21 clear days unless a shorter notice period is approved annually by shareholders by a special resolution.

The company would like to preserve its ability to call general meetings (other than an annual general meeting) on less than 21 clear days' notice and this special resolution seeks shareholder approval to do so. If it is passed, the resolution will be valid until the company's next annual general meeting. The company confirms that the shorter notice would not be used as a matter of routine but only where the flexibility is merited by the nature of the business of the meeting and is thought to be in the interests of shareholders as a whole.

Appendix 2 – Rathbone Brothers Plc Executive Share Performance Plan

Summary of the principal terms of the Rathbone Brothers Plc Executive Share Performance Plan

Introduction

The remuneration committee of the board (the 'Committee') will have responsibility for administering the operation of the Rathbone Brothers Plc Executive Share Performance Plan (the 'Plan').

The Plan contains two parts: (i) an annual bonus plan (the 'ABP') which also provides for the grant of deferred share awards ('Deferred Awards') and (ii) a restricted share plan (the 'RSP') which provides for the grant of restricted share awards ('Restricted Awards'). In this Appendix 2, the term 'Award' means either a Deferred Award or a Restricted Award.

Any employee (including an executive director) of the company and its subsidiaries will be eligible to participate in the Plan at the discretion of the Committee. It is currently anticipated that participation in the Plan will be limited to the company's executive directors and selected senior management.

1. Annual bonus plan

(a) Eligibility

The Committee will select eligible employees for participation in the ABP in respect of a particular financial year.

(b) Limit

The maximum bonus that may be awarded to a participant in respect of any financial year may not exceed 135% of the participant's fixed pay in that financial year or such other limit as applies under the prevailing directors' remuneration policy.

(c) Performance conditions

The amount of any bonus to be awarded will be determined by reference to the extent to which the relevant performance conditions have been satisfied for the relevant financial year and such other conditions as the Committee may determine. The Committee may vary or substitute performance conditions, provided that any such varied or substituted performance condition produces a more appropriate measure of performance and is materially not easier to satisfy.

(d) Determination of Bonus

After the end of the relevant financial year, the Committee will determine the extent to which the relevant performance conditions have been satisfied and the amount of a participant's bonus. Notwithstanding the measurement of the performance conditions, the Committee may reduce the amount of a bonus (including to zero) in certain circumstances, including if there is a material adverse event, a material failure of risk management, misbehaviour or material error, or a material downturn in financial performance.

(e) Cessation of employment during bonus year

A bonus will normally only be awarded if the participant is in employment and not under notice at the date of payment. However, if a participant ceases employment due to death, ill-health, disability, retirement with the consent of the Committee, their employing company or the business for which they work being sold out of the Group or in other circumstances at the discretion of the Committee, then they will remain eligible to receive a bonus. In such circumstances, any bonus would be pro rated according to time served, and would be delivered in the same manner and at the same time as if the participant had continued in employment, unless the Committee determines otherwise.

(f) Impact of change of control during bonus year

If there is a takeover or other change of control event (other than as part of a corporate internal reorganisation) during the relevant bonus year, the amount of any annual bonus will be determined by reference to the extent to which the performance conditions have been satisfied at that time. In such circumstances, any bonus will be subject to a time pro rata reduction unless the Committee determines otherwise, and will be paid wholly in cash shortly after the relevant event.

(g) Method of satisfying bonus

The Committee will determine the proportion of a participant's annual bonus that will be payable in cash and the proportion that will be delivered in the form of a Deferred Award. Any cash bonus will be paid as soon as practicable after the Committee's determination of the amount of the bonus.

(h) Terms of Deferred Awards

A Deferred Award will normally vest in equal portions on the first, second and third anniversaries of its grant date. Deferred Awards will not be subject to any post vesting holding period.

2. Restricted share plan

(a) Eligibility

The Committee will select eligible employees for participation in the RSP at its discretion.

(b) Terms of Restricted Awards

The Committee will determine the terms of any Restricted Award, including the vesting date (which will normally be the third anniversary of the grant date) and any applicable post vesting holding period and performance underpin.

(c) Limit

A participant may not be granted Restricted Awards in respect of any financial year over shares having a market value at their grant date in excess of 65% of the participant's fixed pay in that financial year, or such other limit as applies under the prevailing directors' remuneration policy.

(d) Performance underpin

A Restricted Award may be subject to a performance underpin that must be satisfied in order for the Restricted Award to vest. The Committee may vary or substitute the performance underpin, provided that any such varied or substituted performance underpin produces a more appropriate measure of performance and is materially not easier to satisfy. If there is a corporate event which results in the potential early vesting of a Restricted Award, the Committee may vary the performance underpin if it considers appropriate to do so.

Under the directors' remuneration policy proposed for approval by shareholders at the AGM, Restricted Awards granted to any executive director will be subject to a performance underpin.

(e) Holding period

If a Restricted Award is subject to a post vesting holding period, the participant may not sell any shares acquired pursuant to the exercise or vesting of the Restricted Award during that period other than to pay tax liabilities, any option exercise price or otherwise as the Committee permits. The Committee may impose terms and conditions on vested shares during a holding period, including that such shares should be held by a nominee appointed by the company.

Under the directors' remuneration policy proposed for approval by shareholders at the AGM, Restricted Awards granted to any executive director will be subject to a post vesting holding period of two years.

3. Provisions applicable to both Deferred Awards and Restricted Awards

(a) Grant of Awards

No Award may be granted under the Plan until the Plan is approved by the Company's shareholders at the AGM.

The Committee may thereafter grant Awards at any time during the period of 42 days starting on the dealing day following the approval of the Plan at the AGM or the company announcing its results for any period. The Committee may also grant Awards at any other time when the Committee considers there are exceptional circumstances which justify the granting of Awards.

An Award may not be granted more than 10 years after the Plan is approved by shareholders at the AGM.

(b) Type of Awards

The Committee shall ordinarily grant Awards as conditional share awards, although under the Plan it may also grant Awards in the form of nil (or nominal) cost options.

Where Awards are granted in the form of options, once vested, such options will then be exercisable up until the tenth anniversary of grant (or such shorter period specified by the Committee at the time of grant) unless they lapse earlier. Shorter exercise periods shall apply where a participant has retained an Award following cessation of employment or where there is a corporate event.

The Committee may also satisfy share-based Awards in cash in full or in part although in practice, this is only expected to be the case (if at all) in exceptional circumstances or where part of the Award is settled in cash in order to pay any tax liabilities (and any exercise price).

(c) Dividend equivalents

The Committee may decide that participants will receive a payment (in cash and/or shares) of an amount equivalent to the dividends that would have been payable on an Award's vested shares between the date of grant and the vesting of the Award (or if later, and only whilst the Award remains unexercised in respect of vested shares, the expiry of any applicable holding period). The Committee will decide the basis on which the value of dividends is calculated, which may assume the reinvestment of dividends, and such amount shall be paid at the same time as the delivery of the related vested shares (or cash payment as relevant).

If the provision of dividend equivalents is not permitted due to regulatory restrictions, the Committee may, when determining the number of shares subject to an Award at grant, calculate such number based on a share price which is discounted by reference to an expected dividend yield over the vesting period.

(d) Leaving employment

As a general rule, an Award will lapse upon a participant's termination of employment prior to the vesting date. However, if a participant ceases to be an employee because of ill-health, disability, retirement with the consent of the Committee, their employing company or the business for which they work being sold out of the group or in other circumstances at the discretion of the Committee, then their Award will continue to vest according to the normal vesting schedule (although the Committee has discretion to allow the Award to vest earlier). In the case of Restricted Awards, the extent to which an Award will vest in these circumstances will be subject to the satisfaction of the performance underpin, and the Committee will take account of the proportion of the normal vesting period spent in service (unless the Committee determines that pro rating will not apply or will apply to a lesser extent). Any post vesting holding period will continue to apply unless the Committee determines otherwise in exceptional circumstances.

In the case of death, an Award will vest as soon as practicable following the date of death, subject to, in the case of a Restricted Award, the satisfaction of the performance underpin and time pro rating, unless the Committee determines otherwise. Any post vesting holding period will not apply in the case of death.

(e) Corporate events

In the event of a takeover or winding up of the company (other than as part of an internal corporate reorganisation) all Awards will vest at the time of the event. In the case of Restricted Awards, the extent to which an Award will vest will be subject to the satisfaction of the performance underpin, and the Committee will take account of the proportion of the normal vesting period up to the date of the event (unless the Committee determines that pro rating will not apply or will apply to a lesser extent).

In the event of an internal corporate reorganisation, Awards may be replaced by equivalent new awards over shares in a new holding company unless the Committee decides that Awards should vest on the same basis which would apply in the case of a takeover.

In the event of a demerger, special dividend or other similar event which, in the opinion of the Committee, would affect the market price of shares to a material extent, the Committee may decide that Awards shall vest at the time of such event on such basis as it considers appropriate. In the case of Restricted Awards, the extent to which an Award would vest in such circumstances would be subject to the satisfaction of the performance underpin, and the Committee will take account of the proportion of the normal vesting period up to the date of the event (unless the Committee determines that pro rating will not apply or will apply to a lesser extent).

(f) Overriding discretion

Before the vesting of an Award, the Committee retains discretion under the Plan to adjust the level of vesting (including to zero) in any of the circumstances in which clawback apply, as well as where there has been a material downturn in financial performance of the company, any group company or business unit.

(g) Variation of capital

In the event of any variation of the company's share capital or in the event of a demerger, payment of a special dividend or similar event which materially affects the market price of the shares, the Committee may make such adjustment as it considers appropriate to the number of shares subject to an Award and/or the exercise price payable (if any).

(h) Overall Plan limits

Awards may be satisfied by newly issued shares, treasury shares or shares purchased in the market.

In any ten year period, the company may not issue (or grant rights to issue) more than:

- (i) 10 % of the issued ordinary share capital of the company under the Plan and any other employee share plan adopted by the company; and
- (ii) 5 % of the issued ordinary share capital of the company under the Plan and any other discretionary share plan adopted by the company.

Treasury shares will count as newly issued shares for the purposes of these limits unless institutional investor guidelines provide that they need not count.

(i) Malus and Clawback

The Committee may apply the Plans' malus and clawback provisions in specified circumstances at any point prior to the seventh anniversary of the date of award of a bonus or the grant date of an Award.

Such circumstances include (i) a material misstatement in the financial results of the company, or an assessment based on inaccurate or misleading information or error, which results in a bonus or Award being granted or vesting to a greater extent than it otherwise would have done; (ii) misconduct or misbehaviour by a participant; (iii) a material adverse event or material failure of risk management; and (iv) corporate failure.

Clawback may be satisfied by way of a reduction in the amount of any future bonus or subsisting or future share award and/or a requirement to make a cash payment.

(j) Alterations to the Plan

The Committee may, at any time, amend the Plan in any respect, provided that the prior approval of shareholders is obtained for any amendments that are to the advantage of participants in respect of the rules governing eligibility, limits on participation, the overall limits on the issue of shares or the transfer of treasury shares, the basis for determining a participant's entitlement to, and the terms of, the shares or cash to be acquired and the adjustment of Awards in the event of a variation of share capital.

The requirement to obtain the prior approval of shareholders will not, however, apply to any minor alteration made to benefit the administration of the Plan or an amendment to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants or for any company in the company's group.

(k) Overseas plans

The Committee may establish sub plans or schedules to the Plan, with any such sub plan or schedule to be similar to the Plan but modified to take account of local tax, exchange controls or securities laws provided that any shares made available under such further such sub plans or schedules are treated as counting against the limits on individual and overall participation in the Plan.

(l) Other provisions

No payment is required for the grant of an Award.

Awards are not transferable, except on death.

Awards are not pensionable.

Notes

1. The company specifies that only those members 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 Note to the right to attend the meeting shall as regards attendance in person be read subject to Note 2 below, and to any applicable legislation temporarily limiting such right.
2. 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.
3. 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.
4. 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. 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 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.

The 'vote withheld' option is provided on the proxy card to enable members to withhold their vote 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.
5. CREST members who wish to appoint a proxy through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual which can be viewed at 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 2:00pm on Tuesday 4 May 2021. 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.

6. 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 member 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 member as to the exercise of voting rights. It should be noted, however, that, unless the board decides otherwise, a person other than the Chair of the AGM who is appointed as a proxy will not be permitted to attend the AGM in person for so long as restrictions are in place precluding physical attendance. .
7. The statement of rights of members in relation to the appointment of proxies in paragraph 2 above does not apply to nominated persons. The rights described in these paragraphs can only be exercised by members of the company.
8. As at 1 April 2021 (being the last practicable date prior to the printing of this notice) the company's issued share capital consisted of 58,420,872 ordinary shares, carrying one vote each. At the same date, no treasury shares were held by the company. Therefore, the total voting rights in the company as at 1 April 2021 were 58,420,872.

9. A copy of the rules of the Rathbone Brothers Plc Executive Share Performance Plan will be available for inspection during normal business hours on Monday to Friday (excluding public holidays) at the Registered Office of the company at 8 Finsbury Circus, London, EC2M 7AZ from the date of this document until the close of the AGM. The rules will also be available for inspection online on the company's website at www.rathbones.com during the same period.
- Copies of the executive Directors' service contracts and the letters of appointment of the non-executive Directors are available from the Company Secretary. Please forward your request by email to: CompanySecretariat@rathbones.com.
10. Subject to any applicable legislation temporarily limiting such right, each member 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. In view of the restrictions on attendance in person, shareholders can send any questions relating to the business of the AGM in advance of the meeting to CompanySecretariat@rathbones.com. To ensure that a response is received before the proxy appointment deadline, members should submit their questions by 6:30pm on Wednesday 28 April 2021.
11. 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.
12. 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 the company's former auditors' ceasing to hold office since the company's 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.
13. A member that is a corporation may authorise one or more persons to act as its representative(s) at the AGM in accordance with section 323 of the Companies Act 2006. Any such representative should bring to the meeting written evidence of his or her appointment, such as a certified copy of a board resolution of, or a letter from, the corporation concerned confirming the appointment. Please note that, unless the board decides otherwise, a person other than the Chair of the AGM who is appointed as a representative will not be permitted to attend the meeting in person for so long as restrictions are in place precluding physical attendance.
14. Members will be able to listen in to (but not to speak at) the AGM proceedings via a live webcast. Shareholders will be able to access the webcast on the day of the AGM by following the weblink: <https://www.investis-live.com/rathbone-brothers/605332bd49aa2a0e00777e5c/vnec> at the time of the meeting. Following the proceedings in this way will not, however, constitute attendance at the AGM. To be formally represented at the meeting, a member will need to appoint the Chair of the AGM as his or her proxy as set out in Note 3 above. A recording of the webcast will also be available on the company's website following the meeting.
15. All resolutions contained in this notice of meeting will be put to vote on a poll. This will result in a more accurate reflection of the views of members by ensuring that every vote is recognised. On a poll, each member has one vote for every share held.