

COMPANY NUMBER: 01000403

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTIONS
OF
RATHBONES GROUP PLC
Passed on 4 May 2023

Special resolutions

Power to disapply pre-emption rights

15. That, subject to the passing of resolution 14 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 14 in the notice of this meeting and/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 £158,000.

The power given by this resolution shall expire on the revocation or expiry (unless renewed) of the authority granted under resolution 14 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

16. That, subject to the passing of resolution 14 in the notice of this meeting and in addition to the power contained in resolution 15 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 14 in the notice of this meeting and/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 £158,000; and
- ii. used only for the purposes of financing (or refinancing, if the power is to be exercised within 12 months after the date of the original transaction) a transaction which the directors determine to be either an acquisition or a specified 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 14 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

17. 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 6,343,000 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 28 June 2024 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

18. 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

Registered office: Rathbones Group Plc, 8 Finsbury Circus, London, EC2M 7AZ