

RATHBONE BROTHERS PLC
TERMS OF REFERENCE FOR THE NOMINATION COMMITTEE

1. **Constitution**

At a meeting held in London on 24 January 2007 the Board of directors of Rathbone Brothers Plc resolved to revise the terms of reference for the standing committee of the Board without executive responsibilities, known as the Nomination Committee (“the Committee”) to the following. The terms of reference were approved by the Nomination Committee on 20 December 2006.

2. **Membership**

The Committee shall be appointed by the Board and shall consist of the Chairman, Chief Executive and independent non-executive directors of the Company and shall consist of not less than three members. A quorum shall be two members.

3. **Attendance at Meetings**

At the discretion of the Chairman, other Board members shall also have the right of attendance. However, the Committee shall have the right to meet without other Directors present if they so decide.

4. The secretary of the Committee shall be appointed at the discretion of the Chairman.

5. **Frequency of Meetings**

Meetings shall be held as required, but not less than twice a year.

6. **Authority and Duties**

The Committee is authorised by the Board to consider and make recommendations to the Board regarding the appointment of new directors.

7. It is authorised to seek any further information it requires for any employee and all employees are directed to co-operate with any request made by the Committee.

8. The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

9. **Reporting Procedures**

The Company Secretary shall circulate the minutes of meetings of the Committee to the Board.