



Positioned with purpose

As we enter 2026, we are positioned with purpose, as a unified business focused on optimisation, building on the momentum of a strong 2025 and unlocking new opportunities for stakeholders.

Further information links

Throughout this report we use these icons to indicate where you can find out more.

[Read more page 00](#) →

→ [Visit website](#)

Contents

Strategic report 02

01 Our 2025 highlights	02
2025 highlights	03
Chair's statement	04
Group Chief Executive Officer's review	06
Group Chief Financial Officer's review	10
02 About us	14
About Rathbones	15
Investment case	16
Our purpose-driven approach	17
Our purpose, culture and values	18
Our business model	19
03 2025 deep dive: Strategic and financial performance	21
Our key performance indicators (KPIs)	22
Our strategic priorities	25
Financial review	27
Segmental review	27
Financial position	34
Liquidity and cash flow	38
Responsible business review	39
04 Responding to market risks and opportunities	46
Our market environment	47
Section 172 statement	48
Our stakeholder framework	49
Risk management and control	57
Principal risks	62
Viability statement	66
Climate-related financial disclosures	67
Climate-related risks	73
Non-financial and sustainability information statement	76

Governance report 78

Chair's letter	79
Compliance with the 2024 UK Corporate Governance Code	81
Governance framework	83
Board of Directors	84
Key Board decisions	86
Nomination Committee report	87
Audit Committee report	92
Group Risk Committee report	95
Remuneration Committee report	98
Annual report on remuneration	101
Directors' report	113
Statement of Directors' responsibilities in respect of the Report and Accounts	116



Our next chapter

Rathbones is entering a new chapter – one defined by scale, purpose and opportunity.

[Read more page 06 →](#)

Financial statements 117

Independent auditor's report to the members of Rathbones Group Plc	118
Consolidated financial statements	128
Notes to the consolidated financial statements	132
Company financial statements	187
Notes to the company financial statements	190
Alternative performance measures	207

Further information 209

Five-year record	210
Corporate information	210



Our purpose led approach

Following the integration, a comprehensive culture evaluation was conducted to inform the creation of a new purpose and set of values.

[Read more page 18 →](#)

Our reporting suite

This Report and Accounts forms part of our wider reporting suite where you can find more about our full activities.



[→ Climate Report 2025](#)



[→ Responsible Business Update 2025](#)

01

Our 2025 highlights

2025 highlights	03
Chair's statement	04
Group Chief Executive Officer's review	06
Group Chief Financial Officer's review	10



2025 highlights

Financial

Profit
before tax

£152.9m

2024: £99.6m

Basic earnings
per share

107.9p

2024: 63.0p

Underlying profit
before tax^{1,2}

£238.1m

2024: £227.6m

Underlying earnings
per share^{1,2}

170.5

2024: 161.6p

Dividend paid and
proposed per share

99.0p

2024: 93.0p

Return on capital
employed (ROCE)¹

8.3%

2024: 4.8%

Underlying return
on capital employed
(ROCE)^{1,3}

13.1%

2024: 12.0%

[Full five-year record page 210](#) →

[Group CFO's review page 10](#) →

[Financial review page 27](#) →

Strategic

Number of
investment managers⁵

631

2024: 630

Total funds under management
and administration (FUMA)

£115.6bn

2024: £109.2bn

Number of
financial planners⁵

111

2024: 121

[Group CEO's review page 06](#) →

[Our strategic priorities page 25](#) →

Stakeholder

Client net
promoter score⁴

63%

2024: 56%

Stewardship engagements
with companies

857

2024: 743

Employee share
ownership

8.2%

2024: 7.9%

[Responsible business review page 39](#) →

[Our stakeholder framework page 49](#) →

1. This measure is considered an alternative performance measure (APM). Please refer to [page 207](#) for more detail on APMs
2. A reconciliation between underlying profit before tax and profit before tax is shown on [page 11](#)
3. Underlying profit after tax as a percentage of average total of equity for the year. The calculation has been amended relative to the prior year so that total equity is used in the 2025 calculation. This is to allow a more meaningful calculation of this metric. Of the increase of 110bps during 2025, 40bps of the total movement is due to the change in calculation methodology.
4. RIM clients sub £5m surveyed
5. The method of calculating the number of investment managers and financial planners was revised in 2025 following changes in the organisation which resulted in an alignment of methodologies. The number of investment managers and financial planners in 2024 have been restated.



Chair's statement



Clive C R Bannister Chair

A new chapter for Rathbones

Purpose and values

The Board approved Rathbones' refreshed purpose and values.

Succession

2025 marked significant leadership transition.

[Our purpose page 18 →](#)

[Nomination Committee page 87 →](#)

Dear Shareholder

2025 was a pivotal year for Rathbones. Following the successful integration of Investec Wealth & Investment (IW&I), the largest transaction in our sector, we now stand as the UK's largest discretionary wealth manager. Over time, we intend to be 'the best'. This achievement provides a strong platform for the next phase of growth, underpinned by disciplined Governance and a clear strategic direction.

This year, the Board's primary areas of focus were succession planning at both Board and Executive Committee (ExCo) level, specifically the appointment of Jonathan Sorrell as our new Chief Executive Officer; and ensuring that we adopt the right strategy to deliver sustainable success for the business. In addition, the Board oversaw several important decisions, including the completion of the IW&I client migration, the launch of our first ever share buyback programme and the approval of the firm's refreshed purpose statement.

Clients

Our clients remain at the heart of our business. Through our proven track record in investment management and deep expertise in financial planning, we deliver solutions that help clients achieve their long-term financial goals. The continued implementation of the Consumer Duty, which introduces more rigorous requirements around transparency, value and outcomes, has strengthened our foundations and will embed new frameworks, tools and processes to support better client outcomes. While we are confident that we meet the Duty's requirements, we recognise that embedding is a constant process. The Board will maintain oversight to ensure continued delivery and improvements are achieved in 2026 and beyond.

Culture, purpose and stakeholder engagement

In 2025, the Board approved Rathbones' refreshed purpose: **"To help more people invest their money well, so they can live well"**. This was the result of engagement with clients, colleagues, and stakeholders. The Board believes this purpose is both credible and actionable.

The Board monitors how our purpose is promoted as a responsible, inclusive culture that supports long-term success. Governance goes beyond compliance, fostering an environment aligned with our values where diverse perspectives are encouraged. This culture should drive growth and profitability.

We monitor culture through regular engagement with colleagues, workforce engagement initiatives and branch visits, ensuring our client-focused and responsible culture continues to underpin long-term success. Stakeholder views inform decisions through surveys, town halls, investor meetings, and regulator dialogue, helping shape strategy for long-term success. Further details, including our section 172 statement, are on [page 48](#).



Chair's statement



As we enter the next phase of Rathbones' journey, the Board remains focused on the delivery of our strategy, supported by strong governance as the business moves from integration to robust organic growth.

Clive C R Bannister Chair

Shareholder value

Rathbones remains focused on delivering long-term shareholder value. In 2025, we introduced a new capital allocation framework and launched our first £50 million share buyback. The programme was completed on 16 February 2026. On 27 February 2026, we announced an extension to that programme of up to £20 million, subject to regulatory approval. Alongside this, we reaffirmed our commitment to a progressive dividend policy, with an increased total dividend of 99p for the year (2024: 93p). This reflects a long-term track record of disciplined capital returns, including a 6.2% compound annual growth rate in our dividend over the past 20 years. The final dividend is scheduled to be paid on 13 May 2026, subject to shareholder approval at our Annual General Meeting (AGM) on 7 May 2026, to shareholders on the register as of 17 April 2026.

Board and Executive Committee succession

2025 also marked a significant leadership transition. Paul Stockton retired after 16 years at Rathbones, including six as Group Chief Executive. On behalf of the Board, I thank him for his contribution. Following a rigorous global search, we appointed Jonathan Sorrell, who brings deep experience and a fresh perspective as we enter our next phase of growth.

During the first half of 2026, the Board expects to announce a new Senior Independent Director, subject to regulatory approval. Sarah Gentleman, whose tenure has exceeded nine years, will step down in the fourth quarter of 2026, after the completion of the search for her replacement. I would like to thank Sarah for her years of distinguished and remarkable service.

As announced on 16 February 2026, Ruth Leas, Non-Executive Director, resigned from the Board following the successful integration of IW&I, having joined the Board following the completion of the combination in September 2023. I would like to thank Ruth for her time on the Board. The company wishes her well for the future.

We also strengthened the Executive Committee to support our strategic ambitions, with new appointments in Wealth, Risk, Operations, Technology, Research and People Leadership. These changes ensure we have the right skills and experience to deliver on our vision to be 'the best wealth manager in the UK, by far'.

Further details on these changes can be found in the Nominations and Governance reports on [pages 87 and 78](#).

Outlook

As we enter the next phase of Rathbones' journey, the Board remains focused on the delivery of our strategy, supported by strong governance as the business moves from integration to robust organic growth.

Our priority is to maintain oversight of culture, risk, and stakeholder interests while enabling management to execute with clarity and discipline. We are confident that Rathbones' scale, purpose and talented colleagues provide a strong foundation for long-term success.

At the end of what has been a very busy and pivotal year for Rathbones, I wish to thank all of our colleagues across the firm for all their hard work and commitment to the group's success.

Clive C R Bannister

Chair

26 February 2026



Group Chief Executive Officer's review



Jonathan Sorrell Group CEO

Unlocking our full potential

Building on our strengths

Our trusted client relationships provide a resilient foundation and a source of future growth.

Leadership and purpose

We aim to build trust with stakeholders, becoming a recognised force for good.

[Clients page 50 →](#)

[Purpose and culture page 18 →](#)

2025 in review

It is a privilege to lead Rathbones as we begin a new chapter in our evolution, one defined by clarity and consistency of purpose, and the opportunity to unlock the full potential of the business we have built. Since joining, I have seen first-hand the distinctive strengths that set Rathbones apart: the quality of our people, the depth of our client relationships, and our commitment to long-term value creation. These strengths, together with our position as the UK's largest discretionary wealth manager, provide a strong foundation for the future.

I want to begin by expressing my sincere thanks to all colleagues across Rathbones for their exceptional hard work and professionalism through the integration of Investec Wealth & Investment (IW&I). The way our teams have come together while maintaining unwavering focus on clients has been truly outstanding. The integration has created a stronger organisation with a clear purpose: **'to help more people invest their money well, so they can live well.'** In pursuit of this purpose, our vision is to be **'the best wealth manager in the UK, by far'** and we have aligned our strategy accordingly.

I would also like to extend my thanks to Investec for their partnership throughout this process. As a major shareholder in Rathbones following the transaction, Investec has continued to be a constructive and supportive partner. Our collaboration has been grounded in a shared ambition to build a business with greater long-term competitive advantages for clients. I am excited by the opportunities we can capture together as key strategic partners.

Despite a challenging and uncertain economic backdrop in the UK, we remain focused on the factors within our control: enhancing client engagement, looking after our talent, simplifying our operations, creating a more commercially effective business, and strengthening our brand.



The opportunities ahead of us are significant, and we have the scale, expertise and ambition to capture them.

Jonathan Sorrell Group CEO

Structural trends such as demographic change, intergenerational wealth transfer, and low investment participation in the UK continue to create a substantial long-term opportunity.

Financial review

Rathbones delivered a resilient financial performance in 2025, reflecting both the inherent strength of our diversified business and the successful integration of IW&I. Despite a difficult first half for markets, FUMA increased 5.9% to £115.6 billion by year-end. Synergy delivery exceeded expectations, contributing £76 million on an annualised run-rate basis, significantly above our £60 million target and supporting growth in underlying profitability. Statutory profit before tax rose 53.5% to £152.9 million, benefiting not only from these synergies but also from a sharp reduction in integration costs, while underlying profit before tax rose 4.6% to £238.1 million.

We maintained strong capital discipline throughout the year, commencing our first ever share buyback of £50 million. This provides a solid foundation as we move into 2026, enabling us to invest with confidence in our operating platform, our people and our client proposition. With the integration behind us and further efficiency gains already identified, we are well positioned to deliver strong long-term value for clients and shareholders.



Group Chief Executive Officer's review

Building on our strengths

Rathbones is a business with momentum. Our trusted client relationships provide a resilient foundation and a source of future growth. They enable us to deepen engagement, support clients across more aspects of their financial lives, and benefit from strong advocacy through referrals, which continue to be our most significant source of new business. Our enhanced scale strengthens our ability to invest in areas that differentiate us and build competitive advantage, from our investment process and client proposition to our people and our technology.

As part of my review of our senior leadership team, I have made a number of new appointments to support the next phase of our growth. This builds on the earlier establishment of the CEO of Wealth role following the retirement of Rupert Baron, and the appointment of Camilla Stowell, who joined Rathbones in June 2025.

I want to extend my sincere thanks to Andy Brodie and Gaynor Gillespie, who are leaving Rathbones to pursue new opportunities, and to Sarah Owen-Jones and Tony Overy, who are retiring after long and successful careers as Chief Risk Officer and Head of Financial Planning. Each has made an enormous contribution to Rathbones, and I am deeply grateful for their leadership and commitment. I am also pleased to welcome Brad Novak into the newly created role of Chief Technology Officer, Cassandra Williams as Chief Risk Officer, Gillian van Maaren as Chief People Officer, Mike Turner as Chief Operating Officer and Robert Sears as Chief Investment Officer, subject to regulatory approval. Their experience and perspective will help guide us forward and we now have a refreshed and energised executive team with deep expertise and a shared ambition to lead the industry.

Most importantly, our people continue to demonstrate commitment and capability, taking ownership, improving processes, and driving meaningful progress across the organisation.

2026 strategic priorities

Our vision to be 'the best wealth manager in the UK, by far' requires Rathbones to be...

1 The first choice for clients

World class investment capability

Advice and solutions honed for the entire client lifecycle

Proactive, personalised and effortless service experience

2 The first choice for talent

A great culture

Motivating incentives

AI-powered tools and processes to make doing business easy

3 The most effective operator

Data-led commercial excellence

Simplified operations

Capital efficiency

4 The most reputable brand

Relevant and distinctive identity

Demonstrating leadership and purpose

Efficient amplification to our core audiences

[Our strategic priorities page 25 →](#)

Our vision and strategic priorities

Our vision is clear: **To be the best wealth manager in the UK, by far.** Our goals are for Rathbones to be:

1. The first choice for clients
2. The first choice for talent
3. The most effective operator
4. The most reputable brand

Delivering our strategic priorities

Across Rathbones, we have launched a comprehensive programme of initiatives to support our strategic ambitions. Many of these actions are already underway and will continue into 2026 and beyond, reflecting our commitment to sustained progress and long-term value creation.

1. The first choice for clients

We want every decision at Rathbones to begin with a single question: how does this help our client? This principle has been guided by the time I have spent with clients over the past six months, giving me direct insight into what they value and where we can do better. I have also experienced Rathbones from the other side, as a client, an investor in RAM's funds, and a shareholder. This provides a personal perspective on both our strengths and the areas where we must continue to improve.

This client-centric perspective also shapes a series of targeted initiatives to elevate the client experience and deliver an exceptional proposition that combines investment excellence, comprehensive service, and an effortless journey. In a competitive market, we know clients have choices, and we are determined to earn their trust and loyalty.



Group Chief Executive Officer's review

Our initiatives focus on three areas:

- **A world-class investment capability across Wealth and Asset Management:** built on discipline, judgement and truly active decision-making. In Wealth, our investment framework focuses on long-term compounding through investing in quality businesses at attractive valuations, supported by thoughtful diversification, prudent risk management and dynamic positioning for changing market conditions. In Asset Management, small empowered teams make high-conviction decisions backed by strong institutional oversight and robust risk systems.
- **Advice and solutions honed for the entire client lifecycle:** Financial planning represents a growth opportunity, with current penetration at 14% of FUM across the group. Increasing this will help reduce outflows, deepen relationships and strengthen continuity through life events and wealth transfer. By embedding planning more consistently we can deliver better outcomes for clients while supporting sustainable net organic growth.
- **A proactive, personalised and effortless service experience:** We are continuing to build trusted, longstanding client relationships and investing in technology that complements, rather than replaces, our people-first approach. Our evolving hybrid model offers clients convenient self-service options alongside personalised advice, supporting satisfaction, retention, and responsiveness to evolving client preferences.

2. The first choice for talent

Our people are the foundation of our success. To attract, develop, and retain exceptionally talented people, we are focused on nurturing:

- **A great culture:** Our culture, defined by client commitment, long-term stewardship, collaboration and care, remains a core strength. But to support the next phase of growth, we need to balance these qualities with greater accountability and sharper ways of working. This is why we are reinforcing a culture built on clarity and simplification, pace and intent, effective collaboration, and stronger advancement, recognition and reward. Equally important is creating an environment where colleagues are continually developed, ensuring our most talented people grow, progress and stay engaged. A key enabler of this will be the Rathbones Institute, launching in 2027. The Institute will provide a unified and scalable approach to professional, technical and leadership development, helping colleagues build the skills and confidence needed to deliver excellent client outcomes. It will also provide the structured challenge and career pathways that high-performing colleagues expect. By investing in our people in this structured way, we are creating the foundations for a culture that empowers colleagues and accelerates performance.
- **Motivating incentives:** At the start of 2026 we introduced a new remuneration scheme for investment managers and financial planners that is simple, transparent and formula driven. It aligns reward to the right behaviours and supports sustainable growth.

Alongside this, the new Rathbones Growth Unit Scheme extends incentives to colleagues in our Enablement functions, providing share-based rewards over three years tied to improvements in net flows within our Wealth business and reinforcing shared ownership across the organisation.

Together, these changes create a clear, consistent and motivating framework that supports growth and aligns everyone behind our ambition.

- **AI-powered tools and processes to make doing business easy:** We are focused on improving the client and employee experience by embedding AI into the fabric of how we operate. Our clients value human connection: trusted advice, judgement during volatility, and support through major life decisions. AI enhances this and is already embedded across some of the platforms colleagues use every day. Copilot is now enterprise-wide, helping teams draft, summarise and analyse more effectively. In the front office, AI is improving the efficiency of production of suitability notes and strengthening advice oversight. And in our data and client experience platforms, AI is giving us cleaner data and faster insight into what clients are thinking and feeling. The next phase will be about further implementation of AI into core workflows alongside other tools.

By modernising and simplifying our systems and processes, supported by AI-powered tools, we are creating an environment where teams can focus on what matters most: serving clients and growing the business.

3. The most effective operator

To deliver sustainable, scalable growth, we are strengthening the effectiveness and resilience of our operations through:

- **Data-led commercial excellence:** We are using data much more systematically to strengthen client outcomes, improve retention and drive sustainable growth. By analysing where the strongest opportunities lie, we are reshaping client-facing teams to improve productivity and efficiency, providing more targeted support across the client lifecycle, and increasing introductions to financial planning. This sharper, insight-led approach is helping us convert demand from both existing and new clients.

We are applying the same discipline to reducing outflows. Data now gives us a clearer view of assets at risk and the interventions most likely to make a difference. This includes expanding financial planning, increasing the frequency of high-quality client touchpoints, and refining our At Retirement proposition to better meet client needs. This approach is already helping us strengthen long-term relationships and enhance the quality and consistency of client engagement.



Group Chief Executive Officer's review

- **Simplified operations:** As we work toward streamlining our internal operations, we have expanded our relationship with Salesforce. During 2026, we will bring client lifecycle and relationship management together on a single platform using Salesforce and Xplan, replacing existing systems, including InvestCloud. While previous systems delivered certain benefits, this unified approach will deliver greater impact, simplify workflows, reduce post-integration inefficiencies, and free up time for investment managers and financial planners to focus on clients and growth.

We are also moving to a more integrated and efficient operating model. A key example is the consolidation of Greenbank into the broader Rathbones structure: its stewardship and sustainability expertise has been integrated into the Asset Management segment, while its research team has joined the central research function. At the same time, we are streamlining our governance to enable faster decision-making by significantly reducing both the number of committees and the number of colleagues required to participate in them. These changes will drive efficiency, while enhancing collaboration and effectiveness across the organisation.

- **Capital efficiency:** Our strong balance sheet and capital surplus give us the flexibility to return excess capital to shareholders while continuing to invest for long-term growth. In 2025 we launched our first £50 million share buyback, an important milestone in our evolving capital framework, which was completed on 16 February 2026. On 27 February 2026, we announced an extension to that programme of up to £20 million, subject to regulatory approval. We are ensuring capital is deployed where it will generate the highest returns while supporting a progressive dividend.

To underpin this, we have strengthened our capital allocation and decision-making approach. Investments are assessed against clear return thresholds aligned to our strategy and evaluated on both NPV and ROI. We have streamlined governance to speed up decisions, increased monitoring to ensure delivery of expected benefits, and reinforced a readiness to pivot when needed. This more rigorous and transparent framework increases our conviction, reduces decision risk and ensures capital supports growth where Rathbones can create the most value.

4. The most reputable brand

Rathbones is a brand with heritage, trust, and substance.

- **A relevant and distinctive identity:** We are committed to building a brand that is recognised for consistent, unconflicted delivery of client outcomes and superior standards of service. Our modern visual identity and accessible, trusted content strengthens approachability and ensures our brand resonates and stands out.
- **Demonstrating leadership and purpose:** Building on our ethical origins and responsible business heritage, we aim to build trust with stakeholders, becoming a recognised force for good through our financial education and social mobility activities, our responsible investment thought leadership and our engagement with policy makers, among others.
- **Efficient amplification to our core audiences:** We are building visibility through an integrated media and digital ecosystem, improving discoverability, expanding PR and sponsorship activity, and reinforcing our reputation through strong social proof, including excellent Trustpilot ratings and a growing share of positive media coverage.

Measuring our progress

We have established a clear set of measures to track progress across clients, talent, operations and brand. These measures capture the quality of our investment performance, the depth of our client relationships, the strength of our culture and employee experience, and the effectiveness of our operating model. We also track the impact of our brand and reputation, together with core financial indicators that reflect sustainable growth. Taken together, this balanced and transparent suite of metrics reinforces accountability and ensures we stay focused on delivering the outcomes that matter most for clients, colleagues and shareholders.

Looking ahead

We are competing from a position of real strength in an attractive and growing market. The opportunities ahead of us are significant, and we have the scale, expertise and ambition to capture them. With an energised leadership team and talented colleagues across the organisation, I am confident in our ability to deliver excellent outcomes for our clients and for our shareholders.

I would like to again thank all colleagues across Rathbones for their hard work, dedication and resilience, particularly through the IW&I integration. Your commitment has been the driving force behind our progress, and it will continue to underpin the success we build together.

Jonathan Sorrell

Group Chief Executive Officer
26 February 2026



Group Chief Financial Officer's review



Iain Hooley Group CFO

Disciplined execution driving improved profitability

Review of performance

Synergy delivery and income growth has continued to drive profit growth.

[Financial review page 27 →](#)

Our 2025 results show continuing momentum driven by the delivery of synergies, as we successfully completed the integration of Investec Wealth & Investment (IW&I), and markets recovering from their first-half lows. These factors, along with the return of £50 million of capital to shareholders through Rathbones' first share buyback, underpinned the growth in income, profit, earnings per share and return on capital employed that we have reported for the year.

We have delivered total synergies at 31 December 2025 of £76 million on an annualised run-rate basis, significantly exceeding our target of £60 million. This has been achieved well ahead of the timeframe we originally set out at completion of the transaction of September 2026. While we consider 2025 to mark the end of the period of synergy delivery related to the integration, cost discipline remains the highest of priorities. We continue to see opportunities for further efficiencies as we optimise our operating platform and processes during 2026.

Costs related to the integration, which are reported as non-underlying costs, remained within our overall cost guidance. Integration costs expensed during the year amounted to £39.9 million, having reduced from £75.5 million in 2024. We will incur further integration-related costs in 2026 which are covered in the guidance section below.

Funds Under Management & Administration (FUMA) grew by 5.9% during the year overall to reach £115.6 billion on 31 December 2025 (2024: £109.2 billion). The first half of the year saw significant market volatility, resulting in FUMA falling by 4.7% from where it started the year to £104.1 billion at the end of the first quarter, as markets reacted to the announcement by the US government of widespread tariffs. This coincided with our first quarterly billing of investment management fees and therefore had an adverse impact on the results for the first half.



The key milestones we have reached in 2025 – completing the IW&I integration and delivering the related synergies – provide a firm foundation as we move forward into 2026.

Iain Hooley Group CFO

Second half performance benefited from the subsequent market recovery and continued appreciation of asset values as the year progressed, along with our continued delivery of synergies.

We report further progress on our objective to grow our underlying operating margin, which increased to 25.8% for the year from 25.4% for 2024. The rate of progress was affected by the fall in the markets at the end of the first quarter, which resulted in the margin for the first half reducing to 24.0% from 25.1% for the first half of 2024. The stronger performance that followed resulted in the underlying margin for the second half increasing to 27.5%, bringing the full year margin to 25.8%.

In September 2025 we began the first buyback of shares that Rathbones has undertaken, as we implemented the capital allocation framework announced at the half year. The framework provides a disciplined approach to our management of shareholders' capital while ensuring we continue to maintain a robust balance sheet and capital position. We announced the completion of the programme to purchase £50 million of shares on 16 February 2026 and have announced an extension of the programme of up to £20 million, subject to regulatory approval.



Group Chief Financial Officer's review

Table 1. Group FUMA by segment

	Opening FUMA £bn	Gross inflows £bn	Gross outflows £bn	Net flows £bn	Transfers & migrated assets ¹ £bn	Market & investment performance £bn	Closing FUMA £bn	Annualised Net Growth (%)
Wealth Management	99.3	9.4	(10.2)	(0.8)	(0.3)	8.0	106.2	(0.8%)
Asset Management								
Gross segment FUMA inclusive of intra-group	15.8	3.5	(4.2)	(0.7)	0.2	1.3	16.6	(4.4%)
Intra-group FUMA ²	(5.9)	(1.7)	1.1	(0.6)	(0.2)	(0.5)	(7.2)	10.2%
Asset Management excluding intra-group	9.9	1.8	(3.1)	(1.3)	–	0.8	9.4	(13.1%)
Total Group	109.2	11.2	(13.3)	(2.1)	(0.3)	8.8	115.6	(1.9%)

1. The migrated assets column does not net to zero due to a change in the classification of certain IW&I FUMA which does not meet the criteria for inclusion within reported FUMA for the Rathbones group. There is no impact on revenue resulting from this change.
2. Intragroup FUMA comprises assets managed by the Asset Management segment which relates to propositions of the Wealth Management segment.

Table 2. Group's overall performance

	2025 £m (unless stated)	2024 £m (unless stated)
Operating income	923.3	895.9
Underlying operating expenses ¹	(685.2)	(668.3)
Underlying profit before tax ¹	238.1	227.6
Underlying operating margin ¹	25.8%	25.4%
Profit before tax	152.9	99.6
Effective tax rate	26.6%	34.2%
Taxation	(40.6)	(34.1)
Profit after tax	112.3	65.5
Underlying earnings per share ¹	170.5p	161.6p
Earnings per share	107.9p	63.0p
Dividend per share ²	99.0p	93.0p
Return on capital employed (ROCE)	8.3%	4.8%
Underlying return on capital employed ¹	13.1%	12.0%

1. Reconciliation between the measure stated and its closest IFRS equivalent is set out in the Alternative performance measures section on [page 207](#).

2. Total of the interim dividend paid and the final dividend proposed for the financial year.

Review of performance

Profit before tax (PBT) increased on both an underlying and statutory basis. Underlying PBT grew by 4.6% to £238.1 million, driven by synergy delivery and income growth. Synergy delivery continued as the year progressed, resulting in a total benefit to underlying PBT for the year of £56.5 million, an increase of £31.1 million relative to the prior year. The benefit of synergies to underlying PBT in the second half of the year was £37.0 million, reflecting virtually all of the full benefit of the synergies delivered throughout the half year, as synergies relating to the decommissioning of the IW&I platform were realised early in the second half and maintained thereafter. Statutory PBT, which grew by 53.5% to £152.9 million (2024: £99.6 million), also benefited from a significant reduction in the level of integration-related costs, which decreased to £39.9 million for the year (2024: £83.4 million).

Operating income increased by 3.1% to £923.3 million. Investment management and asset management fees are calculated on the value of FUMA and hence benefited from the overall increase in asset values during the year. While FUMA increased by 5.9% to £115.6 billion for the year overall, fee income for the first quarter was affected by the 4.7% fall in asset values at the end of that quarter. This adversely affected investment management fees in the Wealth Management segment in particular, with fees for the first quarter reflecting the lower value of portfolios on the dates the fees were calculated for the full quarter on 31 March and 4 April 2025. Fee income improved during the remainder of the year as markets recovered.

Transaction-based commission income increased by 3.9% relative to the prior year as the volume of transactions undertaken in managing clients' portfolios remained buoyant. Transaction volumes were elevated by the investment opportunities provided by the recovery and continued rise in the markets, along with increased activity ahead of the UK Budget in November.

Net interest income increased to £86.7 million for the year (2024: £63.9 million). This increase was driven predominantly by the migration of IW&I clients onto the Rathbones' banking model. Prior to migration, interest relating to client money deposits arising within IW&I was recognised within other income, as client money balances within IW&I did not represent on-balance sheet banking deposits. The increase in net interest income also reflects an increase in the synergy benefit of £6.0 million relating to the higher net interest margin that is generated under the Group's banking model relative to the client money model that IW&I operated under. The reductions in the UK base rate that arose during the year had a relatively modest impact on the net interest margin, as we were able to maintain the margin on deposits, which is the largest element of the Group's liquidity. In addition, the full effect of base rate reductions does not arise immediately as a result of the profile of our treasury investments.

Advice income grew by 6.8% to £58.2 million (2024: £54.5 million) as we continue to increase the provision of financial planning advice to clients.



Group Chief Financial Officer's review

The overall growth in income was supported by resilient income margins, which remained at or above prior year levels across the primary income streams of the Wealth Management segment. The income margin of the Asset Management segment reduced in line with the changing mix of funds, which continued to shift towards a higher proportion of multi-asset funds which carry a lower annual management charge than single strategy funds.

Underlying operating expenses increased by 2.5% to £685.2 million (2024: £668.3million), despite the benefit of further synergy delivery during the year. The increase in synergies reduced operating costs by £23.9 million relative to the prior year but this was offset by the cost headwinds we have referred to previously, which include the increase in NIC, the FSCS levy and irrecoverable VAT, along with the impact of inflation on both salary and non-staff costs. Further details regarding the cost base are set out in the segmental reporting section.

While fixed staff costs were affected by inflation and the non-recurring costs of executive changes, headcount reduced significantly during the course of the year as we completed the integration process. Headcount at 31 December 2025 was 3,251, a reduction of 294 heads relative to 31 December 2024.

The underlying operating profit margin is calculated as underlying profit before tax as a percentage of operating income. Progress towards our 30% margin target was relatively modest in 2025, in line with our previous guidance, albeit increasing to 25.8% for the year from 25.4% in 2024.

While the 2025 margin benefited from synergies exceeding our target during the second half of the year, this was offset by the impact of the market fall at the end of the first quarter. However, the underlying margin for the second half of the year of 27.5% (2024: 25.8%) that we carry into 2026 shows the margin progress we have made during the year.

Non-underlying costs comprise acquisition and integration costs, and the amortisation of intangible fixed assets. Integration costs reduced significantly relative to their peak in 2024 as we moved through the integration process. Taking into account the costs incurred to date and those that will be incurred in future years relating to the IW&I integration, we continue to expect the total costs of the IW&I integration to be within our original guidance.

The environment has remained challenging for net flows, particularly in the Asset Management segment which continues to be affected by the tough environment affecting the UK asset management industry. As a consequence, the Asset Management segment reported net outflows of £0.7 billion excluding intragroup flows. The Wealth Management segment reported net outflows of £0.8 billion for the year. The focus on client migration and the subsequent need for investment management teams of the legacy IW&I business to become accustomed to new systems and processes remained a headwind throughout the year. External factors also remained relevant, with uncertainty in advance of the UK Budget in November affecting both investor sentiment and driving pre-emptive actions by some clients which increased outflows. However, net outflows for the Wealth Management segment in the fourth quarter were the lowest of the year at £64 million, being 7.7% of the total for the year.

Capital discipline is a fundamental priority and we will continue to improve the efficiency of the Group's capital base in accordance with our capital allocation framework. We announced the completion of the buyback of £50 million of share capital on 16 February 2026. The Group remains highly cash and capital generative, with the rate of capital generation increasing as a result of synergy delivery and integration costs having largely been incurred. Following the recent completion of Rathbones' first share buyback, we have announced that the programme will be extended to include a further amount of up to £20 million of shares which will be repurchased subject to regulatory approval.

Our progressive dividend policy remains a central part of our capital allocation framework. The final dividend of 68 pence per share that we have proposed today brings the total dividend for the year to 99 pence per share, representing an increase of 6.5% relative to the 2024 full year dividend of 93 pence per share.

The increase in statutory PBT this year of 53.5% that is driven by the increase in underlying profitability and the reduction in integration costs, means the 2025 dividend is fully covered.

Highlights: Financial performance

Profit before tax	Underlying profit before tax¹
£152.9m	£238.1m
2024: £99.6m	2024: £227.6m
FUMA	Synergies achieved¹
£115.6bn	£76m
2024: £109.2bn	
Operating margin	Underlying operating margin¹
16.6%	25.8%
2024: 11.1%	2024: 25.4%
Basic EPS	Underlying basic EPS¹
107.9p	170.5p
2024: 63.0p	2024: 161.6p
Dividend per share	
99.0p	
2024: 93.0p	

1. This measure is considered to be an Alternative Performance Measure (APM). Please refer to [page 207](#) for more details on APMs



Group Chief Financial Officer's review

Outlook and guidance

We have set out previously the path from the 2024 underlying operating margin of 25.4% to our target of 30% from the fourth quarter of 2026, being three years following the completion of the IW&I transaction. This was based on the full delivery of synergies increasing the margin to 28%, with the remaining uplift dependent on net organic growth. Our expectation that market-driven growth in FUMA would offset the impact on the margin of cost inflation also underpinned this path.

Whilst market appreciation has offset inflation and synergies have exceeded our original target, these benefits have been neutralised by net outflows during 2025 and the cost headwinds we communicated with our 2025 half year results relating to irrecoverable VAT and property costs. In addition, we continue to anticipate some further erosion of our net interest income margin prior to the fourth quarter of 2026 due to recent and anticipated reductions in the UK base rate.

Taking these factors together, we continue to expect synergy benefits to increase the underlying operating margin to 28% from the fourth quarter of 2026. In addition, although synergy delivery is now complete, we have identified further opportunities for cost efficiencies which we expect to achieve during 2026 through continuing improvements of our systems, processes and operating model. With the benefit of these further efficiencies, which are expected to be in place during the second half of 2026, we remain on track to achieve our 30% underlying operating margin target for the fourth quarter of 2026 assuming overall FUMA growth of 3% during 2026, stable inflation and interest rates being in line with current market expectations.

As set out in the Chief Executive's report, we are consolidating our client lifecycle and relationship management capabilities into a single platform using Salesforce and Xplan, which will replace InvestCloud. We expect this process to be complete by the end of the third quarter of 2026 and result in a short-term increase in our operating platform expenditure of £7.0 million in 2026 relative to 2025, reflecting a £9.0 million increase in the first half, partly offset by a £2.0 million reduction in the second half. The costs to implement InvestCloud were largely expensed as incurred and there will be no amounts to write off as a result of the change.

Taking this investment into account along with the normal recognition of the annual FSCS levy, which is fully expensed during the first half, we expect the underlying operating margin to be notably lower for the first half of 2026 than for the second half, with the margin percentage being in the mid 20s. The margin is expected to show significant progress during the second half, reaching 30% during the final quarter, as the platform investment is completed and the benefits of further cost efficiencies are realised. We expect the overall margin for 2026 to be broadly consistent with the second half of 2025, with percentage being in the upper 20s.

All of the margin guidance above assumes 3% overall growth in FUMA during 2026 and stable inflation. The guidance takes into account all of the movements we expect in income and costs during 2026. The expected movements in income are:

- Fee income being dependent upon the level of FUMA
- Commission income being some 5% lower in 2026 as volumes normalise

- Net interest income being broadly flat relative to 2025. This is the net effect of a reduction in the income margin as result of recent and future base rate reductions offset by a full year of both synergy benefits and the recognition of interest income relating to the IW&I business. IW&I's interest margin relating to client money balances was recognised within other costs prior to migration onto the Rathbones banking model and there will be a corresponding £8 million reduction in other income in 2026
- Advice income is expected to maintain a similar rate of growth to 2025.

The expected movements in costs in 2026 are:

- Increased expenditure relating to our strategic initiatives of £11 million, which includes £7 million of investment to consolidate the client lifecycle and relationship management capabilities explained previously
- Increased synergy benefits of £16 million, as a result of there being a full year of the benefit of synergies realised in 2025
- Technology & change spend will be £7 million higher as we increase our change capacity to accelerate continuous improvements
- Staff costs will be £10 million higher, mostly reflecting inflation. The new remuneration scheme for client facing teams was implemented on 1 January 2026 within the existing level of cost, albeit with some rebalancing of fixed and variable remuneration to achieve consistency across the combined group
- Non-staff costs will be subject to inflation
- The benefit of the additional cost efficiencies that will increase over the course of the year

- The normal recognition of the annual FSCS levy, which is fully expensed during the first half of the year
- Integration costs, which are reported as non-underlying costs, are expected to be £17 million in 2026, predominantly relating to integration-related awards, the cost of which is recognised over the vesting period.

The effective tax rate for 2026 is expected to remain consistent with the level of 26.6% for 2025.

As set out in the Chief Executive's report, the Rathbones Growth Unit incentive scheme has been introduced from 1 January 2026. The first awards under the scheme are due to be made in 2027 in respect of 2026 performance. Awards will be delivered entirely in shares vesting after three years. The scheme will not therefore have any impact on 2026 expenditure. As the scheme is dependent upon improved rates of growth, it is not expected to have a significant impact on the future underlying profit margin, as associated costs will be offset by the benefits generated.

The key milestones we have reached in 2025 – completing the IW&I integration and delivering the related synergies – provide a firm foundation as we move forward into 2026. The underlying operating margin of 27.5% that we carry into the new financial year provides further momentum as we continue to apply our disciplined approach to capital and focus our resources on the factors that will support our future growth.

Iain Hooley

Group Chief Financial Officer
26 February 2026

02

About us

About Rathbones	15
Investment case	16
Our purpose-driven approach	17
Our purpose, culture and values	18
Our business model	19



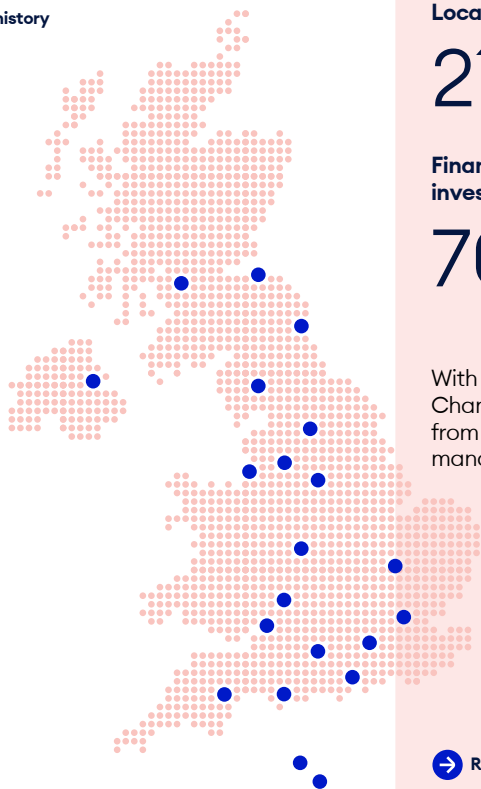
About Rathbones

Rathbones, through its Wealth Management and Asset Management segments, is one of the UK's leading providers of investment and wealth management services for private clients (individuals and families), charities, trustees, and professional partners.

Our purpose is simple: to help more people invest their money well, so they can live well.

With roots dating back to 1742, we have been trusted for generations to manage, preserve and grow our clients' wealth. Our focus is on long-term value, delivered with care and consistency.

[→ About our history](#)



Wealth Management

Our wealth management service helps clients plan and invest for the future. Every client is different, our service reflects that.

Funds under management

£106.2bn

Locations in the UK and Channel Islands

21

Financial planners and investment managers

700+

With offices throughout the UK and the Channel Islands, clients are never far away from high-quality, personalised wealth management services.

[→ Read more on our website](#)

Investment management services

We offer multiple levels of service to suit different needs:

Bespoke

A tailored investment strategy and portfolio, built and managed by a dedicated Rathbones investment manager.

Managed

Discretionary portfolios powered by asset management funds, providing personal investment manager access.

Select

Execution-only portfolios powered by asset management funds, delivered through a central service team designed for simplicity and cost-efficiency.

MPS

Cost-efficient, centrally managed portfolios powered by asset management funds, giving advisors streamlined access to the Rathbones investment process.

Financial planning and advice

Provided through Rathbones Financial Planning, either as a standalone service or alongside investment management services.

Complementary services

The Group also provides UK trust, tax and legal services, together with fixed interest term deposits and loans available to existing clients.

Our specialist capabilities

Services for charities and not-for-profit, specialist responsible investment, personal injury and Court of Protection and international clients through Rathbones Investment Management International (RIMI).

Asset Management

Rathbones Asset Management (RAM) offers actively managed equity, fixed income and multi-asset capabilities for retail and institutional investors.

Funds under management

£16.6bn¹

Number of funds

23

SDR labels

6 funds

As at 31 December 2025

1. Includes £7.2bn of Wealth Management FUMA invested in the Asset Management segment

[→ Read more on our website](#)



Investment case

The market opportunity is big and growing

The UK wealth management market is expanding, with household wealth forecast to reach £3.5tn by 2029 and the high-net-worth (HNW) segment (£1 – 5m) growing at 6% compound annual growth rate (CAGR).¹

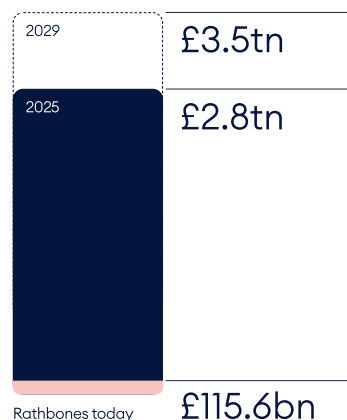
A projected £5.5tn in intergenerational wealth transfer over the next 25 years², combined with an ageing population and rising financial complexity, continues to drive long-term demand for professional advice.

Despite this growth, the UK remains under-penetrated, with a large share of assets still held in cash and relatively low participation in long-term investing. Regulatory developments are also supporting a shift towards client-first models.

These trends create significant opportunities for scaled, trusted providers and Rathbones is well positioned to capture them.

[Market environment page 47](#) →

UK household financial wealth (>£150k)¹



1. Rathbones UK investable wealth model (incl. SIPPS), 2025-2030
2. The Centre for Economics and Business Research (CEBR), 2023

Rathbones is uniquely positioned to be the best wealth manager in the UK, by far

1 The UK's largest discretionary wealth manager

With **£115.6bn** in FUMA and over **119,000 clients**, Rathbones is a leading and trusted wealth partner. Our scale, deep expertise and long-term investment philosophy provide a strong platform for sustainable growth.

Our high-tenure investment managers and financial planners, supported by a national network, deliver the stability, judgement and continuity clients value, reinforcing our strong reputation and ability to attract and retain relationships across generations.

→ [About Rathbones](#)

2 Our right to win a client

Our broad client offering brings together the strengths of our proposition, service quality and market reach to create a compelling experience for clients:

- A comprehensive proposition
- Superior service standards
- Targeted client segments
- Growing routes to market
- Scale and reputational strength.

This combination supports clients throughout their financial lives and delivers a cohesive, high-quality experience that deepens relationships and loyalty with a clear purpose: Invest well. Live well.

[Our business model page 19](#) →

3 A clear strategy focused on organic growth

Rathbones has entered a new chapter with a clear vision: to be the best wealth manager in the UK, by far. Our strategy focuses on accelerating organic growth and maximising the potential of the enlarged group centred on four priorities. To be:

- The first choice for clients: world-class investment capability, advice and solutions honed for the entire client lifecycle, proactive, personalised and effortless service experience
- The first choice for talent: a great culture, motivating incentives, AI-powered tools and processes to make doing business easy
- The most effective operator: data-led commercial excellence, simplified operations, capital efficiency
- The most reputable brand: relevant and distinctive identity, demonstrating leadership and purpose, efficient amplification to our core audiences.

Clear plans underpin each priority, supported by metrics that ensure transparency.

[Group CEO's review page 07](#) →

4 A new executive team focused on delivering consistent returns

In addition to our new CEO Jonathan Sorrell, we have made several appointments to support the next phase of our growth. We now have a refreshed and energised executive team in place, bringing deep expertise and a shared ambition to lead the industry and deliver the next phase of Rathbones' growth and long-term shareholder value.

In 2025, we introduced a new capital allocation framework and launched our first £50 million share buyback, reaffirming our commitment to disciplined capital returns alongside continued investment in the business. On 27 February 2026, we announced an extension to that programme of up to £20 million, subject to regulatory approval.

We have delivered a 6.2% CAGR in dividends over the past 20+ years. This track record is underpinned by strong cash generation, diversified and recurring revenue streams, and a well-capitalised balance sheet. Together, these strengths give us the flexibility to invest for growth, simplify and modernise the business, and continue returning value to shareholders over the long term.

→ [Our GEC](#)



Our purpose-driven approach

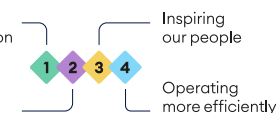
Our vision is to be the best wealth manager in the UK, by far.

Our purpose is to help more people invest their money well, so they can live well.

Our strategic priorities

Enriching the client and advisor proposition and experience

Supporting and delivering growth



Inspiring our people

Operating more efficiently

Our stakeholders

- Clients
- Our people
- Shareholders
- Society and communities
- Partners and regulators

This is delivered through our people

Our purpose, culture and values

The way we do business is shaped by our culture and values.

[Read more page 18 →](#)

Our business model

We create long lasting, personal relationships with our clients and advisors enabling us to deliver a service that is distinctly Rathbones.

[Read more page 19 →](#)

We measure success through the progress we make against our strategic priorities and targets

Our key performance indicators

We use financial and non-financial metrics to monitor our progress, which in turn determines our executive remuneration outcomes.

[Read more page 22 →](#)

Our financial performance

We track performance against our strategic priorities to support effective capital allocation and risk management.

[Read more page 27 →](#)

Our strategic priorities

Our strategy is centred around our key stakeholders – creating value for our customers, advisors and people – whilst also targeting growth and operational efficiency across the business. This is underpinned by the commitments we have made in our responsible business framework.



[Read more page 25 →](#)

Our Responsible Business framework

We are committed to making a wider contribution to society through our responsible business framework.

[Read more page 39 →](#)

And the sustainable value we create for our stakeholders

Understanding the external environment

The UK wealth management market is undergoing structural change, creating significant long-term opportunities for firms with trusted advice models, scale and flexibility. Rathbones is well-positioned to benefit.

[Read more page 16 →](#)

Making the right decision for our stakeholders

Understanding and responding to the changing needs of our stakeholders is critical in delivering our purpose.



[Read more page 48 →](#)



Our purpose, culture and values

Refreshing our purpose

What we did

Following the combination of Rathbones and Investec Wealth & Investment, the Group undertook a comprehensive review of its purpose, culture and values to define a unifying direction for the combined organisation. This work recognised the critical role that a clear purpose and strong culture play in supporting long-term performance, enabling consistent decision-making and strengthening relationships with clients and colleagues.

The review was designed as an inclusive, evidence-based process, grounded in listening and insight. From the outset, the ambition was to create a purpose and cultural framework that authentically reflected the strengths, heritage and aspirations of both organisations, while setting a clear direction for the future. Clients and colleagues from across the business were engaged, spanning all business lines, functions, seniority levels and geographies, to ensure a broad and representative range of perspectives.

Purpose development was informed by a two-stage insight programme led by Galleon Blue and supported by expert strategists. This work explored three core questions: the role a wealth manager plays in people's lives, what differentiates the combined firm in the market, and the cultural and behavioural shifts required to succeed as a category leader. The research generated deep, human-centred insights into both the rational and emotional expectations of clients. While investment outcomes, planning and service remain fundamental, clients consistently highlighted the importance of confidence, reassurance, freedom and a trusted long-term partner.

What we heard

Colleagues articulated a strong desire for a shared purpose that brings together Rathbones' trusted professionalism with IW&I's agility and sense of empowerment, while keeping integrity

and doing the right thing at the heart of the organisation. Across all audiences, a consistent theme emerged: a long-term mindset is a defining strength of the business. Clients and colleagues alike described the organisation as principled, relationship-driven and focused on sustainable success rather than short-term gains. This insight shaped how the Group articulated its role, not simply as a provider of financial services, but as a long-term guide supporting people to navigate their financial lives.

Reviewing our culture

What we did

In parallel, a comprehensive culture evaluation was undertaken, led by TruthWorks. Through workshops, interviews, focus groups, surveys and leadership sessions, the review examined what makes the combined organisation distinctive today and what should define how it operates in the future.

What we heard

Conducted over a four-month period, the research revealed strong cultural alignment between the two legacy firms, with more similarities than differences, particularly in relation to client focus, integrity, empowerment and a collegiate working environment.

Outcome

These insights provided a strong foundation for articulating a single purpose and a clear set of shared values. The leadership team developed and tested purpose statements against recognised characteristics of world-class purpose, including authenticity, clarity, inspiration and longevity, before validating the outcome with senior colleagues. The resulting purpose – **to help more people invest their money well, so they can live well** – is supported by four values that guide behaviours and decisions across the Group, anchoring the cultural framework for the new Rathbones.

How it all comes together

Our purpose

Why we do what we do

To help more people invest their money well, so they can live well.

Our values

How we behave for success

Our brand promises:

Good results

Deep and meaningful relationships

Responsible behaviours



We aim high



We get it done



We show we care



We do the right thing

All demonstrated consistently over time:
Because we play the long game



Our business model

We are long-term stewards of our clients' wealth and help them through all stages of their lives – whether they are beginning to save and invest, organising their financial affairs as their family grows, or navigating retirement.

Helping more people invest well, so they can live well

Wealth management

Investment management

Why clients choose Rathbones

- To grow and protect their wealth by making their savings, investments and assets work together to achieve their goals.
- For personalised support and specialist expertise that frees clients from day-to-day decision-making and market monitoring.
- For peace of mind so they can focus on enjoying life.

What we do and how we do it

- Clients can come to us directly or through adviser referrals.
- We begin with a discovery meeting to understand their goals, preferences and financial situation.
- One expert team looks after all parts of a client's financial life, building a coherent, flexible strategy that adapts as life changes whether career moves, family needs or market shifts.
- We do the research, adjust to market developments, and provide diversified portfolios with expert risk management.
- We offer clients a range of solutions across our Bespoke, Managed or Select propositions, with 24/7 access through MyRathbones and face-to-face support from our 21 offices across the UK and Channel Islands.

How we charge

- We charge a quarterly management fee calculated as a percentage of the value of the portfolio.

Financial planning

Why clients choose Rathbones

- To help them plan for big financial goals such as buying a home, paying for education, or selling a business – securely and confidently.
- To build retirement strategies, manage tax efficiently and support intergenerational wealth planning.
- For one-off advice or ongoing support to help them avoid costly mistakes.

What we do and how we do it

- Clients can come to us directly or through investment management referrals.
- The relationship typically starts with a consultation to understand their financial picture and future priorities including financial objectives, cash flow requirements, investment time horizon, risk profile, tax status and ethical considerations.
- We then create a tailored plan, drawing on tax, trust and legal expertise, and offer holistic wealth management services as required.
- Clients can access support flexibly, with the option to scale services as their needs evolve.

How we charge

- Ongoing Financial Planning fees, which may form part of a wider wealth management service, are charged as a percentage of assets under advice. These fees are confirmed to clients as part of our initial suitability assessment and reiterated through our ongoing annual reviews.

Asset management

Why clients choose Rathbones

- For flexible, actively managed fund solutions tailored to all risk levels and return goals.
- For sustainable investment options and specialist strategies.

What we do and how we do it

- Clients access our funds directly, via advisers or through Rathbones discretionary services.
- We offer actively managed funds, designed and monitored by our expert managers, many of which have a long-term record of outperforming benchmarks.
- We focus on transparency, long-term value and responsible investment, with clear reporting and digital access throughout.

How we charge

- Each fund provides clear disclosure of its Annual Management Charge and ongoing charges figure.

Our business model

The value we create

[Our stakeholder framework page 49 →](#)



Clients

We give clients confidence in their financial future by delivering outcomes that align with their values, goals and life decisions.

Client net promoter score

63%

Clients feel more confident about their future

9/10



Colleagues

We create opportunities for our people to thrive, grow and shape meaningful careers in a collaborative, purpose-led environment.

Employee turnover

6.5%

Equity owned by employees

8.2%



Shareholders

We generate long-term value through sustainable, profitable growth and disciplined capital stewardship.

Dividend yield

5.7%

Buyback launched in 2025

£50m



Society and communities

We help build a more sustainable, equitable future by channelling capital responsibly and contributing to the communities we serve.

Charity partners

>60

In scope FUMA covered by SBTi¹ targets

26%

1. Science Based Targets initiative (SBTi)



Partners and regulators

We strengthen the financial ecosystem by upholding high standards, of trust, transparency and professional integrity.

Suppliers completing ESG review

85%

Supplier paid within 30 days

91%

03

2025 deep dive: Strategic and financial performance

Our key performance indicators (KPIs)	22
Our strategic priorities	25
Financial review	27
Segmental review	27
Financial position	34
Liquidity and cash flow	38
Responsible business review	39



Our key performance indicators (KPIs)

Financial

The Group considers the following financial and non-financial measures as KPIs of its overall performance. Each KPI is aligned with at least one of our four strategic pillars and is used to measure both the progress and success of our strategy implementation.

Our strategic priorities

Enriching the client and advisor proposition and experience

Supporting and delivering growth



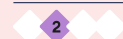
^A Alternative Performance Measure

[Alternative performance measures page 207 →](#)

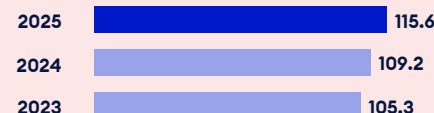
[Group CFO's review page 10 →](#)

[Remuneration page 98 →](#)

Total funds under management and administration £bn



£115.6bn



Definition

Total funds under management and administration (FUMA) at the end of the year.

Strategic focus

The value of FUMA that we manage is directly related to the level of income we receive.

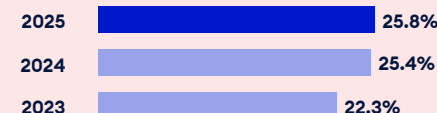
Commentary

A reduction in FUMA in the first half of 2025, driven by market volatility, was offset by a recovery and continued growth over the remainder of the year, with FUMA increasing by 5.9% to £115.6 billion (2024: £109.2 billion).

Underlying operating margin %



25.8%



Definition

Underlying profit before tax as a percentage of operating income.

Strategic focus

The margin is a measure of our operational efficiency and overall performance. It is measured on an underlying basis to show the performance and growth that is driven by ongoing operating activities, excluding the effects of corporate transactions and the related costs of integration.

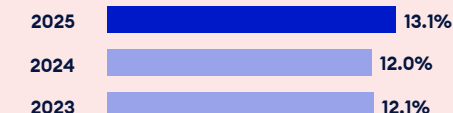
Commentary

The underlying operating margin increased during the year to 25.8% (2024: 25.4%). The increase was driven by the benefits of higher average FUMA and synergy delivery, which were partially offset by inflation and other cost increases.

Underlying return on capital employed¹ %



13.1%



Definition

Underlying profit after tax as a percentage of average total equity for the year.

Strategic focus

This is a principal measure of financial efficiency as it indicates profitability relative to the level of shareholder capital required to generate it.

Commentary

The increase in underlying return on capital employed in 2025 reflects the benefits of higher average underlying profit driven by higher income growth and synergy delivery along with the share buyback over the second half of the year.

1. The calculation has been amended relative to the prior year so that total equity is used in the 2025 calculation. This is to allow a more meaningful calculation of this metric. Of the increase of 110bps during 2025, 40bps of the total movement is due to the change in calculation methodology.



Our key performance indicators (KPIs)

Financial

Our strategic priorities

Enriching the client and advisor proposition and experience

Supporting and delivering growth



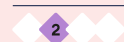
^A Alternative Performance Measure

[Alternative performance measures page 207 →](#)

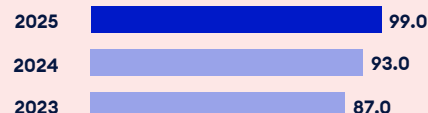
[Group CFO's review page 10 →](#)

[Remuneration page 98 →](#)

Dividend per share p



99.0p



Definition

Total annual dividend per eligible share for the year (interim and final).

Strategic focus

Dividends represent an important part of shareholder returns.

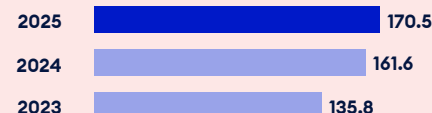
Commentary

Our progressive dividend policy remains integral to our capital allocation framework. The final dividend of 68.0p represents an increase of 6.5% relative to the prior year.

Underlying earnings per share p



170.5p



Definition

Underlying profit after tax divided by the weighted average number of ordinary shares in issue during the year.

Strategic focus

This measure reflects the movement in underlying profitability relative to the number of shares in issue during the period. This is a key measure of shareholder return and allows a more meaningful year on year comparison of underlying performance.

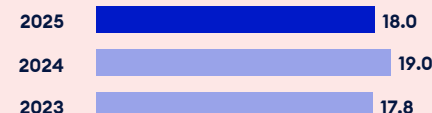
Commentary

The continued growth in underlying EPS in 2025 is driven by the higher underlying profitability of the business and the benefits of the share buyback in the second half of the year.

Common equity Tier 1 ratio² %



18.0%



Definition

Common Equity Tier 1 (CET1) capital as a percentage of the total risk exposure amount.

Strategic focus

As a regulated entity, we must maintain a level of capital that exceeds the minimum regulatory requirement. A higher CET1 ratio is an indicator of financial strength. We seek to maintain an appropriate balance between a robust surplus and an efficient allocation of capital.

Commentary

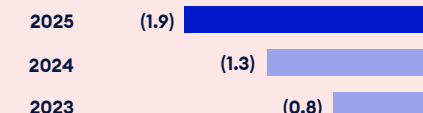
The CET1 ratio decreased during the year, reflecting the return of surplus capital to shareholders through the share buyback. The Pillar 1 requirement increased as a result of the IW&I client migration, following IW&I client money becoming on-balance sheet banking deposits.

2. Stated inclusive of the retained profit for the year ended 31 December 2025 which became verified profit on 26 February 2026, but prior to taking into account the proposed final dividend relating to 2025

Rate of net organic growth in funds under management %



(1.9)%



Definition

The value of annual net inflows of funds under management and administration (FUMA) as a percentage of opening FUMA.

Strategic focus

This is a measure of the ability of the business to grow organically.

Commentary

Continuing challenges in the UK Asset Management industry and the impact of IW&I integration have resulted in net outflows for the period, as set out in the Group Chief Financial Officers review.



Our key performance indicators (KPIs)

Non-financial

Our strategic priorities

Enriching the client and advisor proposition and experience

Supporting and delivering growth



^A Alternative Performance Measure

[Alternative performance measures page 207 →](#)

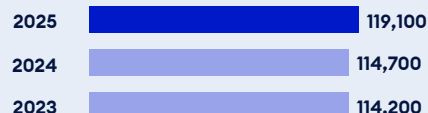
[Group CFO's review page 10 →](#)

[Remuneration page 98 →](#)

Number of investment management clients



119,100



Definition

The number of Investment Management clients who use our services.

Strategic focus

In an industry where scale is important, the size of our client base helps to determine market share.

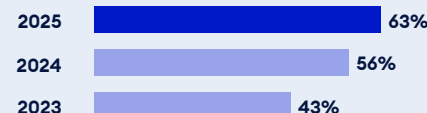
Commentary

The increase in the number of clients has predominantly been driven by an alignment in the methodology following the integration of the IW&I business during 2025.

Client net promoter score



63%



Definition

The likelihood that a client will recommend Rathbones. Collected through a survey where clients score the business between -100% and 100%.

Strategic focus

Our client Net Promoter Score (NPS) highlights client satisfaction. We benchmark against our peers and our score shows clients' willingness to recommend Rathbones as a business.

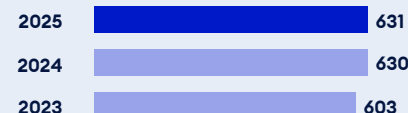
Commentary

In 2025 we moved our client satisfaction programme onto the Medallia platform and piloted with legacy Rathbones clients (with AUM up to £5m) with feedback being gradually rolled out across other client audiences. The programme provides feedback at individual Investment Management level. We achieved NPS of 63 which is above benchmark.

Number of Investment Managers³



631



Definition

Employees who are regulated to provide discretionary investment management services to clients within the Wealth Management segment.

Strategic focus

This reflects our capacity to service the Group's investment management client base and accommodate growth.

Commentary

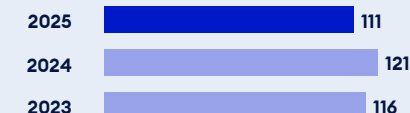
The number has remained flat year on year demonstrating the continued retention of key investment managers through the integration of the businesses. This figure excludes investment professionals in the Asset Management segment. (2025: 29, 2024: 26, 2023: 23).

3. The calculation methodology for the number of investment managers was revised in 2025 following organisational changes, resulting in aligned methodologies. Accordingly, the 2024 and 2023 figures have been restated

Number of Financial Planners⁴



111



Definition

Employees who are qualified to provide financial planning advice within the Wealth Management segment.

Strategic focus

This reflects our capacity to service the Group's financial planning client base, capacity to accommodate growth, and ability to deliver the Group's strategic objectives relating to advice.

Commentary

The reduction in this number reflects a number of organisational design changes which have been focused on maximising the efficiency of financial planning advice delivery.

4. The calculation methodology for the number of financial planners was revised in 2025 following organisational changes, resulting in aligned methodologies. Accordingly, the 2024 and 2023 figures have been restated



Our strategic priorities

The following pages set out progress against our prior year strategic priorities. From 2026, we will be reporting against the new strategic priorities set out in the CEO statement.

[Group CEO's review page 06 →](#)

Enriching the client and adviser proposition and experience



Strategic focus

Enhancing valued services – enhancing the experience for private clients and providing a dedicated service for financial advisers.

Deepening investment skills – developing our investment expertise, broadening capability and coverage, and incorporating ESG factors.

Relevant KPIs

- Number of Investment Management clients
- Client net promoter score (NPS).

[Read more page 22 →](#)

Relevant principal risks

- Change
- Integration
- Suitability
- Sustainability
- Investment performance
- Regulatory compliance and legal
- People
- Information security and cyber.

[Read more page 62 →](#)

2025 progress

- Completed the largest client migration in the UK wealth industry
- Rolled out leading client care platform Medallia and achieved a Net Promoter Score of 63%
- Delivered a variety of new features into the MyRathbones portal achieving a penetration rate of 61.7% post migration
- Launched four new propositions: donor-advised funds, international liquidity-only solutions, core model portfolio service and charity-authorized investment fund
- Implemented an end-to-end digital lead generation model to provide practitioners with additional sources of leads
- Rolled out a new purpose and values codified in a simple yet compelling strapline: 'Invest well. Live well' which has tested strongly
- Refreshed our visual identity and website, strongly improving search engine and large language model visibility.

Supporting and delivering growth



Strategic focus

Penetrating specialist markets – focusing on specialisms and building on existing capabilities.

Driving organic growth – structuring distribution, driving growth through financial planning, building our Asset Management business and managing client-facing capacity.

Relevant KPIs

- Total funds under management and administration (FUMA)
- Rate of net organic growth in funds under management
- Underlying operating margin
- Dividend per share
- Underlying earnings per share
- Underlying return on capital employed.

[Read more page 22 →](#)

Relevant principal risks

- Change
- Integration
- Suitability
- Sustainability
- Investment performance
- People
- Third-party supplier.

[Read more page 62 →](#)

2025 progress

- Delivered £11.2 billion of gross inflows across the Group
- Improved core distribution processes using data and intelligence to maximise market opportunity
- Improved focus on key target markets within the Private Client, Charity, and the Financial Adviser channels through more targeted, data-driven client prospecting
- Completed the final phase of restructure to align with client needs
- Work underway to establish an office in Dublin (subject to regulatory approval), to offer investment solutions through third-party advisers in the EU markets
- Re-papered c.800 adviser firms, oversaw transfer of c.18k advisers and novated 14 Platforms from IW&I to Rathbones.



Our strategic priorities

Inspiring our people



Strategic focus

Our culture and corporate values – becoming a more diverse and inclusive organisation, continuing to listen to our people and improving our commitments to them.

Relevant KPIs

- Number of investment professionals
- Number of financial planners.

[Read more page 22 →](#)

Relevant principal risks

- Change
- Integration
- People.

[Read more page 62 →](#)

2025 progress

- Successfully completed People integration on time, aligning all processes and systems into one platform
- Delivered all organisational changes related to the integration
- Achieved key inclusivity milestones:
 - Disability Confident Employer – Level 2
 - Menopause Friendly Accreditation
 - Armed Forces MOD Gold Employer Recognition
 - Exceeded Women in Finance Charter target
- Conducted a comprehensive talent review and launched new leadership and management development programmes with Ashridge Business School
- Enhanced and aligned employee benefits, moving toward a flexible model
- Introduced real-time People dashboards for improved workforce planning and efficiency
- New remuneration schemes announced, ready for launch in 2026.

Operating more efficiently



Strategic focus

Driving productivity – providing a quality client experience and making us easy to do business with.

Relevant KPIs

- Underlying operating margin
- Underlying return on capital employed
- Common Equity Tier 1 ratio.

[Read more page 22 →](#)

Relevant principal risks

- Change
- Integration
- People
- Processing
- Third-party supplier.

[Read more page 62 →](#)

2025 progress

- Reported integration synergies ahead of target on a cumulative run-rate basis
- Successfully completed the IW&I client and asset migration process
- Introduced a new capital allocation framework and launched our first £50 million share buyback
- Closed the majority of duplicated systems across the business post-migration, with the remainder on track to be closed in early 2026
- Made further enhancements to our technology suite, including Charles River and MyRathbones
- Completed a review of how to integrate our applications to operate more seamlessly together, resulting in an expanded agreement with Salesforce to deliver processes previously delivered by InvestCloud
- Completed a number of process enhancements and deployed Automation solutions to deliver overall improvements to operational service levels
- Deployed Microsoft AI tools to all colleagues to support productivity and deployed additional AI solutions to enhance financial planning productivity.



Financial review

Segmental review

Financial review

Segmental review	27
Financial position	34
Liquidity and cash flow	38

Group CFO's review page 10 →

The Group operates through two segments: Wealth Management and Asset Management.

Following the migration of all IW&I FUMA into Rathbones Investment Management, we will present FUMA from 1 January 2026 on the simpler segmental basis as set out in table 1, which shows the FUMA of each segment, analysed by mandate or fund type. Table 2 shows the breakdown of FUMA and flows by service level on a consistent basis with presentation through 2025. A reconciliation of closing FUMA using the service level presentation to the segmental presentation is set out in table 3.

Table 1. Segmental FUMA by mandate or fund type

	Opening FUMA £bn	Gross inflow £bn	Gross outflow £bn	Net flows £bn	Transfers & migrated assets ¹ £bn	Market and investment performance £bn	Closing FUMA £bn	Annualised Net Growth %
31 December 2025								
Discretionary & Managed	88.3	8.1	(8.6)	(0.5)	(0.2)	7.1	94.7	(0.6%)
MPS & Select services	3.4	0.4	(0.3)	0.1	0.1	0.4	4.0	2.9%
Execution only	7.6	0.9	(1.3)	(0.4)	(0.2)	0.5	7.5	(5.3%)
Wealth Management	99.3	9.4	(10.2)	(0.8)	(0.3)	8.0	106.2	(0.8%)
Multi Asset funds	8.5	1.9	(1.8)	0.1	–	0.8	9.4	1.2%
Single Strategy funds	7.3	1.6	(2.4)	(0.8)	0.2	0.5	7.2	(11.0%)
Asset Management - gross segmental FUMA	15.8	3.5	(4.2)	(0.7)	0.2	1.3	16.6	(4.4%)
Intra-group FUMA ²	(5.9)	(1.7)	1.1	(0.6)	(0.2)	(0.5)	(7.2)	10.2%
Asset Management excluding intra-group	9.9	1.8	(3.1)	(1.3)	–	0.8	9.4	(13.1%)
Total Group	109.2	11.2	(13.3)	(2.1)	(0.3)	8.8	115.6	(1.9%)

1. The migrated assets column does not net to zero due to a change in the classification of certain IW&I FUMA which does not meet the criteria for inclusion within reported FUMA for the Rathbones group. There is no impact on revenue resulting from this change.

2. Intragroup FUMA comprises assets managed by the Asset Management segment which relates to propositions of the Wealth Management segment.



Financial review

Segmental review

Table 2. Breakdown of FUMA and flows by service level

Year ended 31 December 2025	Opening FUMA £bn	Gross inflows £bn	Gross outflows £bn	Net flows £bn	Transfers & migrated assets ¹ £bn	Market & investment performance £bn	Closing FUMA £bn	Net growth (flows) %
Rathbones Investment Management	52.9	7.4	(7.3)	0.1	34.7	9.4	97.1	0.2%
Bespoke portfolios	47.8	6.7	(6.8)	(0.1)	33.7	8.7	90.1	(0.2%)
Managed via in-house funds	5.1	0.7	(0.5)	0.2	1.0	0.7	7.0	3.9%
Multi-asset funds	3.1	0.6	(0.8)	(0.2)	–	0.3	3.2	(6.5%)
Rathbones discretionary and managed	56.0	8.0	(8.1)	(0.1)	34.7	9.7	100.3	(0.2%)
Non-discretionary service	0.7	0.1	(0.1)	–	0.9	0.1	1.7	0.0%
IW&I	43.0	1.2	(1.8)	(0.6)	(40.2)	(2.2)	–	(1.4%)
Single-strategy funds	6.8	1.3	(2.3)	(1.0)	–	0.4	6.2	(14.7)%
Execution only and banking	2.7	0.6	(1.0)	(0.4)	4.3	0.8	7.4	(14.8)%
Total Group	109.2	11.2	(13.3)	(2.1)	(0.3)	8.8	115.6	(1.9%)

1. The migrated assets column does not net to zero due to a change in the classification of certain IW&I FUMA which does not meet the criteria for inclusion within reported FUMA for the Rathbones group. There is no impact on revenue resulting from this change

Year ended 31 December 2024	Opening FUMA £bn	Gross inflows £bn	Gross outflows £bn	Net flows £bn	Transfers & migrated assets £bn	Market & investment performance £bn	Closing FUMA £bn	Net growth (flows) %
Rathbones Investment Management	48.8	5.3	(4.5)	0.8	1.2	2.1	52.9	1.7%
Bespoke portfolios	45.0	4.7	(4.1)	0.6	0.4	1.8	47.8	1.4%
Managed via in-house funds	3.8	0.6	(0.4)	0.2	0.8	0.3	5.1	5.1%
Multi-asset funds	2.5	1.0	(0.8)	0.2	0.1	0.3	3.1	7.7%
Rathbones discretionary and managed	51.3	6.3	(5.3)	1.0	1.3	2.4	56.0	2.0%
Non-discretionary service	0.7	–	–	–	–	–	0.7	(2.9%)
IW&I ¹	42.3	4.0	(5.0)	(1.0)	(0.3)	2.0	43.0	(2.5%)
Saunderson House	1.6	0.1	(0.5)	(0.4)	(1.2)	–	–	(26.8%)
Single-strategy funds	6.7	1.3	(1.9)	(0.6)	–	0.7	6.8	(8.1%)
Execution only and banking	2.7	0.4	(0.8)	(0.4)	0.2	0.2	2.7	(14.5%)
Total Group	105.3	12.1	(13.5)	(1.4)	–	5.3	109.2	(1.3%)



Financial review

Segmental review

Table 3. Reconciliation of closing FUM

Year ended 31 December 2025	Wealth Management FUMA £bn	Asset Management FUMA (Gross) £bn	Intra-group FUMA ¹ £bn	Asset Management FUMA (Net) ¹ £bn	Total Group FUMA £bn
Rathbones Investment Management	97.1	–	–	–	97.1
Bespoke portfolios	90.1	–	–	–	90.1
Managed via in-house funds	7.0	–	–	–	7.0
Multi-Asset funds	–	9.4	(6.2)	3.2	3.2
Rathbones Discretionary & Managed	97.1	9.4	(6.2)	3.2	100.3
Non-discretionary service	1.7	–	–	–	1.7
Single-Strategy funds	–	7.2	(1.0)	6.2	6.2
Execution Only	7.4	–	–	–	7.4
Total	106.2	16.6	(7.2)	9.4	115.6

1. FUMA of the Asset Management segment excludes £7.2bn of assets at 31 December 2025 which are managed by the segment but relate to propositions of the Wealth Management segment. This FUMA is reported within the Wealth Management segment.

Wealth Management

The activities of the Group are described on [pages 15 to 20](#). The Wealth Management segment comprises the activities described under investment management, financial planning and advice, complementary services and other specialist capabilities as set out on [page 19](#).

Wealth Management income is primarily driven by income margins earned from FUMA. Income margins are expressed as a basis point return, which depends on a mix of tiered annual fee rates and commissions charged for transactions undertaken on behalf of clients. Fee and commission income margins are calculated as annual income divided by the gross average FUMA of the segment.

Funds under management and administration

Year-on-year changes in the key performance indicators and other metrics for Wealth Management are shown in [table 4](#). Total Wealth Management FUMA increased by 6.9% to £106.2 billion as at 31 December 2025. This has been driven by market movements which were positive for the year overall and more than offset the 0.8% negative net flows position reported for the segment for 2025.

While the overall net flows position was negative, this represented an improvement relative to the prior year net outflow position of 1.1%. [Table 5](#) reconciles the movement in Wealth Management FUMA during the year.

Gross inflows remained strong in 2025 at 9.5% of opening FUMA. The Wealth Management segment continued to broadly maintain levels of new business despite the focus of IW&I investment teams on the final stages of the IW&I integration process and the migration of IW&I clients onto the Rathbones operating platform. This particularly affected the first half of the year, with gross inflows increasing during the second half of the year by £0.7 billion relative to the first half. Gross outflows improved by £0.5 billion (4.7%) relative to the prior year but remained elevated at 10.3% of opening FUMA, being higher during the second half of the year, particularly prior to the UK Autumn Budget. Despite the increase in gross outflows ahead of the UK Budget, net outflows for the final quarter of the year were the lowest quarter of the year at £64 million, representing 7.7% of the total net outflows for the year of £830 million.

We continue to see positive net inflows in respect of those clients who receive financial planning services in addition to investment management services. Net inflows linked to internal financial planning advisors were £0.3 billion during 2025. We continue to pursue our objective of increasing the proportion of our client base who utilise our financial planning service.



Financial review

Segmental review

We continue to respond to changes in the external financial advisor market, which include continuing consolidation of IFA firms and increased appetite for different investment solutions. The launch of the Core MPS service during 2025 is an important step to ensuring the breadth of our investment solutions remain competitive in this channel.

Table 4. Wealth Management – Key performance indicators and other metrics

	2025	2024
FUMA at 31 December ¹	£106.2bn	£99.3bn
Rate of total net growth (net flows) in Wealth Management funds under management and administration ²	(0.8%)	(1.1%)
Revenue margin ³ (bps)	68.1	67.5
Number of Investment Management clients ⁴	119,100	114,700
Number of investment managers ⁵	631	630

1. FUMA disclosed on a gross basis (inclusive of intra-group FUMA).

2. See table 5 (percentages calculated on unrounded figures)

3. Revenue margin based on fee and commission income, expressed in 'basis points' (bps). See table 8

4. The increase in the period is driven by an alignment of the methodology for calculating this number following the migration of IW&I onto Rathbones core systems.

5. The method of calculating the number of investment managers was revised in 2025 following changes in the organisation which resulted in an alignment of methodologies. The number of investment managers in 2024 have been restated.

Table 5. Wealth Management – Funds under management and administration

Year ended 31 December	2025 £bn	2024 £bn
As at 1 January	99.3	96.1
Inflows	9.4	9.7
Outflows	(10.2)	(10.7)
IW&I Migrated assets	(0.3)	–
Market movement, investment performance and transfers	8.0	4.2
As at 31 December	106.2	99.3
Rate of total net growth	(0.8%)	(1.1%)

Turnover of Investment Managers has remained low during 2025. Outflows linked to Investment Managers who left IW&I prior to the announcement of the combination have continued to decline over the year and reached negligible levels by the end of the year.

The net amount of £0.3 billion relating to IW&I migrated assets shown in table 5 comprise FUMA of the IW&I business that does not qualify for disclosure within the Rathbones Group.

Financial performance

Underlying profit before tax for the Wealth Management segment increased by 2.3% in the year to £206.9 million. This represents an underlying operating margin of 24.7% (2024: 24.8%).

Net investment management fee income increased by £9.5 million (1.7%) in 2025. This reflects higher levels of FUMA during the year which has been driven by market growth and has offset the impact of net outflows of FUMA noted above.

Whilst headline FUMA has increased by 6.9% during the year overall, the average FUMA at the key quarterly billing dates is only 2.4% higher than the prior year. This reflects the fall in asset values at the end of the first quarter following the announcement of widespread tariffs by the US government. The resulting low point in the value of portfolios coincided with the first quarterly billing of investment management fees of the year on 31 March and 4 April 2025 which had a significant adverse impact on fee income prior to the market recovery which followed.

Transaction based commission increased by 3.9% to £95.4 million (2024: £91.8 million). Transaction activity remained buoyant during the year, elevated by investment opportunities following the fall in asset values at the end of the first quarter and subsequent recovery, along with heightened activity ahead of the UK Autumn Budget.

Net interest income increased by £22.5 million. Net interest income needs to be considered in conjunction with Other income, as prior to the IW&I migration, the income generated from IW&I client money deposits was reported within Other income. The net increase across these two income streams is £6.9 million. This overall increase is primarily driven by £6.0 million of synergy benefit resulting from the higher net interest margin that is generated under the Group's banking model relative to the client money model which IW&I operated under prior to the migration of IW&I clients onto the Rathbones platform. The reductions in the UK base rate that arose during the year had a relatively modest impact on the net interest margin, as we were able to maintain the margin on deposits, which is the largest element of the segment's liquidity. In addition, the full effect of base rate reductions does not fully arise immediately as a result of our treasury investments.

Fees from advisory services increased by 6.8% to £58.2 million as we continue to use our financial planning capability to increase the number of new and existing clients who receive financial planning services.



Financial review

Segmental review

Table 6. Wealth Management – Financial performance

	2025 £m	2024 £m
Net investment management fee income ¹	584.6	575.1
Net commission income	95.4	91.8
Net interest income	84.8	62.3
Fees from advisory services ²	58.2	54.5
Other income	14.9	30.5
Operating income	837.9	814.2
Underlying operating expenses ³	(631.0)	(612.0)
Underlying profit before tax	206.9	202.2
Underlying operating margin	24.7%	24.8%

1. Net investment management fee income is stated after deducting fees and commission expenses paid to introducers

2. Fees from advisory services includes income from trust, tax and financial planning services

3. See table 9

Table 7. Wealth Management – Average funds under management and administration

	2025 £bn	2024 £bn
– Q1	94.5	95.9
– Q2	99.4	98.7
– Q3	103.1	99.2
– Q4	106.2	99.6
Quarterly average ²	100.8	98.4

1. Current and prior year FUMA disclosed on a gross basis (Inclusive of intra-group FUMA). Previously this table was presented on the basis of net FUMA in the Annual Report & Accounts

2. Quarterly average FUMA

Underlying operating expenses increased by 3.1% to £631.0 million despite the increased benefit of synergy delivery during the year. The increase in synergies reduced operating costs by £23.9 million relative to the prior year but this was offset by other factors with the key elements being:

- Salary and general cost inflation
- The rise in employer's NIC and FSCS levies
- Higher variable staff costs linked to higher income levels
- Non-recurring costs incurred in the year, which include those relating to executive changes.

The integration of IW&I during 2025 has resulted in a movement in the individual operating expense line items shown in table 9. During 2024, prior to integration, IW&I was not making significant use of group shared services and was maintaining the cost of IW&I-specific enablement functions. Post integration in 2025 these functions all now form part of the shared service functions which explains the reduction in total staff costs and increase in other operating expenses (which includes the cost of shared services).

Table 8. Wealth Management – Revenue margin

	2025 bps	2024 bps
Basis point return ¹ from:		
– fee income	58.6	58.5
– commission	9.5	9.0
Basis point return on FUMA	68.1	67.5

1. Fee or commission income, divided by the average gross funds under management and administration on the quarterly billing dates (see table 7)

Table 9. Wealth Management – Underlying operating expenses

	2025 £m	2024 £m
Staff costs		
– fixed	219.1	233.9
– variable	117.7	129.5
Total staff costs	336.8	363.4
Other operating expenses	294.2	248.6
Underlying operating expenses	631.0	612.0
Underlying cost/income ratio ¹	75.3%	75.2%

1. Underlying operating expenses as a percentage of operating income (see table 6)



Financial review

Segmental review

Asset Management

The financial performance of the Asset Management segment is principally driven by the value of funds under management (FUM). Year-on-year changes in the key performance indicators and other metrics for Asset Management are shown in table 10. The FUM stated represents the value of assets managed by the segment gross of intragroup assets, being those relating to services of the Wealth Management segment which utilise the funds managed by the Asset Management segment.

Table 10. Asset Management – Key performance indicators and other metrics

	2025	2024
FUM at 31 December ¹	£16.6bn	£15.8bn
Rate of net growth in Asset Management FUM ¹	(4.4%)	4.3%
Underlying profit before tax ²	£31.2m	£25.4m

1. See table 12

2. See table 14

Table 11. Asset Management – Funds under management by product

	2025 £bn	2024 £bn
Rathbone Multi-Asset Portfolios	7.6	6.9
Rathbone Global Opportunities Fund	3.8	4.1
Rathbone Ethical Bond Fund	1.9	2.0
Other funds	3.3	2.8
	16.6	15.8

Funds under management

Overall FUM in the Asset Management segment grew by 5.1% to a record level of £16.6 billion at the end of 2025. This was driven by rising investment markets but was partially offset by the continuing challenging environment for net flows.

The Asset Management segment reported net outflows of £0.7 billion (2024: net inflows £0.6 billion) for the year which equates to a negative rate of growth of 4.4% (2024: growth of 4.3%). Conditions remained tough across the broader asset management industry and the position on single strategy fund flows has been particularly challenging with a net outflow of £0.8 billion in 2025 (2024: net outflow of £0.6 billion). Growth in the multi-asset funds was significantly lower than 2024 but still reported a net inflow of £0.2 billion (2024: £1.2 billion). Total net flows for the segment include inflows relating to services of the Wealth Management segment which amounted to £0.6 billion (2024: £1.0 billion). After excluding these intragroup inflows, net outflows were £1.3 billion (2024: net outflows of £0.4 billion).

Gross inflows reduced by 20% to £3.5 billion, which illustrates the more difficult backdrop for growth that continued across the industry. The reduction in inflows was particularly pronounced in the multi-asset funds where flows were down £0.9 billion (31%) relative to 2024. Single strategy gross inflows were materially in line with 2024.

Gross outflows increased by 10.5% to £4.2 billion which was predominately driven by outflows from single strategy funds of £2.3 billion (2024: £1.9 billion). Multi-asset outflows were broadly in line with 2024.

During the year we continued to see the benefits of having a diverse range of fund offerings and the use of these funds as investment solutions to support the Wealth Management segment. The flows generated from the Wealth Management segment includes the Core MPS range which launched in 2025 and which we expect to be an area of growth for the Group. The business also launched the Asia excluding Japan fund and the Charity Growth & Income Fund (CAIF) during the year. Whilst these new funds report modest inflows in their early stages, they represent important enhancements to the breadth of our overall asset management offering.

Performance has been more challenging during 2025 and table 13 shows quartile performance for the main single strategy funds. The Ethical Bond fund continues to perform well and is in the top quartile over both one and three years. Both the Ethical Bond and Global Opportunities fund remain top quartile since launch. The aggregate performance across all funds in 2025 was 0.8% above benchmark and an annualised 1.3% above benchmark over the last three years.

Table 12. Asset Management – Funds under management

Year ended 31 December	2025 £bn	2024 £bn
As at 1 January	15.8	13.8
Net flows	(0.7)	0.6
– inflows ¹	3.5	4.4
– outflows ¹	(4.2)	(3.8)
Market movement, investment performance and transfers ²	1.5	1.4
As at 31 December	16.6	15.8
Rate of net growth	(4.4)%	4.3%

1. Valued at the date of transfer in or out

2. Impact of market movements and relative performance



Financial review

Segmental review

Table 13. Asset Management – Performance^{1,2,4}

2025/(2024) Quartile ranking ³ over	1 year	3 years	5 years
Rathbone Ethical Bond Fund	1 (1)	1 (2)	2 (2)
Rathbone Global Opportunities Fund	3 (2)	2 (3)	3 (1)
Rathbone Income Fund	2 (4)	3 (3)	2 (3)
Rathbone Strategic Bond Fund	3 (2)	2 (3)	3 (3)
Rathbone UK Opportunities Fund	4 (3)	3 (4)	4 (4)

1. Quartile ranking data is sourced from FE Trustnet

2. Excludes multi-asset funds (for which quartile rankings are prohibited by the Investment Association (IA)), High Quality Bond Fund, which has no relevant peer group against which to measure quartile performance, non-publicly marketed funds and segregated mandates

3. Ranking of institutional share classes at 31 December 2025 and 2024 against other funds in the same IA sector, based on total return performance, net of fees (consistent with investment performance information reported in the funds' monthly factsheets)

4. Funds included in the above table account for 39% of the total FUM of total FUM of the Asset Management segment.

Financial performance

Asset Management income is primarily derived from annual management charges, which are calculated on a daily basis on the value of FUM in each fund, net of rebates payable to intermediaries.

Net annual management charges increased by 3.9% to £82.5 million during 2025. This reflects the rise in average FUM over the year. However, there was a further 1.4bps reduction in the overall fee income yield to 51.8bps as the multi-asset funds, which are lower yielding than single strategy funds, continued to grow as a proportion of overall funds under management. The multi-asset funds now make up 56.6% of total FUM (2024: 53.8%).

Underlying operating expenses decreased by 3.7% to £54.2 million (2024: £56.3 million) during 2025. Total staff costs decreased by £3.7 million as the impact of higher fixed staff costs linked to salary inflation and headcount growth to support new fund launches was offset by a normalisation in the level of variable staff costs following the elevated charge in 2024 which related to the accounting for deferred share awards. Other operating expenses increased by 5.7% reflecting both inflation and costs associated with new fund launches.

Table 14. Asset Management – Financial performance

	2025 £m	2024 £m
Net annual management charges	82.5	79.4
Interest and other income	2.9	2.3
Operating income	85.4	81.7
Underlying operating expenses ¹	(54.2)	(56.3)
Underlying profit before tax	31.2	25.4
Operating % margin ²	36.5%	31.1%

1. See table 15

2. Underlying profit before tax divided by operating income

Table 15. Asset Management – Underlying operating expenses

	2025 £m	2024 £m
Staff costs		
– Fixed	9.9	7.9
– Variable	14.8	20.5
Total staff costs	24.7	28.4
Other operating expenses	29.5	27.9
Underlying operating expenses	54.2	56.3
Underlying cost/income ratio ¹	63.5%	68.9%

1. Underlying operating expenses as a percentage of operating income (see table 14)



Financial review

Financial position

Summary of financial positions

As a banking group, Rathbones is required to operate in accordance with the requirements relating to capital resources and banking exposures prescribed by the Capital Requirements Regulation, as applied in the UK by the Prudential Regulation Authority (PRA). The Group is required to ensure it maintains adequate capital resources to meet its combined Pillar 1 and Pillar 2 requirements.

Table 16. Group's financial position

	2025 £m (unless stated)	2024 £m (unless stated)
Own funds ¹		
– Common Equity Tier 1 ratio ²	18.0%	19.0%
– Total own funds ratio ³	19.4%	20.6%
– Total retained earnings	578.5	279.8
– Tier 2 subordinated loan notes ⁴	39.9	39.9
– Total risk exposure amount	2,778.3	2,521.9
– Leverage ratio ⁵	17.3%	21.1%
Other resources:		
– Total assets	5,217.2	4,290.1
– Treasury assets ⁶	3,633.0	2,737.4
– Investment Management loan book ⁷	145.1	76.0
– Intangible assets from acquired growth ⁸	436.9	468.5
– Tangible assets and software ⁹	54.7	62.5
Liabilities:		
– Due to customers ¹⁰	3,284.4	2,352.1
– Net defined benefit pension asset	0.6	0.5

1. Stated inclusive of the retained profit for the year ended 31 December 2025 which became verified profit on 25 February 2026, but prior to taking into account the proposed final dividend relating to 2025.

2. Common Equity Tier 1 capital as a proportion of total risk exposure amount

3. Total own funds (see table 17) as a proportion of total risk exposure amount

4. Represents the carrying value of the Tier 2 loan notes (see note 27)

5. Tier 1 capital as a percentage of total assets, excluding intangible assets, plus certain off-balance-sheet exposures

6. Balances with central banks, loans and advances to banks and investment securities

7. See note 16 to the financial statements

8. Net book value of acquired client relationships and goodwill (note 21)

9. Net book value of property, plant and equipment and computer software (notes 18 and 21)

10. Total amounts of cash in client portfolios held by Rathbones Investment Management as a bank (note 23)

The Group's Pillar 3 disclosures are published annually on our [website](#) and provide further details about regulatory capital resources and requirements. The Group's key financial positions are set out in table 16.

The Group's CET1 and total capital ratios decreased year on year, reflecting both an increase in the Pillar 1 capital requirement (see table 18) and the return of surplus capital to shareholders up to 31 December 2025 relating to the share buyback. The increase in the requirement was driven by the migration of IW&I clients to Rathbones Investment Management Limited (RIM) from April 2025. Client deposits, which were previously held off balance sheet by IW&I under CASS requirements, became on-balance sheet banking deposits and were subsequently invested in accordance with the RIM treasury mandate. This change resulted in a higher Pillar 1 credit risk charge.

The share premium reduction completed in July 2025 increased retained earnings but was neutral from a regulatory capital perspective. In addition, the Group launched a £50 million share buyback programme in September 2025, under which £36.2 million of shares had been repurchased in the market by year end. The resulting reduction in share capital was largely offset by lower CET1 regulatory deductions.

The leverage ratio was 17.3% at 31 December 2025, reduced from 21.1% at 31 December 2024. The leverage ratio represents our Tier 1 capital (own funds) as a percentage of the Group's total assets (i.e. the 'exposure measure'), excluding central bank exposure and intangible assets. Whilst total assets and Tier 1 capital increased in the year due to the IW&I client migration, assets excluded from the exposure measure (central bank exposure and regulatory deductions) represented a lower proportion of the balance sheet. This resulted in a decrease to the leverage ratio.

At 31 December 2025, neither RIM nor the Group was subject to a minimum leverage ratio requirement.

Capital management

The Group continues to maintain a robust capital base, with a surplus of capital above the regulatory minimum of £197.5 million at 31 December 2025 (including retained profit for the year ended 31 December 2025 which became verified profit on 26 February 2026, but prior to reflecting the proposed final dividend relating to 2025 of £70.1 million). The Group successfully completed its £50 million share buyback programme in February 2026. As we continue to apply our capital allocation framework, we have announced an extension of £20 million to the buyback programme, subject to regulatory approval. The Board will continue to review the Group's capital position to inform future capital allocation decisions, taking into account regulatory requirements and strategic priorities.

Capital resources

At 31 December 2025, the Group's regulatory own funds (including retained profit for the year ended 31 December 2025 which became verified profit on 26 February 2026) were £539.3 million (2024: £520.2 million). This figure is prior to taking into account the proposed final dividend relating to 2025. Own funds consisted of both Common Equity Tier 1 and Tier 2 capital (see table 17).



Financial review

Financial position

Table 17. Group's regulatory own funds¹

	2025 £m	2024 £m
Share capital and share premium ²	12.3	323.3
Reserves	1,402.9	1,104.2
Less:		
Own shares	(63.3)	(68.1)
Intangible assets ³	(852.0)	(878.7)
Retirement benefit asset ⁴	(0.6)	(0.5)
Common Equity Tier 1 own funds	499.3	480.2
Tier 2 own funds	40.0	40.0
Total own funds	539.3	520.2

1. Stated inclusive of the retained profit for the year ended 31 December 2025 which became verified profit on 26 February 2026, but prior to taking into account the proposed final dividend relating to 2025.
2. Following Court approval, on 11 June 2025, £317,824,953 of the company's share premium account was cancelled and converted to distributable retained earnings to allow for more efficient management of shareholders' capital. The cancellation had no net impact on the company's total equity.
3. Net book value of goodwill, client relationship intangible assets and software is deducted directly from own funds, less any related deferred tax
4. The retirement benefit asset is deducted directly from own funds

The Tier 2 eligible own funds equate to £40.0 million of ten-year subordinated loan notes, which were issued in October 2021 and have a carrying value of £39.9 million. The notes introduced a small amount of gearing into our balance sheet as a way of financing future growth in a cost-effective and capital-efficient manner. They are repayable in October 2031, with a call option for the issuer annually from 2026. Interest is payable at a fixed rate of 5.6% per annum until the first option call date, and at a rate of 4.9% over Compound Daily SONIA thereafter (note 27).

When taking the capital requirement into account, the resulting capital surplus at the end of 2025 of £197.5 million represents a decrease of £9.7 million relative to the surplus of £207.2 million as at 31 December 2024.

Capital requirement

The Group's own funds requirement (see table 18) is the combined total of both the Group's Pillar 1 and Pillar 2 requirement. The Pillar 2 requirement consists of both the Pillar 2A, set by the PRA, and the combined regulatory buffer requirement.

Table 18. Group's own funds requirements

	2025 £m	2024 £m
Credit risk requirement	89.2	75.2
Market risk requirement	–	–
Operational risk requirement	133.1	126.6
Pillar 1 own funds requirement	222.3	201.8
Pillar 2A own funds requirement	0.6	0.6
Total Capital Requirement (TCR)	222.9	202.4
Combined buffer:		
Capital Conservation Buffer (CCB)	69.5	63.0
Countercyclical Capital Buffer (CCyB)	49.5	47.6
Total Capital Requirement (TCR) and Combined buffer	341.8	313.0

Pillar 1 own funds requirement

Pillar 1 determines a total risk exposure amount (also known as 'risk-weighted assets') for the Group, taking into account expected losses in respect of the Group's exposure to credit, counterparty credit, market and operational risks. The combined exposure amount equates to the minimum requirement for the amount of capital the Group must hold.

The increase in credit risk to £89.2 million in 2025 was driven by the migration of IW&I clients to RIM from April 2025, whereby IW&I's client money balances previously held off balance sheet under CASS requirements were recognised as on-balance sheet banking deposits and invested in line with the existing RIM treasury mandate.

At 31 December 2025, the Group's total risk exposure amount was £2,778.3 million (2024: £2,521.9 million). This increase was also migration driven.

Pillar 2A own funds requirement

The Pillar 2 requirement supplements the Pillar 1 minimum requirement with firm-specific Pillar 2A requirements and a framework of regulatory capital buffers.

The Pillar 2A own funds requirement is set by the PRA as part of its supervisory review process and the calculation of it remains confidential to the PRA. The requirement reflects those risks that are specific to the firm that are not fully captured under the Pillar 1 own funds requirement. The Group-specific risks that are reflected in the Pillar 2A requirement are set out overleaf:



Financial review

Financial position

Interest rate risk in the banking book

The Group operates on a non-trading book basis, whereby all assets held are with the intent of holding to maturity. Assets are not actively traded in secondary markets for speculative purposes. The resulting interest rate risk represents losses that could arise for a 2% parallel shift in the Bank of England base rate. The exposure would measure the time to reprice interest bearing assets and liabilities.

Concentration risk

Greater potential exposure as a result of the concentration of borrowers located in the UK relative to other overseas jurisdictions.

Combined buffer requirement

The Group is also required to maintain two regulatory capital buffers, both of which must be met with CET1 capital.

The capital conservation buffer (CCB) is a general buffer, designed to provide for losses in the event of a stress, and is set by the PRA. The CCB is set at 2.5% of the Group's total risk exposure amount as at 31 December 2025.

The countercyclical capital buffer (CCyB) reflects the credit conditions and overall health of the financial system in a particular jurisdiction. The firm specific CCyB reflects the weighted average of rates for relevant credit exposures. For relevant UK credit risk exposures, the percentage rate that applies is set by the Financial Policy Committee (FPC) of the Bank of England. For other jurisdictions where the Group has exposures, the percentage rate applicable to each jurisdiction is applied and set by their respective prudential policy makers.

The percentage buffer rate for UK exposures is currently 2.0%. The Group has relevant credit exposures in other jurisdictions where a different rate applies, resulting in a weighted rate of 1.78% as at 31 December 2025.

Capital and liquidity monitoring

As required under PRA rules, we perform an Internal Capital Adequacy Assessment Process (ICAAP) and Internal Liquidity Adequacy Assessment Process (ILAAP) annually for the consolidated Group. Both processes include performing a range of stress tests to determine the appropriate level of regulatory capital and liquidity that the Group should hold above the regulatory minimum.

In addition, we monitor a wide range of capital and liquidity ratio statistics on a daily and monthly basis. Surplus capital levels are forecast monthly, taking account of anticipated dividend and investment requirements, to ensure that appropriate buffers are maintained. Investment of proprietary funds is controlled by our Group treasury department.

We routinely horizon scan across the regulatory landscape to ensure we maintain our compliance with future changes in prudential requirements. Our preparations for the incoming Basel 3.1 regime and the accompanying Small Domestic Deposit Takers (SDDT) regime are progressing and are a key focus for the Group.

Total assets

Total assets at 31 December 2025 were £5.2 billion (2024: £4.3 billion), of which £3.3 billion (2024: £2.4 billion) represents the cash element of client portfolios that is held as a banking deposit.

RIM treasury assets

As a licensed deposit taker, Rathbones Investment Management Limited (RIM) holds the Group's surplus liquidity on its balance sheet together with clients' cash. Cash in client portfolios held on a banking basis of £3.3 billion (2024: £2.4 billion) (note 23) represented 3.2% of total Investment Management funds under management and administration at 31 December 2025 which is consistent with the prior year (2024: 3.2%). Cash held in client money accounts was £6.5 million (2024: £27.6 million), this decrease is due to a lower proportion of client settlements transactions outstanding in the market over the year end. These balances are held off balance sheet in accordance with the Client Money Rules of the FCA.

The value of treasury assets held with the Bank of England increased to £1.5 billion (2024: £1.2 billion), as did investment in marketable securities. The increases were driven by the migration of IW&I clients to RIM with funds invested in accordance with our treasury policy and risk appetite.

The Group's treasury department, reporting through the Group's Banking Committee to the Board, operates in accordance with procedures set out in a Board-approved treasury manual and monitors exposure to market, credit and liquidity risk as described in note 32 to the financial statements. It invests in certain securities issued by a diversified range of highly-rated counterparties. These counterparties must be single 'A' rated or higher by Fitch at the time of investment and are subject to regular review by the Banking Committee.



Financial review

Financial position

IW&I client migration

On migration, IW&I client deposits held off-balance sheet under CASS rules transferred to RIM. These deposits have since been held by RIM, on-balance sheet on a banking basis and managed by the Group treasury department in line with existing Board-approved limits, as set out in the treasury manual.

Loans to clients

Loans are provided as a service to Wealth Management clients who have short- to medium-term cash requirements. Such loans are normally made on a fully secured basis against portfolios held in our nominee, with a requirement that the value of the loan is covered two times by the value of the secured portfolio. Loans are usually advanced under five year facilities (see note 15 to the financial statements). Alternatively, charges may be taken on property held by the client to meet security cover requirements, which applies in a small number of cases.

Our ability to provide such loans is a valuable additional service to clients who require short- to medium-term finance, typically for bridging finance when buying and selling their homes.

Loans advanced to clients increased to £146.8 million at end of 2025 (2024: £76.0 million), which was driven by the novation of £61.1 million of loans from Investec Bank to RIM for former IW&I clients.

Intangible assets

Intangible assets arise principally from business combinations and are categorised as goodwill and client relationships. Intangible assets reported on the balance sheet also include purchased and developed software.

At 31 December 2025, the total carrying value of goodwill and client relationship intangible assets was £941.8 million (2024: £973.4 million). During the year, client relationship intangible assets of £13.6 million were capitalised (2024: £11.6 million). A total of £3.8 million of client relationship intangible assets were disposed of in the year, relating to cessations of individual relationships.

Client relationship intangible assets are amortised over the estimated life of the client relationship, which is generally a period between 10 and 15 years. The total amortisation charge for client relationships in 2025, including the impact of any lost relationships, was £41.4 million (2024: £42.2 million).

Capital expenditure

Capital expenditure during 2025 amounted to £4.8 million (2024: £48.7 million).

Capital expenditure in 2025 has returned to normal levels following the elevated costs in 2024 driven by the enlarged Group's property strategy.

Defined benefit pension schemes

We operate two defined benefit pension schemes. With effect from 30 June 2017, we closed both schemes, ceasing all future benefit accrual and breaking the link to salary.

At 31 December 2025 the combined schemes' liabilities, measured on an accounting basis, had increased to £88.6 million, up 0.8% from £87.9 million at the end of 2024. This increase primarily reflects changes in financial and demographic assumptions.

On 9 April 2024 both schemes invested in a bulk annuity policy to match their liabilities as part of a 'buy-in' process. The Schemes' assets are now therefore almost entirely invested in bulk policies, with some residual funds in the Schemes' bank accounts or cash deposits. The reported position of the schemes as at 31 December 2025 was a surplus of £0.6 million (2024: surplus of £0.5 million).



Financial review

Liquidity and cash flow

As a bank, RIM and the Group are subject to the PRA's ILAAP regime, which requires a suitable liquid assets buffer to be held to ensure that short-term liquidity requirements can be met under certain stressed scenarios. Liquidity risks are actively managed on a daily basis and depend on operational and investment transaction activity.

Cash and balances at central banks amounted to £1.5 billion at 31 December 2025 (2024: £1.2 billion). We continue to hold a substantial portion of the Group's overall liquidity with central banks. The increase during the year is predominately driven by the migration of IW&I client balances.

Cash and cash equivalents, as defined by accounting standards, includes cash, money market funds and banking deposits, which had an original maturity of less than three months (see note 32 to the financial statements). Consequently, cash flows, as reported in the financial statements, include the impact of capital flows in treasury assets.

Net cash inflows from operating activities in the year largely reflect a £937.0 million increase in banking client deposits (2024: £90.2 million decrease) and a £154.6 million increase in interest received (2024: £147.6 million). Loans and advances to customers increased by £72.3 million in the year (2024: decrease of £21.8 million) predominately due to the novation of loans from Investec Bank. These movements reflect the effect of the migration of IW&I clients and assets onto the Rathbones banking model.

Table 19. Extracts from the Consolidated Statement of Cashflows

	2025 £m	2024 £m
Cash and cash equivalents at the end of the year	1,768.7	1,459.2
Net cash inflows from operating activities	1,066.2	293.6
Net change in cash and cash equivalents	309.5	156.3

Cash used in investing activities included a net outflow of £589.1 million from the purchase of certificates of deposit (2024: net inflow of £18.6 million), as we utilised the balances transferred as a result of the IW&I client migration to maintain our proportion of treasury assets held in marketable instruments. All investment decisions were made under the existing low risk appetite framework set by the RIM Banking Committee.

The other significant non-operating cash flows during the year were as follows:

- outflows relating to the payment of dividends of £98.4 million (2024: £56.9 million)
- outflows relating to payments to acquire intangible assets of £4.1 million (2024: £9.7 million), which includes payments in respect of awards made to recently recruited investment managers in relation to the delivery of new business growth, along with the development of client software applications
- outflows of £4.8 million relating to capital expenditure on tangible property, plant and equipment (2024: £46.9 million).



Responsible business review

Overview of responsible business

Our commitment to being a responsible business is core to our values and underpins our purpose. It shapes what we do and how we do it. Responsibility is woven throughout our business strategy, and this approach is core to our day-to-day decision-making.

Following the update to our responsible business framework in 2024, we have continued to build out and embed our strategy throughout 2025.

Working closely with teams across the business, we've focused on setting up and integrating workstreams to deliver against each theme of the framework, identifying appropriate metrics, and ensuring continued alignment with emerging regulation.

Management of responsible business

We create long-term value for stakeholders through strong governance and clear accountability, monitoring our progress and reporting transparently. Our Responsible Business Committee (RBC), set up in 2020, has overall oversight of responsible business. In 2025, it met every quarter to discuss current and emerging responsible business matters, including climate and nature, human rights, our approach to community investment and supplier management and support of our inclusion activities.

Further support for responsible business is provided by other committees and governance bodies across the Group. These include the Group Responsible Investment Committee (RIC), which oversees the application of our Responsible Investment Policy and the Rathbones Group Foundation which supports the community investment activities of the Group. To find out more about the RBC and other committees, please see our [Responsible Business Update](#).

Working together

We cannot address global sustainability challenges alone, so we align with recognised initiatives and frameworks, and work with regulators and partners to meet stakeholder expectations. Key affiliations are listed on our website, and in our Responsible Business Update, including the United Nations Global Compact (UNGC), Climate Action 100+ and The Women in Finance Charter.

Looking forward

In 2026, we will continue to embed our strategy, building a responsible business for tomorrow. We will conduct a double materiality assessment to further strengthen our strategic areas of focus. This will also ensure we are aligned and in a strong position to meet future stakeholder, regulatory, and reporting requirements.

- Responsible business
- Partnerships
- Responsible Business Update

Our responsible business strategy

Our responsible business strategy is built around four themes and brings together our work across all environmental and social topics. It provides a clear framework to help us act, measure progress and report in line with recognised sustainability standards.

Above all, the responsible business strategy supports our purpose: **to help more people invest their money well, so they can live well**, ensuring responsible business is embedded in how we create long-term value for our clients, colleagues, and communities.



Our responsibility across environmental and social topics



Responsible business review

Our responsible business progress in 2025

Clients

Applying an active and thoughtful approach to client service, marketing practices and responsible investment.

[Read more page 25 →](#)

[Read more page 41 →](#)

Areas of focus	Progress
Client service, experience and product offering	We rolled out our Charity Authorised Investment Fund (CAIF) and our Donor Advised Fund (DAF). In addition, RAM achieved SDR labels, sustainability focused, for six funds.
Responsible marketing	98% of colleagues have completed vulnerable client training
Responsible investment	Undertook 857 engagements (2024: 743) on topics including net zero, executive pay and modern slavery 26% of in-scope FUMA have set Science Based Target initiative aligned targets

Colleagues

Ensuring our people are safe, supported and treated fairly.

[Read more page 26 →](#)

[Read more page 42 →](#)

Areas of focus	Progress
Culture and values	eNPS score of -8! We completed our culture evaluation, supporting the launch of our new values
Employee learning and development	Completed a talent review, launched leadership programmes, and supported colleagues development through experience, peer learning and cross-firm networks.
Inclusion	Seven employee networks brought together members from Rathbones, supporting broader inclusion.
Early careers development	22 apprentices in the business (and welcomed eight new starters)
Health, wellbeing and safety	28 colleagues trained as mental health first aiders

1. For further details please see [page 51](#)

Communities

Ensuring we support positive change in our industry and our communities.

[Read more page 44 →](#)

[Read more page 55 →](#)

Areas of focus	Progress
Community investment	0.4% of pre-tax profit invested in our local communities, supporting over 60 charity partners at both a national and regional level
Financial inclusion and education	Nine Rathbones financial awareness sessions run, and our support for Young Enterprise and Money Ready continued
Entrepreneur support	Hosted six Rathbones Inspire sessions in 2025 which involved 390 participants
Policy engagement	Responded to public consultations and engagements with industry bodies, regulators and government officials on matters ranging from Transition Planning, SDR requirements, and UK Sustainability Reporting Standards

Governance

Enhancing our governance through embedding privacy, human rights, nature and climate risk considerations in our decision-making process.

[Read more page 45 →](#)

[Read more page 68 →](#)

Areas of focus	Progress
Human rights and supplier engagement	85% of our in-scope suppliers were reviewed through our responsible business assessment. Topics raised include net zero commitments and modern slavery
Corporate governance and ethics	98.2% of in-scope employees completed anti-bribery and corruption training
Operational GHG emissions and environmental impacts	Resource consumption: 71% of sites, 89% of total consumption is sourced from a renewable electricity tariff (2024: 61% of offices, 66% of consumption) Carbon intensity Scope 1 and 2 – location-based emissions (tCO ₂ e/FUMA £bn): 9.0 (down from 10.7 in 2024)



Responsible business review

Our responsible business progress in 2025

Clients

Applying an active and thoughtful approach to client service, marketing practices and responsible investment.

- Stewardship Report
- Climate Report
- Responsible investment policy
- Our investment in fossil fuels
- Who we help
- Our services
- Responsible investment

Client service, experience and product offering

Clients are at the heart of our strategy, and their interests guide everything we do. We develop a clear view of their evolving needs, preferences, and behaviours through ongoing client engagement so we can tailor the client experience, product offerings, and distribution channels.

Our commitment to delivering valuable propositions, exceptional service, and leading practices underpins both our success and our responsibility as a trusted partner.

In 2025, we strengthened our Client Office with a new organisational structure comprising six key functions and corresponding leadership roles, designed to cover every stage of the client lifecycle. We completed the migration of clients from IW&I to Rathbones, continued to enhance our digital offering through MyRathbones and Rathbones Financial Planning Online, and began exploring responsible AI solutions to further improve client experience. The Client Office also enhanced our client segmentation and client care programme, embedding the voice of clients more deeply across the client journey.

We launched an upgraded Managed Portfolio Service (MPS): a competitive, client-ready advisor investment solution for Independent Financial Advisors (IFAs). We also rolled out our Charity Authorised Investment Fund (CAIF), specifically designed for Charities, and our Donor Advisory Fund (DAF). In addition, RAM achieved SDR labels, sustainability focused, for six funds. More detail on our approach to client service and new product development can be found in our [Responsible Business Update](#) page 09.

Responsible marketing

We continued to make strong progress against our regulatory agenda in 2025, including Consumer Duty: a reflection of our ongoing commitment to putting clients first. We reviewed and refreshed our responsible marketing training materials to align with our updated brand identity, and made all content available to colleagues via Seismic. Training on anti-greenwashing and supporting vulnerable clients also remained a key part of our learning offer. More on this can be found in the [Responsible Business Update](#) page 10.

Responsible investment

As a wealth manager, we are responsible for investing on our clients' behalf to help them achieve their long-term goals. We recognise that environmental, social and financial stability are interconnected, and that robust management of these factors is in our clients' best interests. Therefore, we prioritise engagement with companies where we can drive positive change on systemic, material issues and are prepared to escalate our engagement activity or reduce our holdings in companies that present significant risks in these areas. Our 2025 engagement plan defined our priority engagement issues, where we can play a leading role in shaping the overall direction and strategy of our engagements. These included the environment (climate change, water and nature and biodiversity), society (modern slavery, sustainability in mining) and governance. Overall, we undertook 857 engagements and voted on over 10,000 resolutions to drive change.

Other notable achievements in 2025 included reviewing our Responsible Investment Strategy and updating our Responsible Investment Policy. We also introduced, for internal use, our first set of sectoral ESG standards and developed our climate transition plan. We also further enhanced our in-house data sharing tool X-Ray, which allows investment managers to view portfolios across a range of financial and non-financial criteria. Our RI oversight included updates for key committees and reviews to align with the Green Claims Code and Consumer Duty considerations. See more in our [Stewardship Report](#).

Our carbon investment targets

After updating our Science Based Targets initiative (SBTi)-aligned targets following the integration with IW&I, 26% of in-scope¹ funds under management and administration (FUMA) had their near-term SBTi targets validated in 2025, up from 24% at the end of 2024. We therefore remain on track to meet our 2030 near-term target of 55%. For more information please see our [Climate Report](#).

1. In scope FUMA includes equity, bonds, fixed income, structured products, collectives and passive funds



Responsible business review

Our responsible business progress in 2025

Colleagues

Ensuring our people are included, supported and treated fairly.

→ Careers

→ Our colleagues

Culture and values

We are a people business, so it is imperative that our strategy helps foster a culture that drives performance and builds long, rewarding careers for our colleagues. Based around a common set of corporate values and a commitment to inclusion, we are focused on leveraging the talent in our business, as we develop more career paths, build leadership skills and manage succession.

Following a review across the combined Rathbones and IW&I businesses, including workshops, focus groups, surveys and interviews, we refreshed our purpose: “To help more people invest their money well. So they can live well.” Our values, we aim high, we get it done, we show we care and we do the right thing, mirror our brand promises and signal our long-game approach: building trust over time through good results, deep relationships and responsible behaviours. Introduced via senior leader briefings and colleague engagement, these values now shape performance conversations and, learning and decision-making across the organisation, guiding how we work together and deliver for clients.

Throughout the year, our management team and the Board have continued to engage with our people through a variety of channels to ensure an open dialogue. Read more about our [employee engagement](#) and [our culture](#).

Employee learning and development

We invest in the learning and development of our colleagues and seek to give everyone the opportunity to develop the skills and knowledge they need to deliver at their best. Our NextGen IM Network supports early-career investment professionals by expanding their skills, confidence and organisational awareness. Trainee and Assistant Investment Managers gain hands-on investment experience, engage with senior leaders across the firm and take responsibility for organising speakers, events and activities. The Network fosters peer learning, encourages idea-sharing and strengthens cross-firm connections, helping young talent grow professionally while bringing the ‘one Rathbones’ vision to life.

Health, wellbeing and benefits

The wellbeing of our colleagues is a priority. We have a range of provisions in place to support their mental and physical health. In 2025, we enhanced our benefits package with improved menopause and fertility support, gender dysphoria cover, and additional assistance for breast cancer diagnoses. Employees also gained access to new wellbeing resources, support networks, and voluntary dental insurance, reflecting our commitment to colleague wellbeing.

We continued to offer access to our Employee Assistance Programme, including a free and confidential phone and online advice service. We also continued to offer access to annual health assessments, a virtual GP service and adult care support.

We are proud to have achieved Menopause Friendly Employer accreditation from Henpicked in 2025, recognising our commitment to creating a supportive and inclusive workplace. This milestone reflects the dedication of our colleagues, and underscores our focus on wellbeing, engagement and retention.

More information about the services offered by our Wellbeing Team and the work of our inclusion networks can be found in the [Responsible Business Update](#).

Early careers development

In 2025, we strengthened our early careers programme, with a clear focus on widening access, improving representation and building long-term talent pipelines.

We enhanced engagement across schools, universities and early-career professionals, with targeted action on gender diversity and social mobility. Strategic partnerships remained central: we continued our involvement with Future Asset in Scotland, joined GAIN (Girls Are Investors) in England, and supported PIMFA’s Make It campaign.

We also expanded outreach through Insight Days, careers events and Bright Network initiatives. Our Apprenticeship Academy welcomed eight new apprentices across London, Glasgow and Edinburgh, and we introduced a new graduate cohort across multiple offices. The 2023 graduate cohort progressed into Associate roles, demonstrating the strength of our development pathway.



Responsible business review

Our responsible business progress in 2025

Inclusion

At the end of 2025, our Board had four female directors out of nine, which meant we met the commitment of female board representation for FTSE 350 companies. We also had seven female members of our Group Executive Committee (GEC). We are signatories to the Women in Finance Charter and as of September 2025 we reached 36.2% female representation in senior management compared to 30.8% in 2024. This result demonstrated that we met our target of 35% by 2027 early. Reporting on compliance requirements can be found to the table on the right.

Addressing our gender pay gap is a key component of achieving our commitment to equality and inclusion. Rathbones' mean gender pay gap in 2025 was 29.2%, IW&I 41.9% (2024: Rathbones 31.2% and IW&I 42.2%). To read more on our approach, please see our [Gender Pay Gap Report](#) on our website.

In 2025, we continued to bring colleagues from the whole organisations together across our seven Inclusion Networks. These colleague-led groups focus on improving representation, enabling those from underrepresented groups and their allies, to connect and drive positive change in support of our inclusion vision. We were pleased to work with several organisations to support our work. These include LGBT Great, Progress Together, 93% Club, Henpicked, Women in Banking and Finance, and our membership of the Business Disability Forum. We are a certified Disability Confident Employer, committed to creating an inclusive and accessible workplace for colleagues with a disability. In 2025, we also achieved gold level in the Armed Forces Covenant.

To support our work we launched 'Inclusion at Rathbones' training, with more than 3,000 colleagues having completed it throughout the year. We also integrated Inclusive Leadership into leadership training (Accelerate). To date, 69% of employees (61% in 2024) have shared their diversity data with us (for more details, see the table on the right).

Measuring our diversity

Success Factors, the platform on which we ask employees to self-report their demographic data, covers many of the Equality Act 2010 protected characteristics. It is a secure system with the necessary governance and controls to store confidential personal data. The data is accessible to a limited number of our people team. The data extracted from Success Factors will always be aggregated, anonymised, with teams of less than 10 not being reported on.

[Our Board diversity data page 89](#) →

[Colleagues page 51](#) →

→ [Inclusion](#)

→ [Gender Pay Gap Report](#)

		Total number of employees	Percentage of total employees
Gender diversity at 31 December 2025			
Men	2025	1,770	53%
	2024	1,886	52%
	2023	1,236	54%
Women	2025	1,582	47%
	2024	1,717	48%
	2023	1,049	46%
Other categories	2025	-	-
	2024	-	-
	2023	-	-
Not specified/prefer not to say	2025	-	-
	2024	-	-
	2023	-	-

		Total number of employees	Percentage of total employees
Ethnic diversity at 31 December 2025			
White British or other White (including minority white groups)	2025	2,026	60.4%
	2024	2,243	62.3%
	2023	1,267	54.45%
Mixed/Multiple Ethnic Groups	2025	58	1.7%
	2024	65	1.8%
	2023	22	0.96%
Asian/Asian British	2025	149	4%
	2024	186	5.2%
	2023	98	4.29%
Black/African/Caribbean/Black British	2025	53	1.6%
	2024	73	2.0%
	2023	32	1.40%
Other ethnic group, including Arab	2025	15	0.4%
	2024	13	0.4%
	2023	22	0.96%
Not specified/prefer not to say	2025	1,051	31.4%
	2024	1,023	28.4%
	2023	844	36.94%



Responsible business review

Our responsible business progress in 2025

Communities

Ensuring we support positive change in our industry and our communities.

- Responsible Business Update
- Championing communities
- Financial inclusion and education
- Entrepreneurs
- Policy engagement

Community investment

Through our business we aim to add value not only to our clients but also to the communities in which we operate. We work closely with regulators, partners, suppliers and communities to understand their aims and ambitions, working to align our approach to good practice across our programmes.

Following the integration of IW&I, our approach to Give As You Earn (GAYE) was reviewed, the matching of colleague donations was rolled out across the group at the level of £75 per month. This means in 2025 our matching was broadly level with 2024. We were also pleased to roll Microhive (previously known as Pennies from Heaven) out across the group. The charities supported were voted for by colleagues and FareShare and MIND are receiving our support.

Through the Rathbones Group Foundation over 25 charities were supported, including both national and regional partners. Our colleagues worked with partners like MOWLL, Love, Amelia and London Youth. We partnered with our inclusion networks to support partners like Walking with the Wounded.

In 2025, we contributed £572,700 or 0.4% of pre tax profit (2024: £699,793 or 0.7% of pre tax profit) through our community investment programme. More information on our engagement with communities can be found on page 23 in our [Responsible Business Update](#).

Financial inclusion and education

We recognise the importance of financial awareness in society and our role in supporting this. We continued our support for Young Enterprise and Money Ready, through volunteering and providing funding to support their programmes. During the year we engaged colleagues through webinars and in-office sessions highlighting the work our partners do delivering high-impact programmes to young adults facing real-world challenges.

In parallel, we also run a series of Rathbones financial awareness courses. We believe that education empowers better decision-making, helping to take control of the financial future with confidence. We run general sessions, along with female only courses and ones focused on the needs of 16–25 year olds. We had 275 attendees in 2025.

To read more about our work in financial awareness please see our standalone [Responsible Business Update](#).

Entrepreneurs

As a company with a long history of supporting entrepreneurs and multi-generational family-run firms, we are committed to supporting entrepreneurs, founders and business owners as they grow and scale. Through Rathbones Inspire, launched in 2023, we connect business leaders with peers, experts, and exclusive insights to help them navigate key challenges and seize new opportunities. Our experience investing in successful ventures means we understand the journey. In 2025, Inspire reached 390 participants and hosted six events, strengthening our commitment to building a thriving community of business visionaries.

Policy engagement

We continue to engage in industry-wide initiatives and government consultations across different aspects of responsible business practices. In 2025, we contributed to consultations on Transition Planning, SDR requirements, and UK Sustainability Reporting Standards.

We also contributed to other key consultations from bodies such as the Science Based Targets initiative and biodiversity frameworks; and supported industry calls for advancing diversity, equity and inclusion in the UK. Our teams engaged with the FCA on climate and sustainability reporting, ensuring our voice contributed to informing evolving regulatory standards.

By participating in industry initiatives and regulatory discussions, we seek to promote responsible business practices, which ultimately benefit our clients and communities.



Responsible business review

Our responsible business progress in 2025

Governance

We embed privacy, human rights, nature and climate risk considerations into our decision-making process.

→ Responsible Business Update

→ Responsible governance

→ Human rights

→ Climate

Human rights and supplier engagement

We continue to support the United Nations Global Compact (UNGC), in alignment with our support for the Universal Declaration of Human Rights (UDHR), and the International Labour Organization's (ILO) standards. As a business, we seek to respect human rights and are committed to preventing instances of child or forced labour in our operations or through the investments we make.

In 2025, we published our first human rights statement and enhanced our modern slavery disclosure, strengthening sections on training, governance, and policy. Our participation in the United Nations Global Compact's human rights and procurement working group, alongside engagement with the Institute for Human Rights and Business, deepened our expertise and informed our approach. We completed a review of grievance mechanisms, ensuring stakeholders have clear channels to raise concerns, and undertook a gap analysis against new Home Office guidance on modern slavery, prioritising recommendations for implementation. Training and awareness remained central, with colleagues from Procurement, Finance, Responsible Business, and Marketing teams attending Sustainability-focused sessions and sharing insights across the Group. Our 'Lunch and Learn' event on modern slavery, featuring the CEO of Justice & Care, fostered dialogue and engagement within the business. Supplier engagement was further strengthened through a comprehensive review and enhancement of our supplier questionnaires, assessment processes, and risk frameworks.

We introduced our first supplier code of behaviour and, in partnership with Procurement and Supply Management team, identified high-risk suppliers for targeted engagement. Updated questionnaires were issued to these suppliers, reinforcing our expectations on Responsible Business matters and responsible business conduct.

These actions reflect our ongoing commitment to upholding human rights and promoting transparency. We remain committed to continuous improvement, collaboration, and ensuring our practices align with evolving standards and stakeholder expectations.

Corporate governance and ethics

Feeling secure and trusting that they will not suffer adverse consequences helps our employees have the confidence to raise a concern about how we operate as a business. Training on our code of conduct and whistleblowing process happens every year. In 2025, four cases were raised via the whistleblowing process. At the end of the year, 98.2% (96.1% in 2024) of Rathbones' in-scope employees completed our anti-bribery and anti-corruption training. We also protect personal data and privacy through a combination of rigorous policies, advanced security measures, and adherence to regulatory requirements such as GDPR.

Sensitive information is handled with care, employing encryption, access controls, and regular vulnerability assessments to prevent unauthorised access or breaches. By fostering a culture of accountability and providing ongoing education on best practices, we empower both our team and stakeholders to uphold privacy standards. This proactive stance ensures the integrity and confidentiality of all personal and financial data entrusted to us.

Nature

In 2025, our specialist team, Greenbank, advanced integration of nature and biodiversity into its investment approach by setting initiation targets under the Finance for Biodiversity Pledge, conducting portfolio impact and dependency assessments, sharing their learnings with the rest of the Rathbones Group through our Climate and Nature Working Group. Read more about [Greenbank's nature targets](#).

GHG emissions and operational environmental impacts

We have committed to reaching net zero emissions by 2050 or sooner. We use several metrics to measure the progress of our net zero journey. We track progress against our operational targets, this is one way we determine how effectively we are responding to the climate-related risks and opportunities we have identified. Whilst our primary focus remains on reducing our impact, we continue to purchase carbon credits to offset our operational footprint. More information can be found in our [Climate Report](#).

04

Responding to market risks and opportunities

Our market environment	47
Section 172 statement	48
Our stakeholder framework	49
Risk management and control	57
Principal risks	62
Viability statement	66
Climate-related financial disclosures	67
Climate-related risks	73
Non-financial and sustainability information statement	76



Our market environment

The UK wealth management market is undergoing structural change, creating significant long-term opportunities for firms with trusted advice models, scale and flexibility. Rathbones is well-positioned to benefit.

1. Rathbones UK investable wealth model (incl. SIPPS), 2025–2030
2. ONS

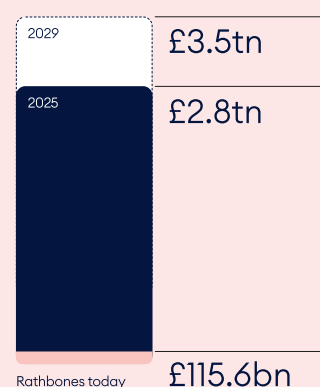
3. The Centre for Economics and Business Research (CEBR), 2023
4. Platform market overview, March 2025
5. EFAMA, ECB, BoJ, National Bank of Canada

Key trends

Market growth and wealth concentration

UK household financial wealth (>£150k) stood at £2.8 trillion in 2025 and is forecast to exceed £3.5 trillion by 2030¹. The High Net Worth (HNW) client segment (£1-5 million) is projected to grow at 6% CAGR by 2030¹. The number of individuals with £1 million or more in assets is forecast to grow by 39% by 2030 with the highest wealth concentration in London¹. This drives increasing client demand for personalised support, multi-asset solutions and sophisticated planning.

UK household financial wealth (>£150k)¹



Demographic shifts and intergenerational planning

The UK population is ageing: 46% aged 50+ by 2065². At the same time, wealth is being passed between generations at scale. An estimated £5.5 trillion will be transferred by 2050³, creating a major opportunity for inheritance planning, tax advice and relationship-based service models.



Regulation and client-first models

Regulatory expectations continue to increase. The FCA's Consumer Duty introduces more rigorous requirements around transparency, outcomes and value. This favours firms with established, advice-led models built on trust and long-term alignment.

Ongoing complexity in tax, pensions and financial policy is also fuelling demand for expert guidance. Rathbones is well placed to meet this need through its in-house financial planning, trust and tax services.



Behavioural shifts and expectations

Periods of economic volatility have increased demand for long-term planning and professional advice. 36% of UK wealth is still in cash deposits⁴. The UK has the lowest equity and fund penetration among the G7 countries⁵. Falling interest rates and the cash ISA cap are driving behavioural change. Digital adoption continues to rise, with more clients expecting 24/7 visibility and digital service alongside personal relationships. At the same time, demand for ESG and sustainable investing is growing, particularly among younger clients.

UK wealth still invested in cash deposits⁴

36%

Our response

Positioned to lead

Rathbones is evolving with the market, combining heritage and scale with innovation and agility.

Our integrated approach to financial planning and investment management is built around client outcomes, supported by in-house research, sustainable investment expertise and digital access through MyRathbones.

Following the integration of Investec Wealth & Investment, we are focused on improving agility, expanding our later-life and next-generation propositions, and capturing growth opportunities in a structurally expanding market.

Our client base is aligned to the growth curve. Rathbones is positioned in one of the densest and fastest-growing wealth pools (41% of total FUM in £1–5 million clients, 11% in £5–10 million)¹ with 52% of our FUM in London.

[Group CEO's review page 06 →](#)

[Our business model page 19 →](#)



Section 172 statement

Section 172 of the Companies Act 2006 requires the directors to act in a way they consider will promote the success of the company for the benefit of its stakeholders as a whole. Read more about the Board's key decisions this year, on [page 86](#).

The likely consequences of any decision in the long term

The Group operates within a corporate governance framework whereby responsibility for day-to-day decision-making is appropriately delegated. In considering its duty under section 172, the Board aims to ensure that the consideration of stakeholder interests and the Group's long-term success is embedded across its business, fostering business relationships with suppliers, clients and other stakeholders. The Board sets the strategy, culture and values, and develops and oversees the Group's framework of governance, risk management and internal controls to promote and safeguard the Group's long-term success. The strategic goals and objectives it sets are focused around developing the Group's proposition and service to fulfil the long-term needs of its clients whilst acting fairly as between members of the company.

The identification, management and mitigation of risks to the Group's business is key to ensuring the delivery of its strategy over the longer term, and the consideration of risk plays an important part in decision-making. The Group's Board and committee paper templates encourage paper authors to consider and highlight the impact on the Group's stakeholders of the matters covered. This acts as an aid to the Board in discharging its duties and facilitating focused debate, and is intended to provide an additional layer of comfort that paper authors have properly considered and taken into account the interests of stakeholders.

[Group CEO's review page 06 →](#)

[Our strategic priorities page 25 →](#)

[Our risk management framework page 58 →](#)

[Board decisions page 86 →](#)

Maintaining a reputation for high standards of business conduct

The Board supports the Chief Executive and the Group Executive Committee in embedding a culture that encourages the Group's colleagues to live our values and help the Group deliver on its strategic objectives and purpose. The Board approves and oversees the Group's adherence to policies that promote high standards of conduct and receives regular updates on the Group's culture through KPIs that form part of the Chief Executive's business performance update.

[Our purpose and values page 18 →](#)

[Risk management page 57 →](#)

[Governance: Chair page 79 →](#)

[NF&SI statement page 76 →](#)

[Directors' report page 113 →](#)

Our stakeholder framework

The firm has identified the following key stakeholder groups and by considering their perspectives, insights and opinions, the Board seeks to ensure outcomes of operational, investment or business decisions that are more robust and sustainable. Our approach supports the Board in meeting the six duties of s172 as outlined in the Companies Act 2006.

[Our stakeholder framework page 49 →](#)

[Responsible business page 39 →](#)

[NF&SI statement page 76 →](#)

Engaging with our key stakeholders

Our aim is to maintain an open and transparent approach to stakeholder engagement based on building constructive relationships with our key stakeholders and ensure there is a two-way dialogue.

Across the firm, there are many examples of stakeholder engagement influencing both day-to-day actions and strategic initiatives. The key strategic developments set out on [pages 49 to 56](#) illustrate some of our significant stakeholder considerations that informed the Board's decision-making during the year.

Our stakeholder engagement supports us in fulfilling our duties with regards to the interest of our employees, fostering relationships with our clients, suppliers and other key partners and our impact on the community and the environment.

[Clients page 50 →](#)

[Colleagues page 51 →](#)

[Workforce engagement page 52 →](#)

[Shareholders page 54 →](#)

[Societies and communities page 55 →](#)

[Partners and regulators page 56 →](#)

[NF&SI statement page 76 →](#)



Our stakeholder framework

We engage with our stakeholders because understanding what matters to them helps shape our decisions, strengthen relationships and support the long-term success of the Group. We use a variety of channels to stay in touch with the people and organisations most important to our business. The Board receives regular updates on stakeholder feedback and engagement outcomes. These insights help inform strategy, guide decision-making and ensure the Group remains accountable and responsive.



Clients

Why engagement matters

Our clients shape the direction of our business. By understanding their evolving needs, we can design the right products, services and experiences, driving long-term growth and strengthening client trust.

How we connect with stakeholders

- Focus groups and surveys.
- Client satisfaction survey.
- Regular meetings with investment managers and planners.
- User testing of digital tools.
- Events for private clients, intermediaries and IFAs.

How the board stays informed

The Group ExCo and the Board receive regular updates on client propositions, service levels and investment performance ensuring that the client perspective informs decision-making at the highest level.

[Read more page 50 →](#)



Colleagues

Why engagement matters

Our people power our success. Listening to them helps us build an inclusive, high-performing culture, supporting retention, development and delivery across the Group.

How we connect with stakeholders

- Day-to-day conversations and regular surveys.
- Group-wide townhalls, CEO Q&As and peer recognition.
- Focus on wellbeing, development and inclusion.

How the board stays informed

The Board hears directly from our Chief People Officer and workforce engagement NEDs, with regular insights on culture, capability and colleague feedback.

[Read more page 51 →](#)



Shareholders

Why engagement matters

Our shareholders provide the capital and confidence behind our long-term strategy. Engaging with them ensures alignment, transparency and sustained value creation.

How we connect with stakeholders

- Expanded analyst coverage.
- Meetings between investors and senior leaders.
- Independent perception study shared with the Board.

How the board stays informed

The Board hears investor views through direct meetings, broker updates, and questions raised at our AGM.

[Read more page 54 →](#)



Society and communities

Why engagement matters

Our ability to grow responsibly depends on the world around us. Engaging with society helps us act on climate, contribute locally, and embed purpose in everything we do.

How we connect with stakeholders

- Promote strong governance standards in our investment approach, including ESG-focused engagement with companies.
- Support local charities through the Rathbones Group Foundation and employee fundraising.
- Collaborate with industry bodies on evolving regulatory and reporting requirements.

How the board stays informed

The Board tracks progress through our responsible business programme, including climate action and community commitments.

[Read more page 55 →](#)



Partners and regulators

Why engagement matters

Our operations rely on strong foundations. Engaging with partners and regulators helps us stay resilient, meet high standards and deliver on our long-term commitments.

How we connect with stakeholders

- Transparent engagement with regulators, including the FCA and PRA.
- CEO membership of the FCA Practitioner Panel.
- Ongoing partnerships with key suppliers to support resilience.

How the board stays informed

The Board and its committees receive regular briefings on regulatory changes, operational risk, and partner performance helping ensure compliance and accountability across the Group.

[Read more page 56 →](#)



Our stakeholder framework



Clients

Strategic priorities



Stakeholder interests and engagement page 49 →

What we heard

- How is client migration progressing?
- What practical help can you share to help me achieve my financial goals, given the changing economic environment?
- What is the impact of changing executive leadership?
- How can you improve digital access and applications?
- Which issues impact my investments?

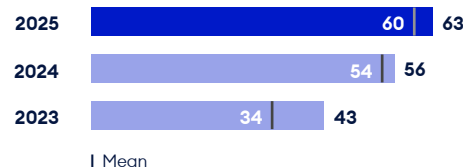
What we did

- Updated the platform we use to engage our clients
- Shared briefing papers on matters important to our clients' investments, for example integration of climate transition risk into asset allocation
- Regular communication from the CEO to update them on the progress of client migration
- Introduced propositions to meet client needs, e.g. Charity Authorised Investment Fund, Donor Advised Fund and Model Portfolio Service (MPS)
- Held nine financial awareness courses
- Welcomed around 400 entrepreneurs at six events through Rathbones Inspire
- Produced a hub in response to the autumn budget to support clients in navigating the changes and understand the impact
- Continued development of our digital offering including MyRathbones with 62% take up by clients
- Reviewed our client onboarding process to identify opportunities for improvement.

How we did

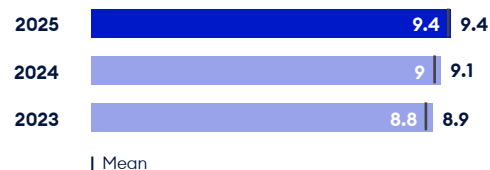
Net promoter score^{1,2,3}

Client likelihood to recommend Rathbones (-100% to 100%)



Satisfaction with their investment manager^{1,2,3}

Overall satisfaction with their primary investment manager (0 to 10)



1. The Benchmark is the average score of the eight firms who participated in the 2025 Alpha client survey. It is also the average from historic, NMG and AON benchmark client surveys
2. 2023 and 2024 data excludes IW&I
3. RIM clients sub £5m surveyed

Our strategic priorities

Enriching the client and advisor proposition and experience

Supporting and delivering growth



Case study



Improving client communication

Updating our client survey approach

In 2025, we launched a pilot client engagement programme with legacy RIM direct private clients under £5 million FUMA, marking the first phase of a multi-year approach to strengthening our client relationships.

The pilot focused on understanding perceptions of the overall relationship, rather than individual touchpoints, to provide a richer view of what clients value most. Centred on the behaviours that create trust, loyalty and advocacy, the insights are helping us shape a more distinctive and reputable brand.

In 2026, we will broaden the programme to all audiences – including high-value clients – using tailored approaches that reflect each relationship's unique nature.

Clients page 41 →



Our stakeholder framework



Colleagues

Strategic priorities



[Responsible business review page 39 →](#)

[Our purpose, culture and values page 18 →](#)

[→ Gender Pay Gap Report 2025](#)

What we heard

- What is the future corporate direction and what is my role within that?
- How will we bring the refreshed purpose, culture and values to life?
- Where can I find information to help me develop in my career?
- Colleagues expect the business to stand by our commitments despite changing external environments

What we did

- Announced new leadership to support the next stage of the Group's growth
- Updated our purpose, culture and values to reflect the expanded Group and ran awareness sessions on what this means to colleagues
- Connected our values to the employee appraisal process
- Communicated strategic and operational changes through employee townhalls, monthly CEO Q&As and team briefings
- Board visits to regional offices and continuation of our workforce engagement programme
- Confirmed our commitment to inclusion and diversity and continued to invest in our inclusion networks, including the creation of new forums, including the Advisory Council and Next Gen Council
- Refreshed and combined the Group benefits offering, including access to share plans, private medical, Give As You Earn and Microhive.

Overall Engagement slipped to 6.7 in October 25 (down from 6.8 in February 25) which is part of a trend linked to the period of significant change the business is experiencing. Employee sentiment will take time to stabilise post integration as new operating models, ways of working, leadership, and strategy priorities embed. Early signs of stabilising are emerging and through targeted actions and tailored support for our people, we would anticipate a steady improvement in overall engagement scores over the next 12 to 24 months.

How we did

Employee response rate

71%

2024: 72%

Overall engagement

6.7/10

2025: Benchmark 7.7
2024: 7.3 (Benchmark 7.9)

Employee net promoter score

Employee likelihood to recommend Rathbones

-8

2025: Benchmark 20
2024: 14 (Benchmark 26)

I feel well communicated with

6.6/10

2025: Benchmark 7.5
2024: 6.9 (Benchmark 7.6)

My manager cares about me as a person

8.4/10

2025: Benchmark 8.5
2024: 8.4 (Benchmark 8.6)

1. Benchmarks are set by Peakon and relate to the broader financial service sector clients

Our strategic priorities

Enriching the client and advisor proposition and experience

Supporting and delivering growth



Case study



Purpose and values

Updating our purpose, culture and values

Following the combination of Rathbones and Investec Wealth & Investment (UK), we undertook an inclusive, evidence-based review of our purpose, culture and values to create a unifying direction for the new Group.

Through extensive insight work with clients and colleagues across all business areas, we explored what people expect from a modern wealth manager and what makes our organisation distinctive.

The findings revealed strong alignment around integrity, long-term thinking and trusted relationships. These insights shaped our new purpose – to help more people invest their money well, so they can live well – supported by four shared values that guide how we work.

[Our purpose, culture and values page 18 →](#)



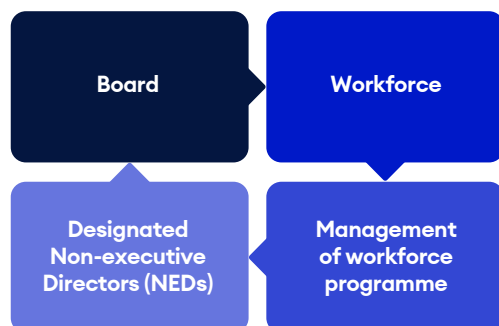
Our stakeholder framework

Workforce engagement

Our engagement framework

In accordance with provision 5 of the Code, the Board continues to engage with colleagues through our two designated Non-executive Directors, Iain Cummings and Dharmash Mistry to ensure effective two-way dialogue to engage and to receive feedback.

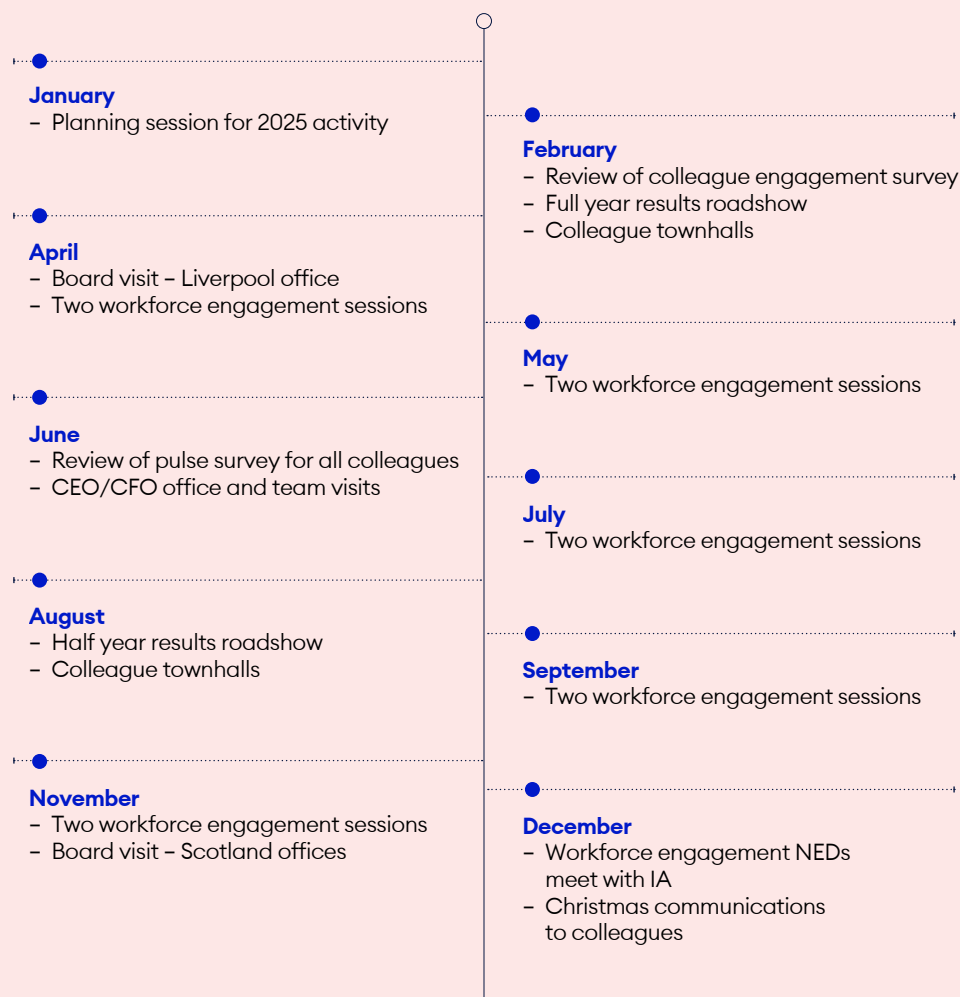
Our framework uses a variety of tried and tested employee engagement activities to provide a range of opportunities for employees to engage directly with Board members and GEC facilitated via a combination of engagement methods including face-to-face meetings, office visits and attendance at employee events. As our colleagues are an essential stakeholder in our business, it is vital that our Board members are exposed to their concerns and ideas and can consider how they relate to Rathbones' culture and strategy. In 2025, our engagement continued to focus on integration and was guided by both Board priorities and feedback from colleagues during 2024.



Key Board decisions page 86 →

Strategic priorities page 25 →

Our 2025 engagement programme



Employee feedback



It was great to hear different perspectives from across the organisation.



I believe the business goals are in line with where the company currently is and what needs to be improved.



The session was a safe space for honest dialogue with Board members listening without being defensive.



In-person sessions were generally preferred, though Teams was seen as a practical option for inclusivity and convenience.



I believe Rathbones is a very inclusive company with very good management that do try and better the work environment providing any support we need.



Our stakeholder framework

Workforce engagement

2025 progress

Our themes

Employee feedback

Rathbones response

Integration

- Completing the integration was a significant exercise that put strain on teams during a period of uncertainty.
- Cultural evolution of the firm following the changes in leadership and strategy. This will continue into 2026.
- Important focus on bringing the firm together and move to a normal operating model.
- A real focus on improving governance arrangements across the firm.

[Group CEO's review page 06](#) →

- Launch of the new purpose and values has provided colleagues with a new sense of direction with clear expectations.
- Positive signals around the refreshed strategy and leadership team recognition that there will be more change.
- Engagement and launch of uniformed remuneration structure for front office and support team members
- Governance arrangements are being reviewed to support and improve efficiency.

Process and efficiencies

- Processes were seen as overly complex and needing to improve.
- Persistence of paper-heavy and manual systems despite digitalisation efforts.
- A need to simplify and clarify processes to improve efficiency.

[Our strategic priorities page 25](#) →

- Colleagues are increasingly embracing the digitalisation of processes, and as priorities become clearer, this enables delivery.
- A review of end-to-end procedures has been completed with initiatives to be delivered.
- AI is seen as a future enabler with testing of new products being initiated.

Technology and systems

- Systems are fragmented and require harmonisation across the enlarged Group.
- Data integrity and quality needs to be improved in a harmonised manner.
- Various technology systems need to be delivered on a timely basis.

[Our strategic priorities page 25](#) →

- Significant investment made in new systems and procedures to improve efficiency. More to do in 2026.
- Announced the launch of a new CRM system in 2026 for both investment managers and Financial Planners.

Communications

- Messaging was seen as overly complex and impersonal.
- A need for simplicity and better information cascades.

[Colleagues page 51](#) →

- Implementation of monthly Q&A sessions with CEO and other executive directors.
- Steps put in place to focus communications on key messaging and implementation of cascade protocols.

Key areas for engagement in 2026

Each action will be owned by an ExCo member, with delivery embedded in 2026 performance objectives and progress reported to the Board. Progress will be tracked through Pulse surveys and shared via monthly town halls and CEO updates, enabling real-time feedback.

1 Reward

- Implementation of unified reward structure across group.
- Incentivise out-performance with new remuneration structure.

2 Career progression

- Delivery of Rathbones Institute to deliver skills and knowledge-based training and professional qualifications across the business.

3 Strategy

- Monthly townhalls to deepen understanding of strategy.
- Delivery of consistent messaging on strategy.

4 Accomplishment

- Introduction of CEO monthly email to celebrate success in initiatives and recognise teams and individuals for outstanding performance to embed 'good behaviour and performance'.



Our stakeholder framework



Shareholders

Strategic priorities



[Stakeholder interests and engagement page 49 →](#)

[Group CEO's review page 06 →](#)

What we heard

- How is client migration progressing?
- Has Rathbones' strategic positioning improved following the IW&I integration?
- What are the aims and ambitions of the new leadership?
- How do you plan to improve organic growth?
- Is there any gap in your product/service suite?
- How is the company navigating volatile markets and budget uncertainty?
- How do you think about capital allocation?

What we did

- Engaged top shareholders on the leadership changes
- Provided updates on our financial and strategic performance through our quarterly market updates and half-yearly results presentations
- Maintained a meaningful dialogue with the financial community, expanding our analyst research coverage and meeting existing and new investors
- Commissioned an independent analyst perception study, to gain insight into analysts' opinions
- Launched a retail investor showcase of our equity story in partnership with a third party, and redesigned our investor relations website
- Responded to several environmental, social and governance (ESG)-related questionnaires during the year and issued our Climate Report and Responsible Business Update
- Launched the first share buyback programme in our history, reinforcing our commitment to shareholder returns.

How we did

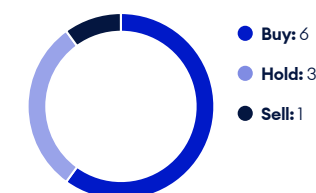
Number of investor meetings held in 2025¹



Number of new investors in 2025²



Analyst ratings³



1. Calculation methodology was changed for number of meetings in 2023, with one group meeting counted as one rather than reflecting the number of investors who attended
2. Number of new investors includes both retail shareholders and institutional investors
3. Source: Analyst notes, as at 6 January 2026

Our strategic priorities



Case study

Build market confidence through strategic clarity

Rathbones is entering a pivotal stage. With the IW&I integration complete, analysts see the year ahead as a chance to show clearer benefits of the combination, through clearer flow momentum and a sharper articulation of growth drivers.

There is strong support for the leadership team. Jonathan Sorrell's appointment is seen as an opportunity to refresh the strategy and re-engage the market. Analysts are anticipating an update that outlines the next phase of growth, resets expectations and reinforces the long-term opportunity.

Analysts point to opportunities to broaden Rathbones' appeal to younger clients, differentiate more clearly in a crowded market, with greater emphasis on financial planning and advice. The brand and heritage remain key assets to be leveraged more assertively.

Analysts also see potential in the updated capital allocation framework and share buyback programme, which could expand over time.

[Group CEO's review page 06 →](#)



Our stakeholder framework



Society and communities

Strategic priorities



Responsible business review page 39 →

→ Responsible Business Update

→ Stewardship Report

What we heard

- How are we maintaining our support for local communities?
- What is our role in supporting an increase in financial awareness?
- What role do you take in engaging investee companies on material issues?
- Are we still committed to reducing our environmental impact?
- When will we include nature in our environmental programmes?

What we did

- Continued to invest in charities through the Rathbones Group Foundation, giving £572,500 in 2025 (2024: £699,000)
- Rolled out matching of the Give As You Earn scheme to all colleagues, following payroll alignment. Introduced Microhive as another way for colleagues to give to charity
- Worked with Young Enterprise and Money Ready supporting financial awareness programmes across the UK
- Updated our engagement approach to reflect the aims and ambitions of the expanded Group
- Worked with partner organisations to engage companies as investor coalitions on matters such as climate transition plans and executive remuneration
- Submitted our updated Science Based Targets to the SBTi for validation
- Drafted our first climate transition plan to be published in H1 2026
- Greenbank analysed the nature exposure of their clients' assets, in alignment with their commitment to Finance for Biodiversity
- Published thought leadership papers on the approach and findings of the nature review.

How we did

Carbon disclosure project (CDP) score



In 2024 CDP updated their scores post publication of our report. This was due to a calculation error which corrected our score from a D to a B-.

Direct engagement with investee companies



Total amount donated



Our strategic priorities

Enriching the client and advisor proposition and experience

Inspiring our people

Supporting and delivering growth

Operating more efficiently



Case study

Our community commitment

In 2025, we strengthened our community impact by maintaining partnerships across our regional hubs, supporting youth-focused charities such as London Youth through volunteering, training and multi-year funding commitments. Colleagues helped deliver financial education initiatives, including Global Money Week activities and programmes with Young Enterprise and Money Ready, supporting access to vital financial skills for young people. Through the Rathbones Group Foundation, we continued grant-making across hubs despite tighter budgets, ensuring all offices could maintain a local charity partnership. We also engaged policymakers on sustainability reporting and human rights, reinforcing our role as a responsible business contributing to thriving communities.

Communities page 44 →



Our stakeholder framework



Partners and regulators

Strategic priorities



[Responsible business review page 39 →](#)

[Risk management and control page 57 →](#)

What we heard

- Has the combination created value for stakeholders?
- How was client migration was delivered?
- How have we responded to Consumer Duty regulation?
- Do we engage our supplier partners on the issues that matter to us?
- How did we engage and respond to incoming regulation, including the UK Sustainable Reporting Standards and Transition Plan consultations?

What we did

- Shared regular updates on progress against our synergy targets with our stakeholders
- Communicated progress on client migration regularly
- Trained our Board on key topics. See our website for more information
- Reviewed and updated our supplier onboarding process, including our ESG questionnaire
- Drafted and rolled out a supplier code of conduct
- Maintained a constructive and engaged relationship with HMRC, the FCA, the PRA and the SRA
- Interacted with industry bodies and associations we are members of to ensure we are engaged with issues impacting our industry
- Responded directly, and through our industry partners, to government consultations.

How we did

% of suppliers paid within 30 days



% of payments made to suppliers in agreed timeframe



Our strategic priorities

Enriching the client and advisor proposition and experience

Supporting and delivering growth



Inspiring our people

Operating more efficiently

Case study



Our supplier code of conduct

In 2025, we enhanced our approach to responsible sourcing with the introduction of a Supplier Code of Conduct. Developed jointly by our Responsible Business and Group Supplier Management teams, and formally approved by the Responsible Business Committee in November 2025, the Code sets out clear expectations for all Rathbones suppliers across ethical conduct, human rights, environmental stewardship and alignment with UK net zero commitments.

Embedding this Code into our supplier management framework will strengthen consistency and accountability across our supply chain. It builds on wider progress in our human rights work, including the use of ESG supplier questionnaires.

[Governance page 45 →](#)



Risk management and control

Our approach to risk management is fundamental to supporting the delivery of our strategic objectives. Our risk governance and risk processes are designed to enable the firm to manage risk effectively in accordance with our risk appetite and to support the long-term future of the firm.

Managing risk

The Board has overall responsibility for risk management across the Group, regularly assessing the most significant risks and emerging threats to the Group's strategy. The Board delegates oversight of risk management activities to the Group Risk and Audit Committees. Our risk governance and risk management framework supports the Chief Executive and executive committee members with their day-to-day responsibility for managing risk.

Risk culture

The risk culture embedded across the Group enhances the effectiveness of risk management and decision-making. The Board promotes a strong risk culture, reinforced by our executive and senior management team, which encourages appropriate behaviours and collaboration on managing risk across the Group.

Risk management is an integral part of everyone's day-to-day responsibilities and activities; it is linked to performance and development, as well as to the Group's remuneration and reward schemes. We aim to create an open and transparent working environment, encouraging employees to engage positively in risk management in support of the achievement of our strategic objectives.

Risk governance and three lines of defence

We operate a three lines of defence model to support risk governance and risk management across the Group.

Governance

Board

Sets strategy and risk appetite across the Group, and is ultimately accountable for risk management.

Audit Committee

Monitors and reviews the effectiveness of internal controls with oversight of the internal audit function in line with the Group's risk profile on behalf of the Board. It also oversees the appointment and relationship with the external auditor.

Group Risk Committee

Oversees effectiveness of the risk management framework and activity across the Group. Advises the Board on risk appetite, risk assessment, risk profile and risk culture.

Executive Committee Executive Risk Committee Banking Committee

Executive committees with responsibility for management of risk and internal control across the Group.

Business areas and lines of defence

1

First line of defence

Senior management
Business operations and control functions

Responsibility

Managing risk in line with risk appetite by developing and maintaining an effective system of risk management and internal control.

2

Second line of defence

Risk, compliance and
financial crime functions

Responsibility

Managing the risk management framework and the independent monitoring, oversight and challenge of first line risk management activity.

3

Third line of defence

Internal audit

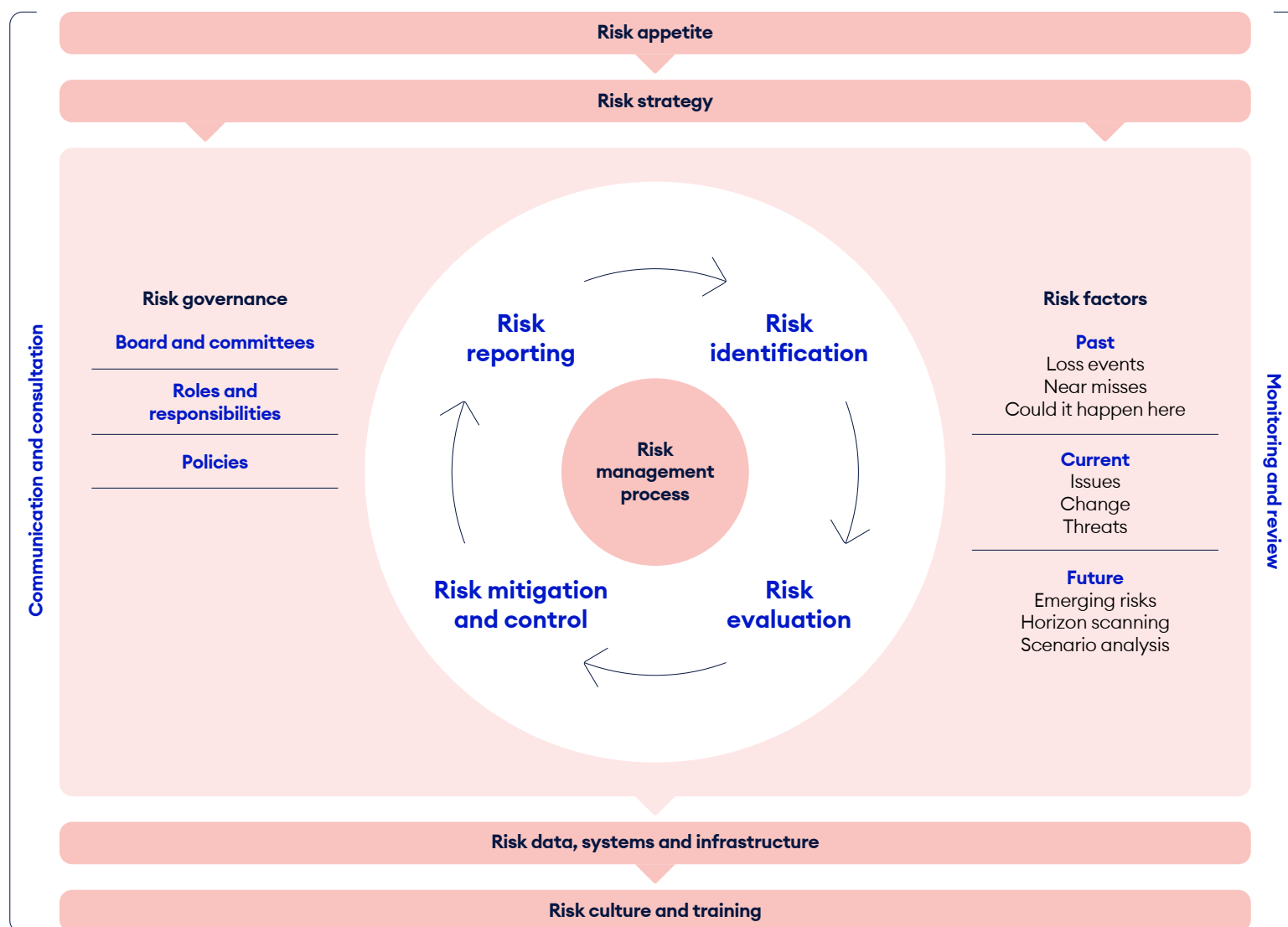
Responsibility

Providing independent assurance to senior management on the effectiveness of governance, risk management and internal control.

Risk management and control

Risk management framework (RMF) overview

Our RMF provides the foundation for identifying, evaluating, managing and reporting risk and continually improving the effectiveness of risk management throughout the firm.





Risk management and control

Risk appetite

The Board approves the firm's risk appetite statement and framework at least annually to ensure it remains consistent with our strategic objectives and prudential responsibilities.

Specific appetite statements and measures are set for each principle risk. The risk appetite framework supports strategic decision-making as well as providing a mechanism to monitor our risk exposures. Regular assessments are reported to the Executive Risk Committee, Group Risk Committee and the Board.

The Group's risk appetite is purposefully differentiated across business, financial and non-financial risk categories, reflecting a willingness to accept proportionate levels of business and financial risk where this supports strategic growth objectives, while maintaining a very low to no appetite for conduct, regulatory and operational risks that could undermine client outcomes, resilience or the delivery of the Group's strategy. In light of current economic conditions and the evolving regulatory landscape within the sector, the Board maintains a low overall risk appetite in line with our strategy.

Following the integration of IW&I, an assessment of metric thresholds and time horizons was completed. No material changes to risk appetite measures are proposed until the new organisational design is fully embedded.

Our strategic priorities

Enriching the client and advisor proposition and experience

Supporting and delivering growth

Inspiring our people

Operating more efficiently



Risk categories	Risk appetite statement	Strategic alignment
Business and strategic risk	Business and strategic risks will be identified and actively managed to protect the ability to deliver sustainable growth. Change initiatives will be orientated towards longer-term client, stakeholder and societal expectations.	Business resilience Supporting and delivering growth
Financial risk	Financial risks will be actively managed to preserve the Group's overall resilience. Credit and market risk exposures will be managed to Board approved instruments and limits in order to protect company assets and maintain prudent levels of liquidity and regulatory own funds. The Group will also continually monitor and respond to risks arising from its pension scheme obligations.	Financial resilience Supporting and delivering growth
Non-financial risk (conduct and operational)	Conduct and regulatory risks associated with our business are recognised; however, we have no appetite for intentionally inappropriate behaviour or action by any entity within the Group or employees that could have a detrimental impact on clients, key stakeholders and our reputation. Operational risks and losses can arise from inadequate or failed internal processes, people or systems, or from external events. We have an extremely low appetite for losses and no appetite for systemic or materially high risk events that could affect the operational resilience of important business services.	Regulatory and operational resilience Enriching the client and advisor proposition and experience Inspiring our people Operating more efficiently



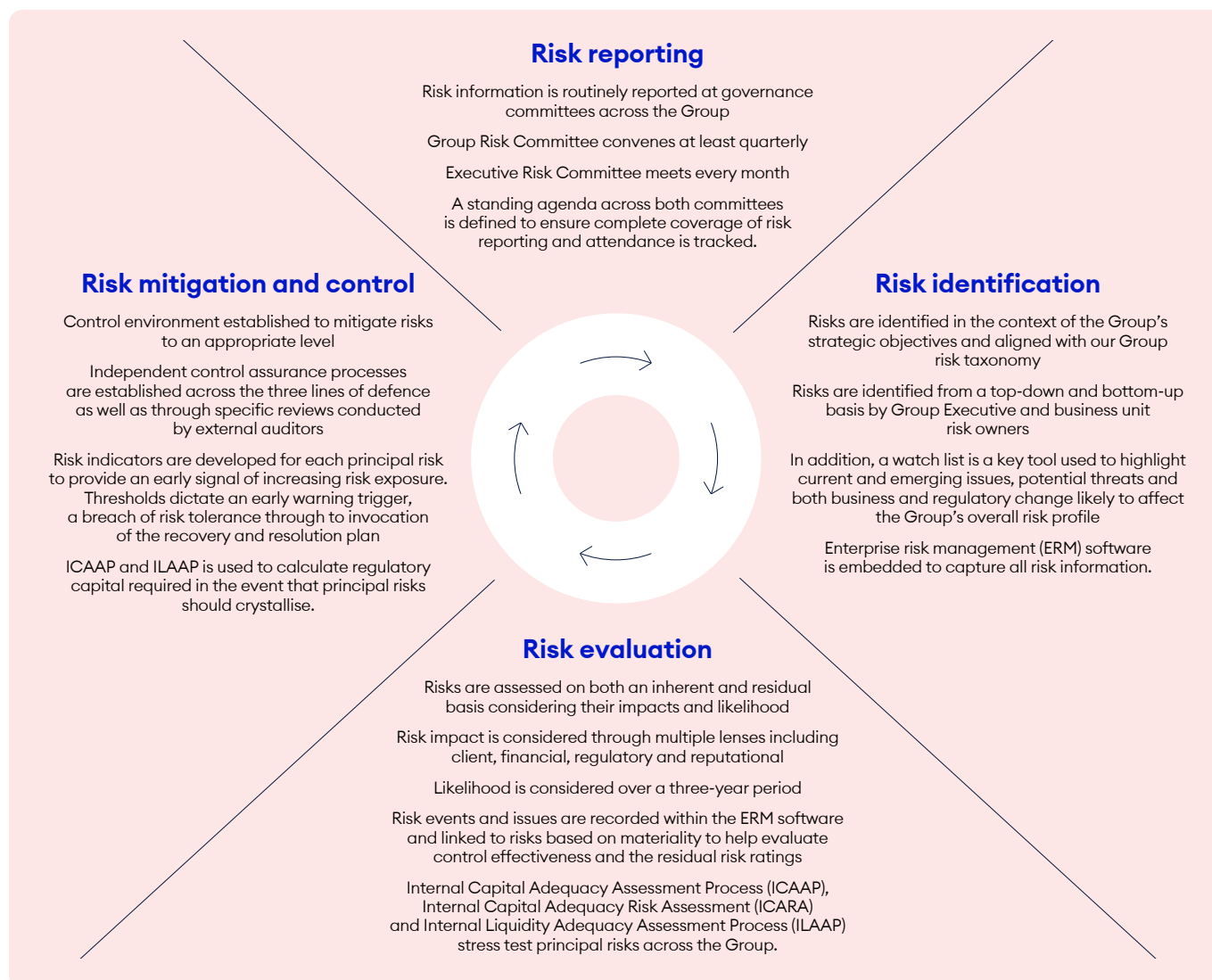
Risk management and control

Risk management process

Our risk management framework is a defined approach to identify, assess and respond to risks that could affect delivery of strategic objectives and annual business plans. The Board, executive and senior management are actively involved in this process.

Risks are identified within a three-tier hierarchy, with the highest level containing business and strategic, financial, conduct and operational risks. Risks are assessed on an inherent and residual basis across a three-year period according to several impact criteria, which include consideration of the internal control environment and other mitigants.

To reflect the enlarged scale of the business following the integration of IW&I, the impact assessment thresholds were expanded to give a better perspective of materiality.





Risk management and control

External emerging risks and threats

Emerging risks, including legislative and regulatory change, which have the potential to impact the Group and delivery of our strategic objectives, are monitored through our watch list.

During the year, the executive committee continued to recognise and respond to a number of emerging risks and threats to the financial services sector as a whole and to our business.

Our view for 2026 is that we can reasonably expect current market conditions and uncertainties to remain, given the wide range of global economic and political scenarios which could emerge.

Near term

Global political tensions

Global geopolitical risk levels have risen sharply towards the end of 2025 and remain a threat to financial stability. Volatility in US foreign and economic policies has emerged as a primary source of global instability seen in tariff retaliations and military operations. War between Russia and Ukraine persists and instability continues in the Middle East. Uncertainty and market volatility is expected to continue in the near term.

UK and global economic challenges

Rathbones view is that the global economy remains resilient. Indicators point to modest but improving growth in the US however it may slow early in 2026 as tariffs push inflation higher. The eurozone shows clear improvement, powered by pent-up demand, fiscal support, and deregulation. China's slowdown persists, with property market stress still evident. In the UK, headline inflation has peaked, and we expect it to fall further. The US faces underlying rates closer to 3%. Tariffs and wage pressures are contributing to this persistence but are likely to fade in the second half of the year. In contrast, eurozone inflation is back near the European Central Bank's 2% target, with few signs of renewed upward pressure.

Cyber threats

The sophistication and velocity of cyber attacks will pose a high-level threat in 2026. Notable cyber attacks in 2025 highlighted supply chain vulnerabilities and caused operational disruption. Attackers are using automation and AI to accelerate attack cycles. AI-driven deepfakes and social engineering campaigns are reaching unprecedented realism. Rathbones is committed to ensuring we remain resilient to cyber threats.

Artificial Intelligence

Artificial Intelligence (AI) in the wealth sector presents significant opportunities, but it also introduces material risks. Key concerns include potential data privacy and security vulnerabilities particularly if deployed on client information. With increased adoption comes the need to enhance control and oversight of its use.

Medium term

Changing regulatory expectations

The wealth management sector faces a dynamic regulatory environment with continuing emphasis on Consumer Duty, client outcomes, financial crime. Rathbones is committed to investing in strong governance frameworks, scaled compliance capabilities, and proactive adaptation to evolving regulatory good practice.

Climate change transition risk

Climate related shocks are becoming a more important macro factor and will contribute to volatility in growth and inflation. Climate and environmental risk is a key focus as we move towards achieving net zero emissions by 2050 or sooner. Alongside reviewing our governance structures, we will continue to integrate data, develop metrics and increase disclosures in our client reporting.

New entrants to the market and digital innovation

The wealth management sector is attracting an influx of new entrants. Fintech firms and digital-first platforms are leveraging advanced analytics and AI to deliver personalised, cost-efficient solutions, challenging traditional models and intensifying competition. This trend underscores the need for established firms to accelerate digital transformation to maintain market relevance and capture emerging growth opportunities.

Longer term

Generational wealth change

The UK faces the largest intergenerational wealth transfer in its history. Over 45s and especially the post-war 'baby boomers' retain a significant portion of the UK wealth in the form of property and pensions. This wealth will begin to transfer to younger beneficiaries over the next 30 years. Generational differences could drive changes in behaviours and appetite towards investments as well as wealth management providers.

Social care financing

Accessibility and inequality in the adult social care sector has been a topic of concern for some time and it continues to be a risk to assets under management, with clients drawing on their investments to pay for their care fees and health care.



Principal risks

Profile and mitigation of principal risks

We continually assess our risk profile against both internal and external risk drivers and invest in our people, processes and technology to improve risk management.

The Group has seen significant change in 2025 which included the integration with IW&I, significant executive changes and confirmation of strategic priorities. The Group also continues to focus on regulatory priorities including Consumer Duty and Financial Crime. We remain committed to good client outcomes and service, the resilience of our business and wellbeing of our colleagues. We have continued to evolve our Risk Management Framework in this context and we believe our approach continues to be effective.

The Board has identified the principal risks and uncertainties that could affect the Group's ability to deliver its strategic objectives. These risks reflect our ongoing strategic initiatives and transformation programme. They require continuous enhancements to the Group's business model in response to environmental, societal, and regulatory expectations, the evolving cyber threat landscape, operational resilience, the critical importance of our people, and the broader economic and political environment.

Looking ahead to 2026 the Group has refined its risk taxonomy to enhance clarity and reflect emerging priorities.

Preparation for the UK Corporate Governance Code

Rathbones is committed to meeting the enhanced requirements of Provision 29 under the UK Corporate Governance Code. During 2025 we have continued to strengthen our framework for identifying and reporting on material controls, reflecting our focus on our robust risk management and internal control framework. We have implemented a formal control certification process, which has now completed two full reporting cycles. A further run is planned for during 2026 to the Board to support ongoing refinement ahead of mandatory disclosure. This work provides a strong foundation for the Board to make its declaration on the effectiveness of controls. We remain in good standing for full disclosure next year.

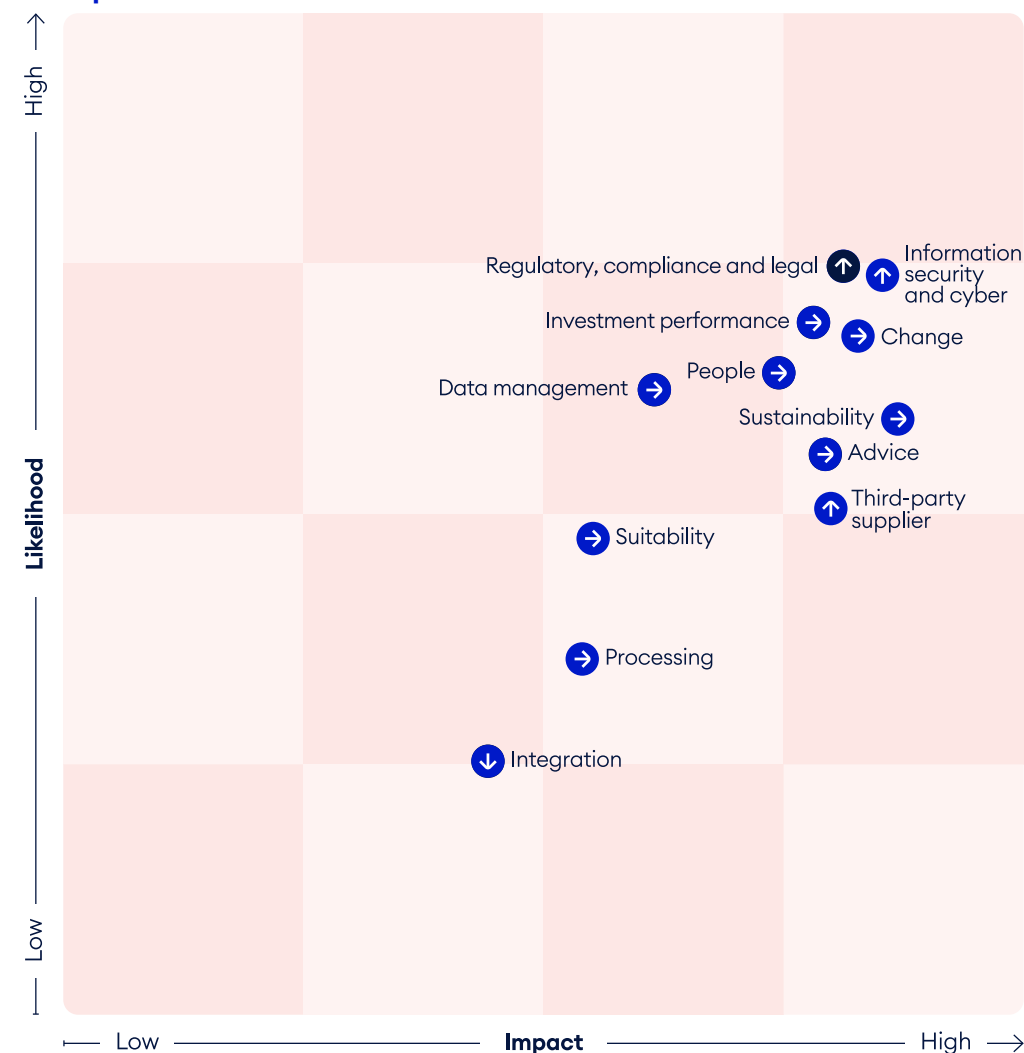
Risk profile

- Low risk
- Medium risk
- High risk

Movement

- Increasing
- Stable
- Decreasing

Principal risks: residual assessment





Principal risks

Risk profile	Movement
● Low risk	↑ Increasing
● Medium risk	→ Stable
● High risk	↓ Decreasing

2025 overview

The Group's risk profile remains broadly stable. Following the successful integration of IW&I, the standalone risk of Integration will be discontinued in 2026. Advice risk is considered a distinct risk and has been included in this year's report.

In the second half of the year Regulatory Compliance and Legal risk has increased to high risk, reflecting the standards expected of the enlarged Group and the need to keep pace with emerging good practice.

Change and People risk returned to a medium level but remain significant. As in the prior year our other principal risks of Information Security and Cyber, Third-party Supplier and Processing continue to be medium rated.

Please refer to the trend information in the table below for a more detailed explanation of each risk type.

Risk and owner	Control environment	Risk profile and trend 2025
Regulatory, compliance and legal The risk of failure by the Group or a subsidiary to fulfil its regulatory or legal requirements and comply with the introduction of new or updated regulations and laws Risk owner: Group Chief Executive Officer and Chief Risk Officer Risk appetite measures: - Compliance monitoring review outcomes - Regulatory review outcomes - Complaints data	- Board and executive oversight - Management oversight and active involvement with our regulators and industry bodies - Compliance monitoring programme to examine the control of key regulatory risks - Separate financial crime function with specific responsibility - Horizon scanning - Staff accreditation to industry bodies - Documented policies and procedures - Employee training and development - Panel of external legal advisers - Training and competence framework - Whistleblowing policy and process.	↑ The projected risk profile was elevated to High in 2025 to recognise the firm's post-integration scale and the embedding regulatory expectations. We are committed to investing in strong governance frameworks, scaled Compliance capabilities and proactive adaptation to evolving regulatory good practice, and see this as a route to supporting good client outcomes.
Information security and cyber The risk of inappropriate access to, manipulation, or disclosure of client or company-sensitive information Risk owner: Chief Operating Officer Risk appetite measures: - Number of cyber incidents - Number of data privacy events - Cyber external threat landscape rating	- Board and executive oversight - Data governance committee - Information security policy, data protection policy and associated procedures - Identity and system access controls - Penetration testing and multi-layer network security - Training and employee awareness programmes - Proactive security monitoring and preventative security controls - Physical security - Major Incident and crisis management framework - Business continuity framework - IT controls, including system and data backups - Disaster recovery plans.	↑ This risk remains closely aligned to both technology and third-party supplier risks, reflecting the evolving external threat landscape and the potential operational and strategic impacts for the organisation. We continue to invest in our control environment and resources to improve our security posture and ensure our infrastructure and employees are well positioned against cyber threats.
Third-party supplier The risk of one or more third-party suppliers failing to provide or perform authorised and/or outsourced services to standards expected by the Group, impacting the ability to deliver core services. This includes intra-group outsourcing activity. Risk owner: Chief Operating Officer and Chief Executive Officer, Rathbones Asset Management Risk appetite measures: Supplier chain performance	- Board and executive oversight - Third-party supplier and outsourcing framework - Senior relationship managers - Third-party supplier contracts and defined service level agreements/KPIs - Third-party supplier due diligence and approval process - Close liaison, contractual reviews and regular service review meetings - Documented policy and procedures - Whistleblowing policy and process - Major Incident and crisis management framework.	↑ Our framework for managing third-party and outsourcing risk was further embedded in 2025, supported by policy updates and enhanced controls. We introduced a technology solution to support due diligence, contract oversight, and resilience mapping. We do however, recognise as the Group has grown post IW&I integration, there is a heightened risk exposure from external threats to third-party suppliers and resilience expectations for our important business services to clients.



Principal risks

Risk profile	Movement
● Low risk	↑ Increasing
● Medium risk	→ Stable
● High risk	↓ Decreasing

Risk and owner	Control environment	Risk profile and trend 2025
Change The risk that the change portfolio does not support delivery of the Group's strategy Risk owner: Chief Operating Officer Risk appetite measures: – Priority programmes rated red – Programme overspend	– Board and executive oversight of material change programmes – Differentiated governance approach to strategic change programmes and business projects – Dedicated change delivery function and use of internal and, where required, external subject matter experts – Documented change assurance processes and procedures – Supplier management oversight – Planning and budgeting, monitoring of variances and actions to address.	→ Change risk has moved to a medium rating but is still an area of focus due to the volume of strategic initiatives in transition and the embedding of an updated change methodology. Enhanced key risk metrics have been implemented with clearer tolerances introduced to improve visibility and responsiveness. These steps aim to maintain robust oversight as change initiatives progress and enable delivery of a single integrated customer relationship management platform.
People The risk of loss of key employees, lack of skilled resources or inappropriate behaviour or actions. This could lead to lack of capacity or capability threatening the delivery of business objectives, or to behaviour leading to complaints, litigation or regulatory action Risk owner: Chief People Officer Risk appetite measures: – Regretted leavers – Turnover ratio – Employee behaviour	– Board and executive oversight – Succession and contingency planning – Remuneration and reward schemes – Contractual clauses with restrictive covenants – Continual investment in employee training and development – Employee engagement survey – Talent assessment – Culture monitoring and reporting – Conduct risk framework and committee – Training and competence framework – Whistleblowing policy and process.	→ A residual risk remains following the integration of IW&I and the embedding of our new organisational designs. Management action to provide support to our colleagues will continue to be a priority over the next year.
Investment performance The risk that investment performance fails to meet clients' objectives or expectations Risk owner: Chief Executive Officer Wealth Risk appetite measures: – Actual performance versus performance benchmark – Portfolio alignment – Assessment of fund value rating	– Board and executive oversight – Investment policy and governance framework – Performance versus benchmarking monitoring – Defined investment strategy and due diligence processes – Automated portfolio review – Automated portfolio suitability monitoring – Exception reporting – Product and proposition oversight – Client engagement.	→ Challenging market conditions are likely to continue in 2026. The position of client portfolios and investment performance are closely monitored.
Processing risk The risk of loss due to ineffective processes and systems Risk owner: Chief Operating Officer Risk appetite measures: – Loss amounts over preceding months – Reportable issues and events	– Board and executive oversight – Established process controls and reconciliations – Segregation of duties – Policy framework – Procedures committee – KRI tracking and monitoring routines – Control assurance routines – Compliance Monitoring – Major Incident and crisis management framework – Business continuity framework – IT controls, including system and data backups – Disaster recovery plans.	→ As a natural consequence of people risk increasing due to the integration, the potential for process risk remains elevated. Established control routines continue to operate effectively.



Principal risks

Risk profile

- Low risk
- Medium risk
- High risk

Movement

- ↑ Increasing
- Stable
- ↓ Decreasing

Risk and owner	Control environment	Risk profile and trend 2025
Sustainability The risk that the business model does not respond sufficiently to changing market conditions, including environmental and social factors, such that sustainable growth, market share or profitability are adversely affected Risk owner: Group Chief Executive Officer Risk appetite measures: - Underlying dividend cover - Net organic growth rate - Net organic outflow rate - Climate targets - Diversity targets	- Board, Executive and Responsible Business Committee oversight - A documented strategy - Monitoring of strategic risks - Annual business targets, subject to regular review and challenge - Regular reviews of pricing structure and client propositions - Continued investment in the investment process, service standards and marketing - Regular competitor benchmarking and analysis - Trade body participation - ESG factors integrated into the investment process - Diversity and environmental targets included in risk appetite measures.	→ While outflows and external economic conditions continue to influence annualised growth and cost management, our sustainability position remains resilient. Clear priorities for 2026 and beyond, combined with disciplined execution, support our confidence in delivering long-term value for investors. We are responding to evolving expectations of firms to manage climate and other ESG risks, which remain a key priority of our responsible business agenda. For 2026 the commercial and environment aspects of Sustainability have been separated and two new principal risks have been created for Business Model and ESG & Climate to provide greater granularity.
Suitability The risk of an unsuitable client outcome either through service, investment mandate, investment decisions taken, investment recommendations made or portfolio or fund construction Risk owner: Chief Executive Officer Wealth Risk appetite measures: - Timely portfolio reviews - Timely client reviews - Quality scores	- Board, executive and management committee oversight - Investment governance and structured committee oversight - Management oversight and segregated quality assurance and performance teams - Performance measurement information and attribution analysis 'Know your client' (KYC) suitability processes - Weekly investment management meetings - Training and competence framework - Client suitability reviews - Investment manager reviews through supervisor sampling - Compliance monitoring - Defined investment mandates and tracking - Exception reporting - Complaints analysis.	→ Our approach to managing suitability reflects regulatory expectations under Consumer Duty. Regular review routines, supported by dedicated expertise and strengthened first and second-line controls, remain central to managing suitability risk. Ongoing investment in digital solutions and platform is expected to streamline suitability reviews, improve data quality, and enhance client experience.
Advice The risk that clients receive inappropriate financial, trust or tax advice Risk owner: Chief Executive Officer Wealth Risk appetite measures: Quality Assurance scores	- Board, executive and management committee oversight - Investment governance and structured committee oversight - Management oversight and segregated quality assurance and performance teams - Advice standards - Segregated advice oversight - Training and competence framework - Compliance monitoring - Exception reporting - Complaints analysis.	→ The integration of the Financial Planning operating model and processes is progressing well, strengthening consistency and control across the business. Transition activities, including data migration and enhanced record-keeping across systems have been completed.



Viability statement

Assessment of the company's prospects

The Board reviews its strategic plan annually. This, alongside the ICAAP and ILAAP, forms the basis for capital and liquidity planning which is discussed periodically with the Prudential Regulation Authority (PRA).

On a monthly basis, critical capital projections and sensitivities have been refreshed and reviewed, taking into account current or expected market movements and business developments. During the year, the Board has also considered a number of stress tests and scenarios which focus on material or severe but plausible events that could impact the business and the company's financial position. The Board also considers the plans and procedures in place in the event that contingency funding is required to replenish regulatory capital or liquidity.

The Board's assessment considers all the principal risks identified by the Group and assesses the sufficiency of our response to all Pillar 1 risks (defined as credit, market and operational risks, including conduct) to the required regulatory standards. In addition, the crystallisation of the following events was considered for enhanced stress testing: a significant fall in the market value of FUMA, a business/competitive threat from a reputational event leading to loss of investment managers and/or FUMA, loss of FUMA and higher costs-to-achieve through integration risk, uncontrolled business expansion risk and a combined FUMA fall and reputational event. The economic and commercial impacts of a global pandemic on the prospects of the company were also factored into the assessment. The assessment also considers the point at which the current business model could become unviable (reverse stress testing).

The Group considers the possible impacts of serious business interruption as part of its operational risk assessment process and remains mindful of the importance of maintaining its reputation.

Since the business is almost wholly UK-situated, it does not suffer from any other material client, geographical or counterparty concentrations.

While this stress test does not consider all of the risks that the Group may face, the directors consider that this severe but plausible suite of stress testing-based assessment of the Group's prospects is reasonable in the circumstances of the inherent uncertainty involved.

Viability statement

In accordance with the UK Corporate Governance Code, the Board has assessed the prospects and viability of the Group over a three-year period considering the risk factors identified above. The Directors have considered the firm's current position and the potential impact of the principal risks and uncertainties set out above. The Directors confirm that they have carried out a robust assessment of both the principal risks facing the Group, and stress tests and scenarios that would threaten the sustainability of its business model, and its future performance, solvency or liquidity.

The Board regularly reviews business performance and, at least annually, its current strategic plan, alongside a strategic risk assessment. The Board also considers five-year projections as part of its annual regulatory reporting cycle, including strategic and investment plans. However, the Directors have determined, and continue to believe, that a three-year period to 31 December 2028 constitutes an appropriate and prudent period over which to provide its viability statement given the uncertainties associated with economic and political factors and their potential impact on investment markets over a longer period.

This three-year view is also more aligned to the firm's detailed stress testing and capital planning activity. There is no reason to believe the five-year view would be different but, as always, there is more uncertainty over a longer time horizon particularly in relation to external factors.

Stress testing and scenario analysis shows that the Group would remain profitable, and in excess of our risk appetite tolerances for capital and liquidity, and able to withstand the impact of such scenarios. An example of a mitigating action in such scenarios would be a reduction in costs, specifically around change initiatives, along with a reduction in dividend.

ICAAP scenarios modelled include:

1. Market-wide stress (systemic market downturn)

Immediate 30% fall in FUMA which is assumed to persist for one year, followed by a gradual recovery to pre-stress FUMA levels over three years.

2. Idiosyncratic stress (reputational/cyber/ESG event)

A reputational event (e.g. cyber incident, ESG-related issue, or adverse media) leading to a 20% outflow of FUMA over a short period, combined with associated compensation and rectification costs.

3. Combined stress (market-wide + idiosyncratic)

Aggregation of the marketwide and combined stress tests.

Linkage of principal risks to stress scenarios

The stress scenarios used in the Board's viability assessment are explicitly mapped to the Group's principal risks as identified through the risk management framework and documented within the ICAAP. Each 'severe but plausible' scenario is designed to represent the

crystallisation of one or more principal risks rather than being abstract market exercises.

These linkages ensure that the viability assessment directly reflects the Group's principal risks rather than relying on generic market scenarios.

Reverse stress testing

The Group undertakes reverse stress testing as part of the ICAAP to identify the circumstances under which the business model would become unviable. The reverse stress testing methodology builds upon the market-wide and combined stress scenarios by progressively increasing the severity of key assumptions until regulatory capital requirements are breached. The primary variables stressed include:

- the magnitude of the initial market fall and duration of recovery
- the scale and persistence of FUMA outflows
- reductions in organic growth across investment management and asset management businesses
- adverse impacts on profitability and capital generation.

Results demonstrate that the Group's business model would only become unviable under conditions significantly more severe than the Board's 'severe but plausible' scenarios.

The Board therefore considers that the scenarios used in the viability assessment are appropriately calibrated and that there is reasonable expectation that the Group will be able to continue operating and meet its liabilities within the viability horizon.



Climate-related financial disclosures

Our approach to managing our impact

Following the combination with IW&I we consolidated our operational data, which can be seen in the table opposite, and our emissions exposure through the investments we make on behalf of our clients. As a result, we restated our net zero near-term targets to reflect these changes using 2023 as our new baseline.

As a wealth manager not all the Scope 3 emission categories are relevant. We include categories one to eight in our calculations and a detailed version of the table can be found in our Climate Report on page 33.

Key drivers of our carbon footprint

Rathbones total location-based greenhouse gas emissions significantly decreased in 2025 compared with 2024. This reduction was driven by lower Scope 3 emissions following a one-off peak in capital goods emissions in 2024.

Emissions from purchased goods and services has decreased, although remains the largest source of emissions across the group. The reduction in 2025 reflects a decrease in spend compared to 2024, particularly in relation to professional and business services. Over the long-term, emissions associated with this category have grown more slowly than spend, reflecting a shift toward a spend on services with lower emissions intensities, such as technology and consultancy services.

Emissions from capital goods reduced significantly in 2025. In the prior year, emissions were elevated due to investments in office fit-outs. This continued during 2025, yet activity levels were significantly lower than 2024.

Business travel emissions remained broadly consistent with 2024. Total distance travelled by air and rail increased in 2025, reflecting an increase in in-person activity, which was partly balanced by reduced car travel and a lower headcount in 2025.

We also calculated our investment footprint, which indicates our investment exposure to climate change. For full details of our operational and investment footprint, see the metrics and targets section of our Climate Report on page 31.

Energy efficiency actions

We continue to identify ways to invest in energy efficient operations through the Energy Savings Opportunity Scheme (ESOS). In 2025, two measures were implemented at our Liverpool office to reduce energy consumption: installing reflective insulation behind radiators and switching to LED bulbs. These actions are expected to deliver an estimated annual energy consumption reduction of around 200,000kWh.

Purchased electricity

Location-based emissions from purchased electricity decreased in 2025, as a result of lower consumption across the estate, alongside the decarbonisation of electricity generation in the UK. Market-based emissions also significantly reduced in 2025, with a higher proportion of offices supplied through renewable energy tariffs (71% of sites, accounting for 89% of total consumption).

Carbon credits

Whilst our primary focus remains on reducing the carbon emissions associated with our operations and investments, we believe that funding Nature-based Solutions has a positive impact on climate change, playing an important role in carbon sequestration and supporting several Sustainable Development Goals. Please see page 32 of our Climate Report for full details on our approach to climate mitigation and the projects we support.

→ Climate Report

→ Climate reporting

Our Carbon Footprint Data¹ (inc. streamlined energy and carbon reporting)

Location-based emissions (tCO ₂ e) ²	2025	2024	2023
Scope 1 (tCO₂e)	532	531	584
UK ³ emissions	532	531	584
Global ³ emissions (excl. UK)		–	–
Scope 2 (tCO₂e)	504	643	773
UK ³ emissions	500	637	769
Global ³ emissions (excl. UK)	4	5	4
Scope 3 (tCO₂e)^{4,5,6,7,8}	21,604	35,639	22,425
UK ³ emissions	21,255	35,307	21,977
Global ³ emissions (excl. UK)	349	332	448
Total location-based emissions (tCO₂e)	22,640	36,813	23,781
UK emissions	22,288	36,475	23,330
Global emissions (excl. UK)	352	338	451
Market-based Scope 2 emissions	168	394	478
Total energy consumption (MWh)⁹	6,840	6,897	8,057
UK consumption	6,704	6,793	7,955
Global consumption (excl. UK)	137	104	101
Intensity ratios^{8,10,11}			
Scope 1 and 2 location-based emissions (tCO ₂ e/FUMA £bn)	9.0	10.7	12.9
Total location-based emissions (tCO ₂ e/FUMA £bn)	195.8	337.1	225.8
Total location-based emissions (tCO ₂ e/FTE)	6.9	10.4	6.8

- Following agreement of the combination with IW&I we have restated our environmental figures. All figures in the table include IW&I (UK) emissions and are therefore comparable
- In accordance with best practice, we report two numbers to reflect emissions from electricity. Location-based emissions are based on average emissions intensity of the UK grid and market-based emissions reflect emissions from our specific suppliers and tariffs.
- Under SECR regulation we are required to split our global and UK emissions. Our global emissions (excl. UK) and global consumption (excl. UK) reflect electricity emissions and consumption (respectively) from our Jersey and Guernsey offices. It is not possible to split out travel and allocate to our Jersey office at this stage.
- Data centre emissions are reported under Scope 3, as per the WRI GHG Protocol
- Rathbones completed a switch to third-party data centres in April 2024. Meaning that all attributable emissions are now consolidated into Scope 3: Category 1.
- Electricity transmission and distribution (T&D) reflect emissions from line losses associated with electricity transmission and distribution
- Total energy consumption (kWh) of our Scope 1 and Scope 2 emissions (electricity), and scope 3 (business travel mileage)
- 2024 Scope 3: Category 6 emissions decreased by 529tCO₂e relative to what was reported last year after improved data quality highlighted double counting occurred in 2024. This also impacted our intensity ratios for 2024.
- 2024 Total energy consumption (MWh) has been restated to include mileage. 2023–2025 results are directly comparable.
- Data relates to total Scope 1, 2 (location-based) and 3 GHG emissions
- Total location-based emissions intensity metrics are calculated using our Scope 1, 2 and 3 category 1–8 data



Climate-related financial disclosures

Investments
Corporate

Our journey to net zero and transition plan

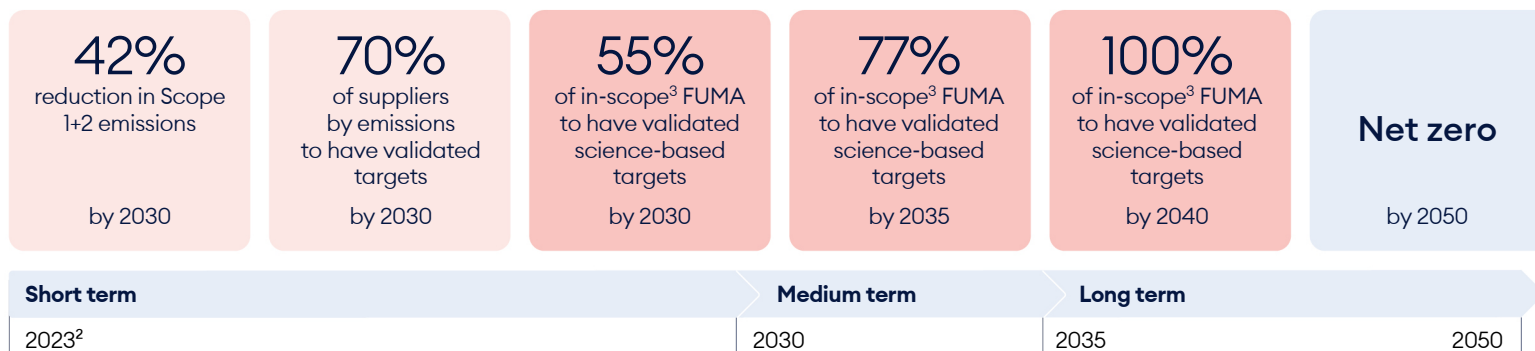
We are committed to reaching net zero¹ emissions by 2050 or sooner, in line with the goal of the Paris Agreement. In 2024, we restated our emissions targets to ensure they reflected the change that occurred due to the combination with Investec Wealth and Investment (UK) in 2023. Building on this, our focus in 2025 was to develop a Climate Transition Plan that sets out how we will meet our targets and align with a low-carbon, climate-resilient economy.

Our plan, which will be finalised and published in 2026, will be developed in line with the UK Transition Plan Taskforce guidance and delivered through Rathbones Responsible Business Framework.

The infographic opposite summarises our near-term targets and implementation priorities, which centre on three pillars: Engagement and Voting, Integration and Transparency. These pillars guide our actions across the short term (to 2030), medium term (to 2035) and long term (to 2040), supporting our goal to reach net zero by 2050 while safeguarding the long-term value of our clients' portfolios.

1. Rathbones Group Plc define net zero as balancing the release of greenhouse gases into the atmosphere by absorbing or avoiding an equal amount. As defined in our glossary
2. Targets are set against a 2023 base year
3. In scope: equity, bonds, fixed income, structured products, collectives, and passive funds

Our targets



Our pillars

Engagement and voting

Activities:

- Engage investee companies, third-party funds, clients, industry and government
- Use proxy voting rights with investees
- Engage suppliers and facilities managers

Integration

Integrate net zero ambition into:

- Investment processes
- Clients suitability assessments
- Product offerings
- Training and education
- Buildings and operations

Transparency

Increase transparency through:

- Increasing visibility within third-party funds
- Sharing personalised climate reports with clients
- Statements following inaction
- Annual corporate footprint reporting

Our progress





Climate-related financial disclosures

Summary

Introduction

As wealth managers, we have a fiduciary duty on behalf of our clients to consider all long-term risks that may impact their investments. We are committed to helping our clients safeguard their portfolios against physical and transitional risk as the world moves to a low-carbon economy. We recognise that this is a collaborative exercise that spans industries and as such we are continuously engaging with our stakeholders, including our clients, investors, regulators and industry organisations, to improve our collective climate reporting and help smooth the transition to a net zero economy.

Compliance

During the year ending 31 December 2025, the Board complied with the requirements of Listing Rule 9.8.6. This report provides an overview of how we meet the 11 recommendations of the TCFD and the UK’s mandatory Climate-related financial disclosures (CFD) requirements¹ for publicly quoted companies, large private companies and LLPs. In developing our disclosures, we have considered the FCA’s all-sector guidance and asset manager guidance and included a map of our compliance with the UK’s CFD requirements.

While the TCFD was formally disbanded in 2023, its recommendations remain embedded in UK listing rules and provide a foundation for climate-related reporting. The Financial Stability Board has tasked the International Financial Reporting Standards (IFRS) with overseeing future development through its International Sustainability Standards Board (ISSB) standards, whose IFRS S2 Climate-related Disclosures standard incorporates and builds on the TCFD framework. Rathbones has undertaken a gap analysis against these standards to strengthen alignment with IFRS criteria in future disclosures.

We have chosen to publish our full 2025 Climate Report as a standalone document, allowing us to report in more detail and link to relevant content across our reporting suite. A summary of our approach is included in the following pages, with reference to where additional information sits in the standalone report, available as a PDF on the [Reports and Disclosure page of our website](#).

- [Climate Report](#)
- [Responsible Business Update](#)
- [Stewardship Report](#)

1. Companies (Strategic Report) (Climate-related Financial Disclosure) Regulations 2022

Governance

Disclose the organisation’s governance around climate-related issues and opportunities.

TCFD recommended disclosure	2025 update	CFD requirements	CFD alignment	Further information
Describe the Board’s oversight of climate-related risks and opportunities	Responsibility for managing climate risks and opportunities sits with the Rathbones Board. The Board is supported by several committees that maintain responsibility for the consideration and integration of climate risks and opportunities in their area of specialism as appropriate. The Board is responsible for setting the right tone for the business, supporting a strong risk management culture and, through our senior leadership team, encouraging appropriate behaviour and collaboration across the business. The Board regularly assesses the most significant risks and emerging threats to the Group’s strategy and receives updates at least twice a year via risk and responsible business papers. Oversight of risk management activities is also undertaken through the Group Risk and Audit Committees. They offer support to the Board, setting a constructive tone in support of a strong risk culture, which is integrated into our company culture and which our people embrace as part of their day-to-day responsibilities.	A description of the governance arrangements of the company in relation to assessing and managing climate-related risks and opportunities	Full	Audit Committee page 92 → Climate Report page 7 Risk management page 57 →
Describe management’s role in assessing and managing climate-related risks and opportunities	As chair of the Responsible Business Committee, our Group Chief Executive has responsibility for bringing climate-related matters to the Board. Our Chief Risk Officer (CRO) is the senior management function responsible for climate-related financial risks, as designated in accordance with the Prudential Regulation Authority’s Supervisory Statement on managing financial risks relating to climate change (SS3/19). Additionally, there are a number of teams involved in assessing, managing and reporting on our climate risk, including our finance, risk and compliance, research and investment teams, alongside our supplier management function and properties and facilities departments. At an organisational level responsibility for climate change-related matters lies with the company secretary and is led by our Head of Responsible Business			



Climate-related financial disclosures

Summary

Strategy

Disclose the actual and potential impacts of climate-related risks and opportunities on the organisation's business, strategy and financial planning where such information is material.

TCFD recommended disclosure	2025 update	CFD requirements	CFD alignment	Further information
Describe the climate-related risks and opportunities the organisation has identified over the short, medium, and long term	Rathbones' climate-related risks include physical risks (arising from the physical effects of climate change on the businesses' operations, workforce, markets, infrastructure, raw materials and assets) and transition risks (resulting from policy, legal, technology and market changes occurring from the shift to a lower-carbon global economy). We have identified transition and physical risks that materialise over the following timelines: short-term <1-year, medium term 1–5 years and long term >5 years. Importantly, the transition to a low-carbon future also provides Rathbones with opportunities which, if acted on, stand to benefit the business. A detailed overview, timeframe and description of our strategy to mitigate each risk and realise each opportunity is provided in our full climate report; with a high-level overview shared in the tables on pages 14 to 18.	A description of the principal climate-related risks and opportunities arising in connection with the operations of the company or LLP and the time periods by reference to which those risks and opportunities are assessed	Full	→ Stewardship Report → Climate Report page 14
Describe the impact of climate-related risks and opportunities on the organisation's businesses, strategy and financial planning	The climate-related risks and opportunities that we face as a business occur across both our direct operations and our investments. A more detailed description of the actual and potential impacts of each risk and opportunity on our business and the mitigating actions we take in response is described in the full climate report, and a summarised version is provided in the tables on page 73 . By taking these actions, we endeavour to improve our resilience to the impacts of climate change in our strategic decision-making and financial planning. Whilst our commitment to becoming a net zero business by 2050 or sooner includes both our direct operations and our investments, we recognise that the majority of our greenhouse gas emissions and other climate-related risks are derived from the investments we hold on behalf of our clients. In response to this, we strive to integrate climate considerations into our investment approach (outlined in more detail in our RI report and Climate report) and offer investment solutions which adapt to the continually evolving environment. We continue to pursue an absolute reduction in our operational carbon footprint and offset residual emissions, and in doing so respond to the operational climate-related risks and opportunities that we face as a business. The focus of our operational carbon reduction efforts is primarily directed on the following areas: resource consumption, energy efficiency, digitising our business and business travel.	A description of the actual and potential impacts of the principal climate-related risks and opportunities on the business model and strategy of the company or LLP	Full	→ Stewardship Report → Climate Report page 14
Describe the resilience of the organisation's strategy, taking into consideration different climate-related scenarios, including a 2°C or lower scenario	By using climate scenario analysis across physical and transitional risks, we assess the potential impact of climate change on our propositions, therefore helping to determine the resilience of our strategy as an organisation. While several scenario models are available, Rathbones use the Network for Greening the Financial System (NGFS) scenarios, which is preferred by most banks and prudential supervisory authorities. We note that in 2025 MSCI updated its NGFS methodology, we will review the selection of scenario in 2026 but have opted to retain NGFS this year. These undergo regular reviews and updates, with access provided through MSCI. We assess the impact of physical and transition risks on our investment holdings under the following scenarios: – 1.5°C / NGFS / Orderly – 1.5°C / NGFS / Disorderly – 2°C / NGFS / Orderly – 3°C / HOT HOUSE WORLD / Nationally Determined Contributions (NDCs). The TCFD recommends investors consider a set of scenarios, including a '2°C or lower scenario' in line with the Paris Agreement. In addition, we use the scenarios mentioned above to help understand the implications of climate action failing on our portfolio. Our approach to scenario analysis involves assessing the exposure of our equity and corporate bonds holdings by applying MSCI's Climate Value-at-Risk (Climate VaR) methodology. This methodology provides a forward-looking and return-based valuation assessment to measure climate-related risks and opportunities of publicly-listed companies and their issued securities, offering insights into how climate change could affect financial outcomes in different scenarios. Our results¹ from FY 2025 indicate that: – Transition risk is projected to be highest in a 1.5°C disorderly scenario, with a similar potential financial risk under the 1.5°C orderly scenario; likely as a result of policy changes that will be more prominent in these scenarios – As expected, physical risk is projected to be highest in a 3°C hot house world scenario, as a result of the increased frequency and severity of weather events and rising sea levels. This indicates a growing urgency to take concerned climate action and pursue a 1.5°C scenario – Climate-related opportunities, specifically technology, are projected to be greatest in a 1.5°C disorderly scenario; likely as a result of a rapid transition to a low-carbon economy with increased policy shifts and urgent investment in climate technologies. We use these results, combined with other climate metrics, to identify priority companies for engagement and monitoring, and to explore the role we can play alongside policy and corporate action to mitigate climate risk and promote climate-related opportunities. Our stress testing and scenario analysis shows that the Group would remain profitable of our risk appetite tolerances and would be able to withstand the impacts of such scenarios.	An analysis of the resilience of the business model and strategy of the company or LLP, taking into consideration different climate-related scenarios	Full	→ Stewardship Report → Climate Report page 20

1. Analysis based on the securities we held at the end of June 2025 (half-year) and covers 70% of our FUMA



Climate-related financial disclosures

Summary

Risk management

Disclose how the organisation identifies, assesses and manages climate-related risks.

TCFD recommended disclosure	2025 update	CFD requirements	CFD alignment	Further information
Describe the organisation's processes for identifying and assessing climate-related risks	Risks are identified within a three-tier hierarchy, with the highest level containing business and strategic, financial, conduct and operational risks. Risks are assessed on an inherent and residual basis across a three-year period according to several impact criteria and includes consideration of the internal control environment and/or insurance mitigation. Climate-related risks are identified and assessed as part of our hierarchical approach to risk management. With external consultancy support, Rathbones undertakes benchmark research and internal stakeholder engagement to ensure relevant risks and opportunities are assessed and included in the risk register. A watch list is maintained to record any current, emerging or future issues, threats, business developments and regulatory or legislative change. The Group's risk profile, risk register and watch list are regularly reviewed by the Group Executive Committee, senior management, Board and Group Risk Committee. We rely on the stress test work undertaken as part of our ICAAP process to recognise the potential impact of climate or ESG risk on investment valuations, particularly for securities where ESG risk is high or unmanaged, thereby connecting these risks to our financial stability.	A description of how the company or LLP identifies, assesses and manages climate-related risks and opportunities	Full	Risk management page 57 → → Climate Report page 25
Describe the organisation's processes for managing climate-related risks	We have a well-established approach to risk management, which has continued to evolve in response to the firm's growth and external developments. Our risk governance, processes and infrastructure are designed to ensure that appropriate risk management is applied to existing and emerging challenges to the firm's day-to-day activities and strategic objectives. The Board, Group Executive Committee and Group Risk Committee regularly review and at least annually formally approve the Group's risk appetite statement, ensuring it remains consistent with our strategy and objectives. Our appetite framework is aligned with the Group's overall prudential requirements for strategic, financial and non-financial risk (conduct and operational), and specific appetite measures are set for each principal risk. Risks that have triggered key risk indicators or risk appetite measures are reported and escalated in accordance with our framework to the Executive Risk Committee, Group Executive Committee, the Group Risk Committee and the Board as appropriate, so that risk mitigation can be reviewed and strengthened if needed.			
Describe how processes for identifying, assessing and managing climate-related risks are integrated into the organisation's overall risk management	Our risk management framework (RMF) provides the foundation and organisational arrangements for identifying, monitoring, reviewing and continually improving risk management throughout the firm. Climate-related risks are identified and assessed as part of our hierarchical approach to risk management. More specifically, our exposure to climate-related risks is most material through the investments we make on behalf of our clients. The management of these risks is integrated into four of Rathbones' core responsible investment principles and pillars: ESG integration, voting with purpose, engagement with consequences and transparency. We are in the process of developing our ESG client reporting framework to support clients in the comprehension and monitoring of the climate and ESG characteristics of their portfolio.	A description of how processes for identifying, assessing and managing climate-related risks are integrated into the overall risk management process in the company or LLP	Full	Risk management page 57 → → Climate Report page 26



Climate-related financial disclosures

Summary

Metrics and targets

TCFD recommended disclosure	2025 update	CFD requirements	CFD alignment	Further information
Describe the targets used by the organisation to manage climate-related risks and opportunities and performance against targets	In 2022, Rathbones Group committed to net zero emissions by 2050 or sooner and set validated SBTi targets. Since these targets were set, Rathbones combined with Investec Wealth & Investment UK, which triggered the need for a recalculation of base year emissions and targets. As a result, new targets have been developed and will be taken through the SBTi validation process. The below sets out Rathbones new targets. Using 2023 as a baseline year, we will work to achieve a 42% reduction in Scope 1 and 2 emissions by 2030 and a 70% of Scope 3, Category 1 & 2 suppliers by emissions to have science-aligned targets within five years of the target submission date. In terms of our investments, we will work to achieve 55% of the investments held on behalf of our clients having validated science-based initiative aligned targets by 2030 (77% by 2035). This is in line with our objective of achieving 100% investment coverage by 2040. These targets correspond to all climate-related risks and opportunities outlined in the table on pages 14 to 18 of our standalone Climate Report. It will be shared publicly when the new targets are validated and a statement with more detail about target alignment with SBTi criteria will be available on our website.	Description of the targets used by the company or LLPs to manage climate-related risks and to realise climate-related opportunities and of performance against those targets.	Full	Governance page 45 → → Responsible Business Update → Climate Report page 31
Disclose the metrics used by the organisation to assess climate-related risks and opportunities in line with its strategy and risk management process	We use several metrics to measure the progress of our net zero journey, which is the primary measure of our response to climate-related risks and opportunities. Specifically, these include carbon emissions (Scopes 1, 2 and 3) and GHG intensity indicators. Therefore, percentage reduction across all Scopes is a key performance indicator used to measure our overall progress. In addition to our operational metrics, we use a selection of other metrics to inform our climate risk and engagement strategy. The primary performance indicator used to measure progress towards our SBTi engagement target (detailed above) is the percentage of our portfolio which has set or committed to setting SBTi targets. This year, 26% of our portfolio has set an SBTi target, up from 24% last year. Additionally, we have used a number of data sources to calculate the carbon emissions associated with our clients' investments (Scope 3, category 15). We worked with our research team to determine our absolute carbon emissions, weighted carbon emissions and average weighted carbon intensity. We also consider the coverage of our portfolio that have set or committed to SBTi aligned targets.	The key performance indicators used to assess progress against targets used to manage climate-related risks and realise climate-related opportunities and a description of the calculations on which those key performance indicators are based.	Full	Governance page 45 → → Responsible Business Update → Climate Report page 31
Disclose Scope 1, Scope 2, and, if appropriate, Scope 3 GHG emissions, and the related risk	We share our Scope 1, 2 and material Scope 3 GHG emissions and related risks on pages 32 to 33 of our Climate Report, which also includes more information on the metrics and targets used.			

Entity level and business reports

TCFD recommended disclosure	2025 update	CFD requirements	CFD alignment	Further information
Disclose any areas where entity approaches differ from those shared in the group disclosure	Full details on the entity-level climate reports are found in the appendix of our standalone climate report. Including: – Rathbones Investment Management – Rathbones Investment Management International – Greenbank Investments – Rathbones Asset Management	N/A	N/A	→ Rathbones Investment Management → Rathbones Investment Management International → Greenbank Investments → Rathbones Asset Management



Climate-related risks

As a business, we consider several transitional and physical risks and opportunities. In the table below, we have provided a description of each climate-related risk and opportunity, an assessment of the potential impact on the business and our mitigation response.

All risks and opportunities outlined below are deemed material to the business and correspond to Rathbones Group principal risk categories (full definitions of which can be found on [pages 62 to 65](#)).

The following table provides a high-level overview of Rathbones climate-related risks – full narrative of descriptions of impacts and mitigation responses are available on pages 14 to 18 of our Climate Report.

Magnitude	Risk trend	Time horizon
↑ High	↑ Increasing	L Long term
↗ Medium-high	→ Stable	M Medium term
→ Medium	↓ Decreasing	S Short term
↓ Low		

For more details on how we identify, manage and respond to these risks, please see the risk management section of the full Climate Report.

➔ For more details on how we identify, manage and respond to these risks, please see the risk management section of the full **Climate Report**

Transitional risks

Risk type and description	Actual and potential impact	Mitigation actions
Reputational: Customer perception Failure to manage climate transition risk within existing propositions ↑ ↑ S	– Claims for financial compensation and loss of business and market share if we do not deliver on our fiduciary duty as well as managing climate risk	– Corporate policies established with periodic review and approval – Company engagement with clients – Capability building (investment and fund managers)
Reputational: Employee satisfaction and retention Inability to attract and retain suitable resource ↑ ↑ M	– Lack of climate-related expertise needed to identify and manage climate risk and emissions reductions – Lack of expertise across the business leading to disruption of business-as-usual and financial losses. For example, due to inadequate risk assessments and poor decision-making	– Delivery of net zero target and associated actions – ESG-linked remuneration measures – Training and development
Reputational: Shareholder concern Failure to manage shareholder expectations ↗ ↑ S	– Failure to manage shareholder expectations could lead to a loss of business and competitive advantage; through potential shareholder withdrawals and an inability to attract new shareholders	– Transparency and compliance – Target setting – Risk management – Peer benchmarking
Regulatory, compliance and legal: Carbon pricing Increased regulations on carbon pricing (investments) ↗ → M	– Indirect devaluation of investments through increased operational costs for investee companies	– Engagement with investee companies on ESG practices – Consideration of ESG criteria in investment decisions
Regulatory, compliance and legal: Carbon pricing Increased regulations on carbon pricing (operations) ↗ ↑ S	– Direct regulatory costs imposed on operations through potential energy and fuel price increases – Increasing supply chain costs, particularly from suppliers impacted by carbon pricing	– Energy efficiency programmes and green initiatives – Routine assessment of emerging regulation – ESG review of suppliers
Regulatory, compliance and legal: Emissions reporting obligations Failure to maintain compliance with emissions reporting obligations and readiness for emerging regulations ↗ ↑ S	– Fines as a result of regulatory action – Reputational damage – Increased operational costs due to remedial actions	– Monitoring of legislative landscape – Resource allocation to responsible business functions – Retention of external consultants for business and compliance support



Climate-related risks

Magnitude

- ↑ High
- ↗ Medium-high
- Medium
- ↓ Low

Risk trend

- ↑ Increasing
- Stable
- ↓ Decreasing

Time horizon

- L Long term
- M Medium term
- S Short term

Risk type and description	Actual and potential impact	Mitigation actions
↑ Sustainability: Uncertainty in market signals ↑ Inability to attract and retain clients due to uncertain risks related to climate change - S	- Adverse effects on market share and profitability if the business model does not respond to changing market conditions (including environmental and social factors)	- Providing access to dedicated funds that consider ESG-criteria - Ensuring the right resource is in place to help assess investment risk and opportunities
↑ Sustainability: Products and services ↓ Technology: Substitution of existing products and services with lower emissions options - M	- Failure to substitute existing products and services with lower emissions options poses a risk to our operations and value chain through increased costs and stranded assets	- Management and monitoring of carbon footprint aligned with Science Based Target initiative targets

Physical risks

Risk type and description	Actual and potential impact	Mitigation actions
→ Business continuity: Acute – extreme weather events ↑ The impact of climate-change related extreme weather events on business operation - M	- Disruption to business operations and continuity - Increased operational expenses to rectify damage	- Maintain business continuity plans - Contingency testing - ESG review of critical suppliers and their continuity plans
→ Suitability: Chronic – changes in weather patterns → The impact of long-term changes in weather patterns, such as air temperature and precipitation (operations of companies invested in) - L	- Impacts to operations of global companies invested in - Impacts to financial value of company assets - Increased operational expenses and lower returns for clients	- Alignment with the responsible investment framework - Development of sector-specific standards - Application of integration approaches to fit investment services and mandates



Climate-related risks

Magnitude

- ↑ High
- ↗ Medium-high
- Medium
- ↓ Low

Risk trend

- ↑ Increasing
- Stable
- ↓ Decreasing

Time horizon

- L Long term
- M Medium term
- S Short term

Opportunities

Importantly, the transition to a low-carbon economy also provides Rathbones with opportunities which, if acted on, stand to benefit the business. An overview, timeframe and a description of our strategy to realise each opportunity is provided in the table below:

Opportunity type and description	Actual and potential impact	Strategic actions to realise opportunities
→ Resource efficiency: Efficient buildings Increased energy efficiency at our offices ↑ M	– Scope 1 and 2 emissions reductions – Decrease in costs associated with carbon credit purchases – Reduced operational costs through efficiency measures	– Energy Savings Opportunity Scheme (ESOS) action plan – Streamlined Energy and Carbon Reporting (SECR) Compliance – Building Research Establishment Environmental Assessment Methodology (BREEAM) for buildings
→ Energy source: Renewable energy Purchase and use of renewable energy sources in our direct operations ↑ M	– Scope 1 and 2 emissions reductions – Decrease in costs associated with carbon credit purchases – Prevention of stranded assets (e.g., heating equipment)	– Renewable energy procurement (renewable electricity tariffs) – Installation of lower-emission energy sources (e.g., electric boilers)
↗ Sustainability: R&D and innovation of new products and services to provide access to new markets Launch products that provide clients with access to financing low-carbon opportunities ↑ S	– Reduction in Scope 3 Category 15 emissions – Stimulus for low-carbon industries – Acceleration of net zero targets – Increased market share and revenue from increased demand in products	– Alignment with responsible investment framework – Compliance with Sustainability taxonomies (e.g., SDR Labels) – Direct propositions in climate solutions and leveraging existing solutions



Non-financial and sustainability information statement

The information presented here, including the sections referred to, represents our non-financial information statement as required by sections 414CA and 414CB of the Companies Act 2006. The next pages contain a summary of our approach to management of these aspects of our business and measuring our performance. For information on our business model see [page 19](#).

	Summary	Overview of due diligence process	Relevant policies	Policy outcomes	Principal risks	Non-financial KPIs	More information
Employees	We are a people business, it is therefore imperative that our strategy sets a culture that drives performance and builds long, rewarding careers for our colleagues. Based around a common set of values and our DE&I commitment we are focused on becoming a more diverse business that will support us in delivering value to our clients.	- Regular employee engagement surveys - Workforce engagement programme - Regular tracking of people metrics and trends - Diversity, equality and inclusion strategy - Executive sponsored inclusion networks.	Colleagues page 42 → - Code of Conduct - Equal Opportunities Policy - Health and Safety Policy - Compliance Framework Policy - Anti-bribery Policy	Rathbones is the employer of choice for the wealth sector	People	- Employee engagement - Women in senior leadership % of colleagues who have completed compulsory training	Colleagues Principal risks Our policies
Human rights	Rathbones is committed to respecting the human rights of others. Our approach aligns with our membership of the UNGC and commitment to provide decent work and economic growth.	Responsible Business Committee reviewed our Modern Slavery Statement, ahead of Board approval and received reports on our ongoing supplier engagement on ESG matters – 85% of our suppliers have been reviewed in alignment with our ethics questionnaire	Governance page 45 → - Code of Conduct - Modern Slavery Statement - Anti-bribery Policy	Rathbones understands and manages our human rights and modern slavery risk.	Sustainability Regulatory compliance and legal Third party supplier	% of supplier undergoing responsible business review % of colleagues who have completed compulsory training	Governance Principal risks Our policies
Social matters	We are committed to being a trusted member of the communities in which we operate. The Rathbones Group Foundation supports projects that align with our focus on opportunities for disadvantaged youngsters.	Responsible Business Committee has oversight of our responsible business programme and how we work to have a positive impact.	Communities page 44 → - Code of Conduct - Community Investment Guidelines - Anti-bribery Policy	Rathbones is a trusted partner in the communities in which we operate.	Sustainability	- Investment in communities % of colleagues who have completed compulsory training	Communities Principal risks Our policies
Anti-corruption	Rathbones has a zero-tolerance towards anti-bribery and corruption. All employees must comply with our code of conduct and complete our conflicts of interest submission.	Anti-bribery and corruption training completed by 98.2% of in-scope employees – Due-diligence of all third-party relationships – Gifts and Entertainment Policy – Conflict of Interest Policy – Whistleblowing Policy.	Governance page 45 → - Anti-bribery Policy - Conflicts of Interest Policy - Whistleblowing Policy	Rathbones maintains our zero tolerance to anti-bribery and corruption culture seeking to prevent, detect and report any identified cases of bribery and corruption. In 2024, there were two cases raised via our whistleblowing hotline.	Sustainability Regulatory compliance and legal Third-party supplier	- Number of whistle blowing cases % of colleagues who have completed compulsory training	Governance Principal risks Our policies



Non-financial and sustainability information statement

	Summary	Overview of due diligence process	Relevant policies	Policy outcomes	Principal risks	Non-financial KPIs	More information
Climate and environment	In 2021, Rathbones committed to achieve net zero emissions by 2050 at the latest. In 2024 we re-based our SBTi aligned near-term targets to reflect the business post combination. We continue to monitor and manage the carbon emissions of our operations against a 2023 baseline, recognising that the most material exposure is through the investments we make on behalf of our clients.	Climate governance structure in place – Responsible Business Committee monitors the climate-related risks operationally – Responsible Investment Committee oversees the investment aspects of our net zero commitment and the impact on the investments we hold on behalf of our clients – Engagement Committee proposes our stewardship programme – Executive Risk Committee oversees an annual review of our climate risk appetite.	Climate-related financial disclosures page 67 → – Responsible Investment Policy – Climate Change and Nature Statement – Net zero emissions commitment – Group Engagement Policy – Voting Policy	Rathbones delivers progress against our 2050 net zero commitment and near-term targets.	Sustainability Regulatory compliance and legal	– Scope 1 and 2 market-based emissions from 2023 baseline – Weighted Average Carbon intensity – % of our clients investments which have SBTi targets	GHG emissions and climate Principal risks Our policies

The strategic report contains certain forward-looking statements, which are made by the Directors in good faith based on the information available to them at the time of their approval of this annual report. Statements contained within the strategic report should be treated with some caution due to the inherent uncertainties (including but not limited to those arising from economic, regulatory and business risk factors) underlying any such forward-looking statements. The strategic report has been prepared by Rathbones Group Plc to provide information to its shareholders and should not be relied upon for any other purpose.

Pages 1 to 77 constitute the strategic report, which was approved by the Board and signed on its behalf by:

Jonathan Sorrell
Group Chief Executive Officer

Iain Hooley
Group Chief Financial Officer

26 February 2026

Governance report

Chair's letter	79
Compliance with the 2024 UK Corporate Governance Code	81
Governance framework	83
Board of Directors	84
Key Board decisions	86
Nomination Committee report	87
Audit Committee report	92
Group Risk Committee report	95
Remuneration Committee report	98
Annual report on remuneration	101
Directors' report	113
Statement of Directors' responsibilities in respect of the Report and Accounts	116



Chair's letter



Clive C R Bannister Chair

Board highlights 2025

Clients being migrated
to the Group

55,000

by the end of H1 2025

Number of employee workforce
engagement sessions

10

On behalf of the Board, it is my pleasure to present our Corporate Governance report for the year ended 31 December 2025. This sets out how the Group's governance framework supports and promotes its long-term success, and provides an overview of the activities of the Board and its committees.

At Rathbones, we firmly believe in the importance of high standards of corporate governance and effective board oversight in supporting the Group's performance, the delivery of its strategy and achievement of long-term sustainable success for all our stakeholders. The Board is committed to maintaining a robust and effective governance, control and risk management framework. I have been pleased, once again this year, to see the benefits of that framework.

Purpose and culture

During 2025, the Board approved the firm's refreshed purpose statement, which was subsequently launched across the business over the summer. Our purpose statement represents the culmination of an extensive stakeholder engagement process, including numerous focus groups with customers, clients and employees from across our business, ensuring that our purpose remains relevant and useful to us. As a Board, we believe that our refreshed purpose is credible, inspiring and actionable. The Board has started to monitor the ways in which our purpose has been embedded across the organisation and will continue to do so in 2026. More information can be found on [page 18](#).

The firm's client focus and integrity are fundamental to achieving the best results for clients, colleagues and shareholders over the long term.



We believe that our refreshed purpose is credible, inspiring and actionable to deliver our new strategy.

Clive C R Bannister Chair

As a Board, we are responsible for setting the tone and for championing a healthy, responsible culture that will promote long-term sustainable success for all of our stakeholders, which is at the heart of our purpose. In order to achieve this goal, the Non-Executive Directors assess the firm's culture through informal engagement, branch visits to teams as well as the workforce engagement initiatives that are discussed on [pages 52 to 53](#).

As a Board we remain confident in our strategy and in our ability to deliver resilient growth, supported by our strong competitive positioning.



Chair's letter

Board and Management succession

In March 2025, the firm announced the retirement of Paul Stockton after sixteen years of service to Rathbones with the last six years as Group Chief Executive. Under his tenure, Paul has supported and executed numerous strategic initiatives to build Rathbones into the UK's leading wealth management firm; growing FUMA from £9 billion to £109 billion over this period. Paul led the successful combination with IW&I UK in 2023. On behalf of the Board, I thank Paul for his significant contribution and leadership of the Company and wish him well in retirement.

The Nominations Committee led a rigorous, global, selection process to find Paul's successor. This led to the appointment of Jonathan Sorrell, who joined us on 1 July 2025 and was appointed to the Board on 18 August 2025. I look forward to working with Jonathan over the coming years. Further detail on the selection process can be found on [page 88](#).

Throughout the year, we have further strengthened the Board and leadership team as the firm pursues its ambitious growth strategy.

The development and delivery of our strategy falls to our executive colleagues, led by our new Group Chief Executive Officer, Jonathan Sorrell and his team. During the year, a number of changes were made to the Group Executive Committee which included the following:

- Rupert Baron, Chief Executive of Investment Management, retired in May 2025 and Camilla Stowell, CEO of Wealth, was appointed in June 2025
- Sarah Owen -Jones, Chief Risk Officer, announced her intention to retire by March 2026 from the firm and Cassandra Williams was appointed as Chief Risk Officer Designate in November 2025

- Gaynor Gillespie, Chief People Officer and, Andy Brodie Chief Operating Officer confirmed their intentions to pursue other opportunities. As a result, Gillian van Maaren was appointed Chief People Officer designate, Mike Turner was appointed Chief Operating Officer designate and Brad Novak was appointed Chief Technology Officer in November 2025.

I am confident these appointments will enhance the existing expertise and skills of the Group Executive Committee, and will support the firm in achieving its strategic ambitions. More details can be found on [page 87](#).

Stakeholder engagement

The Board is aware of the impact that our business decisions have on our stakeholders – in particular on our clients, colleagues and shareholders. Key board decisions during the year included completing the IW&I UK client migration, our first share buyback programme and managing our leadership changes. More information on our section 172 statement and our approach to stakeholder engagement can be found on [pages 48 and 56](#).

The Board gains a direct understanding of employees' views through both informal and formal means, including employee survey results, townhalls and branch visits. Separately, the Board's workforce engagement programme, led by Iain Cummings and Dharmash Mistry, continued during the year with ongoing engagement with our employees. More information can be found on [page 52](#).

We managed a comprehensive engagement programme with our shareholders throughout the year including 95 in-person and virtual meetings. More information can be found on [page 54](#).

Our relationship with our various regulators are of fundamental importance to us. We maintain an open, constructive dialogue with them to ensure that we are aware of and meet the standards that they expect. For more information about how the directors have had regard to the interests of our key stakeholders within the context of promoting the success of the company, please see our section 172 statement on [page 48](#).

Board evaluation

Central to maintaining high standards of corporate governance is the review of the Board's own performance. During the year, we implemented the recommendations of the external review that was completed in 2024 and an internal effectiveness review was completed, facilitated by Independent Audit. I am pleased that the feedback was positive overall, and indicated that the Board and each of its Committees continued to operate effectively. More information can be found on [page 91](#).

Clive C R Bannister

Chair
26 February 2026

2025 Board and Committee attendance

	Board	Nomination Committee	Audit Committee	Group Risk Committee	Remuneration Committee
Number of meetings held	7	4	4	6	4
Clive Bannister (Chair)	7/7	4/4	–	–	4/4
Jonathan Sorrell (CEO)	2/2	–	–	–	–
Iain Hooley (CFO)	7/7	–	–	–	–
Sarah Gentleman (SID)	7/7	4/4	4/4	6/6	4/4
Terri Duhon (NED)	6/7	4/4	4/4	6/6	4/4
Iain Cummings (NED)	7/7	3/4	4/4	6/6	4/4
Dharmash Mistry (NED)	6/7	4/4	4/4	4/6	4/4
Henrietta Baldock (NED)	6/7	–	–	–	–
Ruth Leas (NED)	6/7	–	–	–	–
Former Directors					
Paul Stockton	5/5	–	–	–	–



Compliance with the 2024 UK Corporate Governance Code

We're committed to the highest standards of corporate governance, in line with the UK Corporate Governance Code 2024 (the Code), which outlines best practice for how companies should be run. You can find the Code on the FRC's website at www.frc.org.uk.

The 2024 Code is applicable to financial years beginning on or after 1 January 2025, apart from provision 29 which is applicable from 1 January 2026. We applied the Code throughout the reporting period, in relation to Provision 10, the tenure of our Senior-Independent-Director is explained in the Nomination Committee report on [page 90](#).

The table below sets out where relevant information is disclosed about how Rathbones has applied the principles of the 2024 Code during the year.

Principle	Section	Page reference
Board leadership and company purpose		
A A successful company is led by an effective and entrepreneurial board, whose role is to promote the long-term sustainable success of the company, generating value for shareholders and contributing to wider society. The Board should ensure that the necessary resources, policies and practices are in place for the company to meet its objectives and measure performance against them.	Effective and entrepreneurial board	
	– Board evaluation	21
	Necessary resources, policies and practices	
	– Key Board decisions	86
	– Purpose-led approach	17
	– Business model	19
	– Strategic priorities	25
	– KPIs	22
B The Board should establish the company's purpose, values and strategy, and satisfy itself that these and its culture are all aligned. All directors must act with integrity, lead by example and promote the desired culture	Purpose, culture and values	
	– Our purpose driven approach	17
	– Our purpose, culture and values	18
	– Workforce engagement	52
	Strategy	
	– Strategic priorities	25
	– KPIs	22
C Governance reporting should focus on board decisions and their outcomes in the context of the company's strategy and objectives. Where the board reports on departures from the Code's provisions, it should provide a clear explanation.	– Key Board decisions	86
	– Strategic priorities	25
	– Nomination Committee, NED succession	87
D In order for the company to meet its responsibilities to shareholders and stakeholders, the Board should ensure effective engagement with, and encourage participation from, these parties.	– Stakeholder engagement	49
	– SI72 statement and key Board decisions	48
	– Responsible business review	39
E The Board should ensure that workforce policies and practices are consistent with the company's values and support its long-term sustainable success. The workforce should be able to raise any matters of concern.	– Purpose, culture and values	18
	– Workforce engagement	52
	– Responsible Business review, our colleagues	42
	– NF&SI Statement	76

Principle	Section	Page reference
Division of responsibilities		
F The Chair leads the Board and is responsible for its overall effectiveness in directing the company. They should demonstrate objective judgement throughout their tenure and promote a culture of openness and debate. In addition, the chair facilitates constructive Board relations and the effective contribution of all non-executive directors, and ensures that directors receive accurate, timely and clear information.	– Chair's letter	79
	– Governance structure	83
	– Board evaluation	21
G The Board should include an appropriate combination of executive and non-executive (and, in particular, independent non-executive) directors, such that no one individual or small group of individuals dominates the Board's decision-making. There should be a clear division of responsibilities between the leadership of the Board and the executive leadership of the company's business.	Board composition	
	– NomCo report – Board composition, succession planning	89
	Division of responsibilities	
	– Governance framework	83
	– Board of directors	84
H Non-executive Directors should have sufficient time to meet their Board responsibilities. They should provide constructive challenge, strategic guidance, offer specialist advice and hold management to account.	– NomCo report	87
	– NomCo report – Board evaluation	21
I The Board, supported by the company secretary, should ensure that it has the policies, processes, information, time and resources it needs in order to function effectively and efficiently.	– NomCo report – Board evaluation	21
	– NomCo report – Board training	21

see website



Compliance with the 2024 UK Corporate Governance Code

Principle	Section	Page reference
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Composition, succession and evaluation

J	Appointments to the Board should be subject to a formal, rigorous and transparent procedure, and an effective succession plan for the Board and senior management should be maintained. Both appointments and succession plans should be based on merit and objective criteria. They should promote diversity, inclusion and equal opportunity.	– NomCo report – Board appointments, Board composition and succession	<u>87 - 88</u>
K	The Board and its committees should have a combination of skills, experience and knowledge. Consideration should be given to the length of service of the Board as a whole and membership regularly refreshed.	– Board biographies – NomCo report – Board composition, succession planning	<u>84 - 85</u> <u>87 - 88</u>
L	Annual evaluation of the Board should consider its performance, composition, diversity and how effectively members work together to achieve objectives. Individual evaluation should demonstrate whether each director continues to contribute effectively.	– NomCo report – Board evaluation	<u>91</u>

Audit, risk and internal control

M	The Board should establish formal and transparent policies and procedures to ensure the independence and effectiveness of internal and external audit functions and satisfy itself on the integrity of financial and narrative statements.	– AuditCo report – External audit – AuditCo report – Internal audit – Principal risks	<u>93</u> <u>94</u> <u>62</u>
N	The Board must give a fair, clear and balanced view of the company's performance and prospects.	– AuditCo report – FBU statement – Statement of directors' responsibilities – Going concern statement – Viability statement	<u>92</u> <u>116</u> <u>115</u> <u>66</u>
O	The Board should establish and maintain an effective risk management and internal control framework, and determine the nature and extent of the principal risks the company is willing to take in order to achieve its long-term strategic objectives.	– AuditCo report – Group RiskCo report – Risk management framework – Principal risks	<u>92</u> <u>95</u> <u>58</u> <u>62</u>

Principle	Section	Page reference
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Remuneration

P	Remuneration policies and practices should be designed to support strategy and promote long-term sustainable success. Executive remuneration should be aligned to company purpose and values, and be clearly linked to the successful delivery of the company's long-term strategy.	– Annual report on remuneration	<u>98-112</u>
Q	A formal and transparent procedure for developing policy on executive remuneration and determining director and senior management remuneration should be established. No director should be involved in deciding their own remuneration outcome.	– Annual report on remuneration	<u>98-112</u>
R	Directors should exercise independent judgement and discretion when authorising remuneration outcomes, taking account of company and individual performance, and wider circumstances.	– Annual report on remuneration	<u>98-112</u>



Governance framework

Our strategic priorities

Enriching the client and advisor proposition and experience

Supporting and delivering growth



Inspiring our people

Operating more efficiently

Our stakeholders

- Clients
- Our people
- Shareholders
- Society and communities
- Partners and regulators

Challenge and oversight

The Board



Key roles

- Chair
- Senior Independent Director
- Non-executive Directors
- Executive Directors

→ Descriptions of key roles and responsibilities are available on our website

Key highlights

- Monitored integration of IW&I, including synergy delivery and cost to achieve
- Approval of firm's Consumer Duty annual report
- Approved the proposal of the pension buy-out arrangement

- Approved delivery of the firm's new technology platform
- Approved £50 million buyback share programme
- Regular review of our investor perception study

Audit Committee

Iain Cummings Chair

Key highlights

- Reviewed the Annual Report and Interim Accounts
- Approved CASS reports for both Rathbones and IW&I
- Oversaw the firm's approach to Provision 29 on internal controls



[Audit Committee report page 92](#) →

→ The terms of reference for all committees are available on our website

Group Risk Committee

Terri Duhon Chair

Key highlights

- Reviewed and approved the ICAAP and ILAAP for RIM and ICARA for IW&I
- Monitored implementation of the firm's Consumer Duty activities and Annual Report
- Approved the firm's risk appetite for the combined Group



[Group Risk Committee report page 95](#) →

Remuneration Committee

Dharmash Mistry Chair

Key highlights

- Approved front office remuneration alignment programme
- Approved the remuneration of the executive members and the firm's MRT population
- Reviewed and approved remuneration arrangements for CEO transition



[Remuneration Committee report page 98](#) →

Nomination Committee

Clive Bannister Chair

Key highlights

- Completed CEO transition
- Initiated Senior Independent Director succession process
- Oversaw the changes to the Executive team
- Received updates on the Diversity and Inclusion Strategy



[Nomination Committee report page 87](#) →

Leadership

Group Executive Committee



Key highlights

- Held a GEC offsite to discuss strategic and growth initiatives for the combined Group
- Reviewed the firm's technology framework and recommended a new solution

- Approved the firm's front office remuneration alignment programme
- Discussed the results of the employee engagement survey and developed an action plan
- Monitored and discussed the synergies achieved and the cost synergy target

- Oversaw of the delivery of the integration programme
- Approved the firm's new Purpose and Values
- Reviewed the results of the client survey and developed an action plan



Board of Directors

Committees

- N Nomination Committee RE Remuneration Committee
A Audit Committee G Group Executive Committee
RI Risk Committee ● Committee Chair



Clive Bannister
Chair



Appointed: 06/04/2021

Experience, skills and contributions

Clive brings a wealth of strategic, commercial, and financial experience to the Board. He started his career as a banker at First National Bank of Boston in 1981 in Boston and London. In 1984, he joined Booz Allen Hamilton and became a partner in their financial consulting practice in 1990.

In 1994, Clive joined HSBC Investment Bank as director and head of planning and strategy in London. He moved to New York in 1996 to be the deputy CEO of HSBC Inc and head of Investment Banking in the US. In 1999, he was appointed Chief Executive of HSBC Group Private Banking, became a group general manager in July 2001, and group managing director in 2006 responsible for Group Insurance and Asset Management at HSBC Holdings Plc. In 2011, Clive was appointed as group CEO of the Phoenix Group, the UK's largest life and pensions consolidator.

Current external appointments

Chair of the Museum of London and Beazley plc.



Jonathan Sorrell
Group Chief Executive Officer



Appointed: 18/8/2025

Experience, skills and contributions

Jonathan joined Rathbones in July 2025, and was appointed Group Chief Executive Officer in August 2025.

Jonathan joins Rathbones from Capstone, the alternatives investment manager, where he was President. Prior to this, Jonathan was Chief Financial Officer and then President of Man Group plc, the listed asset manager. He began his career at Goldman Sachs, where he was a Managing Director working in the Investment Banking, Investment Management and Securities divisions in London and New York.

Jonathan is the co-founder of the 10,000 Interns Foundation and of ABL, which provide paid internships for students from underrepresented groups. Jonathan works extensively with the NSPCC, the children's charity, as a member of its Rebuilding Childhoods Board and as an Honorary Council Member. Most recently, Jonathan has founded Towards, a business providing local, accessible and affordable mental healthcare in the UK which he chairs in a non-executive capacity.

Jonathan has an MA in Law from Cambridge University.

Current external appointments

Non-executive director of Atalanta Healthcare Services Limited



Iain Hooley
Group Chief Financial Officer



Appointed: 01/01/2024

Experience, skills and contributions

Iain was appointed as Group Chief Financial Officer on 1 January 2024. Iain served as finance director of Investec Wealth & Investment Limited (IW&I) for more than a decade and was appointed CEO of IW&I UK in February 2023. He brings to his current role his extensive knowledge of the sector along with a wealth of experience of financial and regulatory reporting, corporate governance and risk management.

Iain is a fellow chartered accountant and began his career with Coopers & Lybrand, which subsequently became PricewaterhouseCoopers. Working in the audit practice, Iain had responsibility for managing a varied portfolio of audit engagements which included SMEs and listed companies across a range of sectors. In 2000, he joined BWD Securities PLC, which went on to become IW&I UK, initially as group financial controller with responsibility for the management of the Group's internal and external financial reporting, tax compliance and other financial matters.

Current external appointments

None.



Sarah Gentleman
Senior Independent Director



Appointed: 21/01/2015

Experience, skills and contributions

Sarah joined Rathbones Board in 2015 and was appointed Senior Independent Director in 2022. Sarah was Chair of the Remuneration Committee from June 2017 and August 2023 and was a designated Non-executive Director of the firm's workforce engagement programme between 2019 and 2023.

Sarah brings the following key skills to the Board which supports the firm's strategy: banking, digital marketing, risk management, corporate governance and regulatory experience.

She started her career as a consultant at McKinsey & Company and then subsequently spent several years in the telecoms and digital sectors, latterly as chief financial officer of the LCR Telecom Group. In 1999, she joined the internet bank Egg, the internet banking subsidiary of Prudential, where she was responsible for business development and strategy. In 2005, she joined Sanford C. Bernstein & Co, the institutional research and trading arm of Alliance Bernstein, as a banking analyst covering the European banking sector. Sarah is an adviser to early-stage technology companies.

Current external appointments

Non-executive director of Molten Ventures Plc.



Terri Duhon
Non-Executive Director (Independent)



Appointed: 02/07/2018

Experience, skills and contributions

Terri is Chair of the Group Risk Committee. She has over 30 years of experience in the financial market and brings the following skills to the Board: banking, investment management, risk management and regulatory experience.

Terri graduated with a maths degree from the Massachusetts Institute of Technology (MIT). She is a non-executive director of Morgan Stanley International where she chairs the risk committee. In addition, she is non-executive director of Wise Plc where she is interim chair of the Audit and Risk Committee, and is an Associate Fellow at The Saïd Business School at Oxford University. Previously, Terri was a board member of CHAPS Co and Operation Smile UK, was chair of Morgan Stanley Investment Management Limited and was a founding member of the Women's Leadership Group for the Prince's Trust. As an executive, Terri held a number of senior roles at JP Morgan and ABN AMRO before setting up her own consultancy firm.

Current external appointments

Non-executive director of Morgan Stanley International Ltd, and Wise Plc.



Board of Directors

Committees

- N Nomination Committee
- A Audit Committee
- RI Risk Committee

- RE Remuneration Committee
- G Group Executive Committee
- Committee Chair



Iain Cummings

Non-Executive Director (Independent)



Appointed: 05/10/2021

Experience, skills and contributions

Iain is Chair of the Audit Committee and co-leads the firm's workforce engagement programme with Dharmash Mistry.

To support the firm's strategy, he brings a wealth of experience in audit and accounting regulatory reporting, financial services, corporate governance and risk management.

Iain is a Fellow of the Institute of Chartered Accountants in England & Wales with over 36 years of experience working in the financial sector. He was a partner at KPMG for over 24 years working with banks and other major financial services firms in both audit and advisory roles including three years leading KPMG's banking audit practice. His audit roles included large firms in the investment banking sector and listed firms in the wealth, asset management and insurance sectors while his advisory engagements focused on aspects of risk, regulation and internal audit. Iain also served for a number of years as chairman of the ICAEW Financial Services Faculty's risk and regulation committee and as a member of the ICAEW's Technical Strategy Board.

Current external appointments

Non-executive director of Skipton Building Society, and The Tradition London group of companies.



Dharmash Mistry

Non-Executive Director (Independent)



Appointed: 05/10/2021

Experience, skills and contributions

Dharmash joined Rathbones as a Non-executive Director in October 2021, he is a Chair of the Remuneration Committee, and co-leads the firm's workforce engagement programme with Iain Cummings.

Dharmash brings the following key skills to the Board which support the firm's strategy: financial services, media & technology experience, digital transformation, private & public market investing and corporate governance.

He started his career with Procter & Gamble as a Brand Manager, followed by a period with Boston Consulting Group. He spent eight years in the media as Group Managing Director of EMAP Consumer Media and EMAP Performance. He co-led the 2008 delisting of Emap Plc from the FTSE 100. He was formerly a Partner at Balderton & Lakestar, leading investments including Revolut, Glovo, Infarm, Blockchain.com and Lovefilm amongst others. He co-founded Blow LTD and served as Chairman & CEO until its sale in 2021. His previous non-executive appointments include: Hargreaves Lansdown Plc, Dixons Retail Plc, The British Business Bank and BBC Commercial Holdings.

Current external appointments

A board member of Halma plc, The FA (Football Association) and The FA Premier League.



Henrietta Baldock

Non-Executive Director

Appointed: 21/09/2023

Experience, skills and contributions

Henrietta Baldock was appointed as a Non-executive Director on 21 September 2023 under the terms of the Relationship Agreement following completion of IW&I (UK) combination.

Henrietta has extensive knowledge of the financial services sector, through her 25 years' experience in investment banking, most recently as chair of the European Financial Institutions team at Bank of America Merrill Lynch, where she advised boards on significant transactions. In 2021, she was appointed chair of Investec Wealth & Investment (UK). Henrietta's industry experience demonstrates her valuable strategic and transformation advisory skills.

Current external appointments

Henrietta is a senior independent director of Legal & General Group Plc, chair of Legal and General Assurance Society, Senior Independent Director of Investec Plc, non-executive director of Investec Bank Plc, and non-executive director of Hydro Industries Limited.



Ali Johnson

Group Company Secretary

Appointed: 01/05/2016

Experience, skills and contributions

Ali joined Rathbones in April 2016 and was appointed Company Secretary in May 2016.

Ali graduated in law and is a fellow of the Chartered Governance Institute. He has over 25 years' experience as a company secretary in a wide range of publicly listed companies in the UK and US. Ali has extensive knowledge and experience in corporate governance, executive remuneration, corporate transactions, stock exchange listing obligations, responsible business programme, insurance and employee/executive share plans.



Key Board decisions and consideration of stakeholder interest

Our strategic priorities

Enriching the client and advisor proposition and experience

Supporting and delivering growth



Inspiring our people

Operating more efficiently

Our stakeholders

- Clients
- Our people
- Shareholders
- Society and communities
- Partners and regulators

Key areas	Board decision	Stakeholder impact
Integration and synergies 	Client migration preparation Oversight of delivery of IW&I client migration consent process whilst managing associated the risks.	Clients – ensuring seamless service with minimal client disruption through engagement and positive communication Our People – supporting our colleagues through the client migration and providing them with adequate capacity and coverage Partners and regulators – assuring our regulators that we remain compliant with our responsibilities relating to client assets and client care Shareholders – continued focus and oversight on delivering synergies that will be realised following the combination with IW&I
Finance and regulatory capital 	Share buyback The Board approved the firm's first share buyback programme recognising the importance of increasing shareholder returns over the long term	Shareholders – deciding to commence a share buyback programme marking the Board's intention to increase returns to our shareholders over the longer term through a combination of dividends and buybacks Partners and regulators – engaging our regulators in advance of our plans to commence a share buyback programme and continued engaged throughout this process, which enabled appropriate supervision
Technology 	Salesforce and Xplan Contract The Board reviewed and approved deepening the firm's relationship with Salesforce and Xplan	Our People – investing in the improvement of our platforms supports and encourages our colleagues' efforts to work more effectively and efficiently Clients – harnessing technology will improve client experience and delivery Shareholders – creating value for shareholders by improving our services with the aim of driving new business Partners and regulators – leveraging existing relationships for new projects builds trust with our supplier partners and improves these relationships
People 	Purpose and values Oversight and approval of the firm's evolved Purpose and Values	Our People – colleague engagement in developing the firm's refreshed purpose and values to ensure relevance and importance which has achieved positive buy-in following launch. The firm's values continue to be embedded, including through use in performance reviews Clients – the firm's purpose puts clients at the heart of what we do following engagement and input in the development of the new purpose 'To help more people invest their money well, so they can live well' Society and Communities – the new purpose and values align with the firm's Responsible Business framework



Nomination Committee report



Clive C R Bannister
Chair of the
Nomination Committee



Building a diverse and inclusive workforce is important, not just because it is the right thing to do, but because it is good for the Group's clients, its business and its colleagues.

→ Full terms of reference for the Committee

This report sets out an overview of the committee's roles, responsibilities and its key activities during the year. Key areas of focus in 2025 were:

- Group CEO selection process and transitional arrangements
- Senior Independent Director succession planning process
- Review and oversight of changes to the Group Executive Committee with assessment of capabilities and skills
- Monitor the delivery of the firm's D&I programme.

Further information on diversity and inclusion can be found in the Responsible Business review on [page 43](#).

Board and executive succession

CEO succession

A key activity for the Committee in 2025 was managing, overseeing and delivering the search for the new Group CEO, Jonathan Sorrell. An overview of the appointment process is provided [on the following page](#).

Senior Independent Director and Non-Executive Director succession

As noted in the Committee's report last year, Sarah Gentleman's tenure as a member of the Board has exceeded nine years and it has been agreed that Sarah will retire from the Board. This will take place in the fourth quarter of 2026; after a process to find her successor has been completed.

The Board has undertaken a rigorous annual assessment of Sarah's independence, including consideration of her length of service. The Board remains satisfied that her independence of character and judgement has not been compromised and continues to be demonstrated through effective challenge, objective oversight, and leadership. On this basis, and given the clearly defined and limited transitional period, the Board considers it appropriate for Sarah to continue in role to support an orderly and effective succession.

As announced on 16 February 2026, Ruth Leas, Non-executive Director, resigned from the Board. Following the successful integration of Investec Wealth & Investment UK she had joined the Board following the completion of the combination in September 2023. I would like to thank Ruth for her time on the Board, particularly during the successful integration of Rathbones Group and Investec Wealth and Investment UK. The company wishes her well for the future.

Executive management succession

In addition to reviewing Board succession, throughout the year the Committee has focused on executive-level succession across near-to long-term time horizons to ensure there is a credible pipeline of successors for executive roles. As detailed in last year's committee report, an extensive search was completed to identify the firm's CEO of Wealth and Camilla Stowell was appointed in June 2025. Camilla brings over 30 years of Wealth Management and private banking experience having held senior leadership roles at Coutts & Co.

Following his appointment, Jonathan reviewed the senior leadership team, supported by the Committee and the Chair. Following externally facilitated searches, Mike Turner was appointed as Chief Operating Officer, Brad Novak as Chief Technology Officer and Gillian van Maaren as Chief People Officer. The Committee approved these appointments as they will support the execution of the firm's strategy and vision.



Nomination Committee report

Board induction programme

Our Executive and Non-executive Directors all undertook a comprehensive and tailored induction programme to introduce them to the business, industry and regulatory context. The programme is based on one-to-one meetings with the Executive Directors and Executive Committee members, the heads of group functions and the Company Secretary and covers the areas of business outlined on our [website](#).

Executive Directors appointment process

Governance and process oversight

1 Established Sub-Committee

Following the announcement of Group CEO Paul Stockton's retirement, the Committee established a Chair-led Sub-Committee to oversee the succession and appointment process, ensuring robust governance and Board oversight.

2 Appointed search firm and defined role

An independent search firm, Russell Reynolds, was appointed for its sector expertise and diversity focus and supported the development of a Board-approved role specification.

Candidate selection

3 Developed a diverse longlist

Russell Reynolds produced a diverse longlist of candidates, which the Sub-Committee reviewed and refined to ensure alignment with the required skills and experience.

4 Interviewed candidates and agreed shortlist

The Sub-Committee interviewed candidates and agreed a final shortlist following assessment against the role specification, including evaluation of strategic vision, leadership and industry expertise through a Board presentation on Rathbones' strategy.

Appointment

5 Recommended and approved appointment

The Committee unanimously recommended Jonathan Sorrell for appointment as Group CEO, subject to regulatory approval, which was subsequently approved by the Board.

Induction

6 Delivered a structured induction programme

A structured induction programme for Jonathan Sorrell covered the following topics to support an effective transition.

Business review: Strategy, priorities and external landscape

Performance: Market positioning, budget review and investor perception

People: Culture, remuneration and succession plans

Risk and regulatory environment: Risk appetite and risk framework, key risks, overview of compliance policies. Specific emphasis on consumer duty, client assets and financial crime

Operations: Operating model, IT and change.



Nomination Committee report

Board diversity

The Board believes that building a diverse and inclusive workforce is important, not just because it is the right thing to do, but because it is good for the Group's clients, its business and its colleagues. The Group's objective is to build a diverse workforce at all levels and create an inclusive culture. The Board is committed to creating a culture where people treat each other with dignity and are encouraged to realise their full potential.

The Group's Inclusion and Diversity Policy makes clear the Group's aspirations and commitment; and by defining the roles and responsibilities that will support it in attaining these objectives.

The Group's diversity and inclusion strategy outlines the priority areas of focus, which are currently:

- To build a culture of inclusion where colleagues feel safe, respected and where they belong
- To increase ethnic minority representation, recognising the need to accelerate progress in this area
- To maintain our commitment to increase female representation and close the gender pay gap.

During the period, the committee reviewed progress against the Group's inclusion and diversity strategy and action plan, including a number of key achievements, details of which can be found on [page 43](#) of the strategic report.

The Board's diversity policy is designed to ensure transparency and diversity in making appointments to the Board upon the recommendation of the Nomination Committee.

The policy recognises the importance of having Directors with a range of relevant experience, and embraces the benefits derived from having Directors who come from diverse backgrounds. Board appointments are made following rigorous consideration by the Nomination Committee of the balance of skills, experience, knowledge and diversity. When considering Board composition, the Nomination Committee reviews best practice including the Listing Rules.

As at 31 December 2025, the company has met the FCA diversity targets:

- the Board met its target of having 40% female directors (2025: 44%)
- the Board met its target of having at least one director from a minority ethnic background (2025: 1)
- the Board met the requirement to have one of the senior board positions (Chair, Senior Independent Director, Chief Executive or Chief Financial Officer) occupied by a female director. The directors who hold these roles were appointed following formal, rigorous and transparent procedures and are the most suitable and experienced individuals for their roles and the Group's needs. The Board recognises that this will be a consideration for future appointments to these roles (2025: 1).

The tables on the right hand side of this page illustrate the gender and ethnic diversity of the Board and executive management population, which comprises the Group Executive Committee and company secretary, but excludes administrative or support colleagues, pursuant to UK Listing Rule 6.6.6.

Our executive committee diversity data is collected via SuccessFactors read more on [page 43](#). Our Board are asked to review their data annually to support reporting in several disclosures including the Parker Review and the Annual Report & Accounts.

Board and Group Executive Committee gender disclosure^{2,3}

Board table on gender representation as at 31 December 2025

	Number of Board members	% of the Board	Number of senior positions on the Board (Chair, CEO, CFO, SID)	Number in GEC	% of executive management
Men	5	56%	3	7	58%
Women	4	44%	1	5	42%
Not specified/prefer not to say	-	-	-	-	-

1. GEC is defined as members of our Group Executive Committee including the Group Company Secretary

2. The role of CEO and CFO is included in both our Board and GEC data

3. As announced on 16 February 2026, Ruth Leas, Non-executive Director, resigned from the Board, her data is included in our diversity disclosure as she was a Board member on 31 December 2025.

Board and Group Executive Committee Ethnicity disclosure^{2,3}

Reporting table on ethnicity representation as at 31 December 2025

	Number of Board members	% of the Board	Number of senior positions on the Board (Chair, CEO, CFO, SID)	Number in GEC ¹	% of executive management
White British (including minority white groups)	8	89%	4	12	100%
Mixed/multiple ethnic group	-	-	-	-	-
Asian/Asian British	1	11%	-	-	-
Black/African/Caribbean/Black British	-	-	-	-	-
Other ethnic group	-	-	-	-	-
Not specified/prefer not to say	-	-	-	-	-

1. GEC is defined as members of our Group Executive Committee including the Group Company Secretary

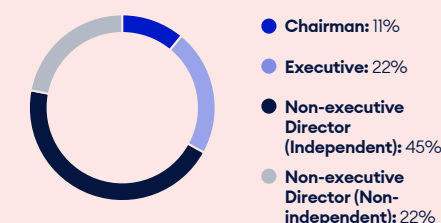
2. The role of CEO and CFO is included in both our Board and GEC data

3. As announced on 16 February 2026, Ruth Leas, Non-executive Director, resigned from the Board, her data is included in our diversity disclosure as she was a Board member on 31 December 2025.

Non-executive directors' tenure



Board composition





Nomination Committee report

Directors independence, time commitment and re-election

The committee concluded that each of the Non-executive Directors (other than the shareholder nominated directors) to be independent under the provisions of the Code. The committee recognises that Sarah Gentleman, Senior Independent Director, has exceeded her nine-year tenure on the Board and it has been agreed that Sarah will retire from the Board. This will take place in the fourth quarter of 2026; after the process to find her successor has been completed.

As outlined in my previous reports, two Shareholder Representative Directors were appointed to the Board following completion of the combination with IW&I UK. Under the terms of the Relationship Agreement, such appointments required the committee's approval but the Board agreed that Shareholder Directors would not be considered independent under the Code given their relationships with appointing shareholders. They will not be appointed to the Audit, Remuneration or Risk Committees.

The committee has concluded that each Non-executive Director has enough time to fulfil their role, as confirmed in their letters of appointment. In reaching this view, the committee considered:

- The requirements of the Code and other key regulations
- Individual attendance records for each Director and their responsiveness to company business
- Individual confirmations to the Chair that they continue to have sufficient time to discharge their responsibilities effectively.

Following this review, the committee has recommended to the Board that each of the directors is eligible to be put forward for election or re-election at the 2026 AGM as appropriate.

Board and committee effectiveness review

During the year, the committee led the annual Board internal evaluation process which was externally facilitated by Independent Audit who have no connection with the firm or individual directors. Independent Audit are accredited members of The International Register of Board Reviewers.

[Further information page 91](#) →

The committee considers that during the year it continued to have access to sufficient resources to enable it to carry out its duties and has continued to perform effectively. During the year, the committee reviewed its terms of reference to ensure that they remain appropriate.

Chair and individual Director performance evaluations

The SID leads the non-executive members of the Board in an annual evaluation of the performance of the Chair, which includes an assessment of the working relationship between the Chair and the Group CEO. In carrying out the annual evaluation, the SID meets with the non-executives without the Chair present and takes into account the views of the Executive Directors, as appropriate. Following this year's review, the effectiveness of the Chair continued to be highly-rated and the Chair confirmed that the individual directors continued to contribute effectively to the Board.

Focus for 2026

The Committee has supported significant change during 2025 and the focus for 2026 will be on:

- Embedding the new leadership team
- Complete the appointment of a new senior independent director and ensure an orderly transition
- Implement planned Non-executive Director succession process
- Monitoring talent pipeline across teams to ensure alignment to the future strategic needs of the firm
- Delivery of our diversity and inclusion strategy.

Clive C R Bannister

Chair of the Nomination Committee
26 February 2026



Nomination Committee report

Board and committee evaluation

Year 1 – 2024

External evaluation

Independent Audit Limited (IAL) were selected to facilitate the evaluation and full details of the process and findings are set out on pages 104 and 105 of our 2024 annual report. Below is an update on the progress against the suggested areas of focus which were all addressed during the year.

Year 2 – 2025

Internal evaluation

In 2025, we conducted an internal evaluation with support from IAL. The senior independent director and company secretary drafted questionnaires with input from IAL who subsequently collated responses and drafted a report. The positive report was discussed by the board and its committees in February 2026. Key findings of the evaluation include:

Year 3 – 2026

Internal evaluation

Ahead of a new three-year cycle and external evaluation in 2027, we will undertake a further internal evaluation in 2026.

This will review progress against the suggested areas of focus from the internal evaluation in 2025, including the below:

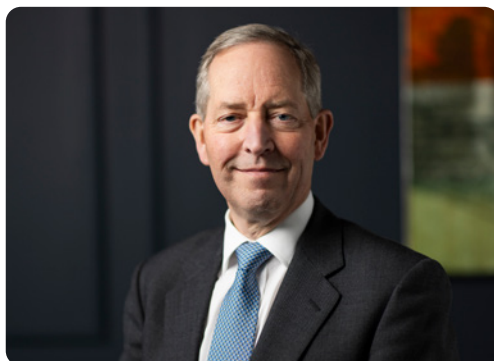
2024 Action and progress

Status

- | | | |
|--|--|--|
| <ul style="list-style-type: none"> ✓ Board operations and composition
Non-executive Directors continued to support the Executive team and provide insight into their own experiences. ✓ Enhanced the quality of the Board and Committee papers to enable the Board to ask the right questions and better support its priorities on strategy. ✓ Engagement with the executive team
Facilitated more informal engagement between the Non-executive Directors and the Executive team to enable more open discussions. ✓ People and culture
Increased frequency and discussion around People risk and people related matters. There was a continued focus on succession to ensure the Board has the right skills. ✓ Strategy and risk
There was ongoing focus on the firm's long term strategy and more time given to 'blue sky' thinking. NEDs provide good input into strategic discussions and we held an effective strategy day in 2025. | <ul style="list-style-type: none"> ✓ Executive succession
CEO succession was managed well. This supported discussion around the future strategy and business ambition. ✓ Goal Setting
The Board are clear about, and focused on, goals which look at integration, growth, culture and talent. ✓ Board management and logistics
The Chair continues to facilitate inclusive discussions and strategic issues are debated from diverse perspectives. The frequency of meetings and the allocation of agenda to topics is felt to be right-sized. ✓ Culture
Good engagement with colleagues through the workforce engagement programme. Broader stakeholder engagement supported the conversations around the updated purpose, values and corporate strategy. | <ul style="list-style-type: none"> - Culture: Increase oversight of culture and continued focus on people risk - IT oversight: clear oversight should be given to technology projects and management of project risk - Succession: undertake a talent review and build succession into forward planning - Long-term planning: the board should continue to make space for big picture discussions, supporting conversations on the business model, market disruptors, technology and the operating landscape to ensure continued business evolution. |
|--|--|--|



Audit Committee report



Iain Cummings
Chair of the
Audit Committee



All members of the Committee are also members of the Risk Committee, which ensures that there is appropriate identification and management of any issues that are relevant to both committees.

→ Full terms of reference for the Committee

This report provides an overview of how the committee has discharged its responsibilities over the last 12 months.

Key areas of focus in 2025 were:

- Analysis of the firm's financial reporting with particular consideration of accounting judgements made during the preparation of the financial statements
- Assessing the integrity and fair presentation of the Group's external financial reporting, including climate change disclosures as well as our climate report
- Reviewing and approval of the client assets sourcebook audits and submissions for relevant subsidiaries
- Overseeing the development of a framework for attestation on internal controls to align with the new UK Corporate Governance Code provisions.

Committee membership, operations and effectiveness

The Board considers that the Committee has a balance of skills and experience to deliver its responsibilities and has competence relevant to the sector and broader financial services industry. In addition, the Board considers that I, as Chair of the Committee, have recent and relevant financial experience and am competent in accounting and auditing.

All members of the Committee are also members of the Risk Committee, which ensures that there is appropriate identification and management of any issues that are relevant to both committees. Between meetings, I meet regularly with senior management across the Group's Finance, and Internal Audit functions, as well as with the lead external audit partner.

An internal evaluation of the Board and its committees was undertaken during the year in line with the requirements of the UK Corporate Governance Code, as described on [page 91](#). The evaluation found that the committee continues to operate effectively. The committee considers that it has access to sufficient resources to enable it to carry out its duties.

Financials

Annual report and financial statements and interim results

The Committee reviewed the half year and annual financial statements, which focused on the integrity, accuracy and clarity of disclosure, application of accounting policies and judgements and compliance with legal and relevant reporting standards. As part of its review, the Committee received regular updates from management and the external auditor and was able to place reliance on the updates provided by management throughout the year on internal controls in relation to financial and non-financial reporting. For more information relating to the application of accounting policies, please refer to [note 11](#) of the financial statements.

The Committee reviewed the fair, balanced and understandable assessment taking into consideration the impact of market volatility and macro environment giving due attention to the use of Alternative Performance Measures (APMs) in increasing the level of information available to investors on the firm's underlying performance and the effects of one-off financial events. In conjunction with verification processes, management assurance and a report from the external auditor, the Committee recommended to the Board that the Annual report and accounts, taken as a whole, is fair, balanced and understandable.

During the year, the Audit Committee focused on three significant matters with potential implications for the integrity of the Group's financial and narrative reporting.

The IW&I migration was closely monitored, with the Committee reviewing data transfer controls, post-migration reconciliations and the robustness of related accounting judgements and disclosures. The Committee sought assurance on the effectiveness of controls during the transition and the timely remediation of identified issues.

The Committee also considered the impact of executive changes, reviewing the accounting and disclosure implications of appointments and departures, including remuneration and termination arrangements, and ensuring appropriate governance and control continuity during periods of transition.

Technology transformation remained a key area of oversight. The Committee reviewed the implementation of new systems, focusing on controls over data integrity, access and change management, and the implications for financial and regulatory reporting.

Across these areas, the Committee challenged management's judgements, reviewed the adequacy of disclosures, and obtained assurance from internal and external audit where appropriate. The Committee is satisfied that these matters have been appropriately addressed and that the related disclosures are fair, balanced and understandable.



Audit Committee report

External audit

The Committee meets regularly and privately with the external auditor. These meetings allow for regular and open dialogue of any issues relevant to the Committee's work. Audit Committee members also meet regularly with management to discuss the relationship with the external auditor and the efficiency of the audit process. Throughout the year, the Committee has received updates on the quality of the external audit process and has continued to work with, and challenge, management and Deloitte on efficiency gains and ensuring that audit fees are fair and proportionate to the audit work required for the Group.

Audit work 2025

Deloitte has been auditor to the Group since May 2019 following a competitive tender process, and Simon Cleveland is the firm's lead partner, who rotated on to the audit in 2024. During the year, the Audit Committee Chair has engaged and had oversight of the succession and smooth handover process. Simon attended all committee meetings.

The committee has overseen the end-to-end audit process and reviewed and approved the external auditor's engagement letter and the detailed audit plan to ensure appropriateness of scope. The committee approved the audit fees, ensuring they were appropriate to enable an effective and high-quality audit.

The committee reviewed the findings from the audit process with the external auditor, which included a discussion of key audit and accounting matters, including significant judgements and provisions which included details of the external auditor's views on its interactions with management.

The committee reviewed and recommended to the Board that it sign the representation letter requested by the external auditor in respect of its audit of the financial statements.

The views of the external auditor were sought at the committee's meetings, which included sessions without management present, to discuss its remit and any issues arising from the audit.

The company has complied with the Statutory Audit Services for Large Companies Market Investigation (Mandatory Use of Competitive Tender Processes and Audit Committee Responsibilities) Order 2014 for the year ended 31 December 2025. Also, the committee has considered and prepared for the adoption of the Minimum Standard as issued by the FRC and, in the year-to-date, has had no matters on which it is required to report.

External audit effectiveness and independence

We place great importance on the quality, effectiveness and independence of the external audit process. In order to review the process, feedback was gathered from committee members and management by internal audit. The committee is satisfied that the external auditor demonstrated challenge and professional scepticism in performing its role and drew the committee's attention to key matters. The Deloitte FRC Audit Quality Inspection report was discussed with the audit partner. No material findings were identified from this inspection.

The committee has considered the FRC's Revised Ethical Standard 2024 (the Standard). It reviewed the Deloitte's provision of non-audit services to the Group, the rotation of the Senior Audit Partner, and the external auditor's tenure with the Group, as detailed below.

The external auditor provided the committee with a report confirming that, in line with the FRC's Standard and having regard to the threats and safeguards to independence, it had concluded that there were no matters that impaired or restricted its objectivity as auditors to the Group.

Non-audit services

The Group's non-audit services policy is specifically designed to ensure that the external auditor's independence and objectivity is maintained. It sets out a number of permissible non-audit services that the external auditor may carry out in line with the FRC's Standard. The committee considers it is desirable that the external auditors also perform the assurance services required by regulation in respect of CASS and Safeguarding as this provides efficiencies in the audit process and, in its judgement, the threats to the auditors' independence are insignificant. The committee's prior approval is only required where the fee for an individual non-audit service is expected to exceed £50,000 and it is on the list of pre-approved services.

Prior to undertaking any non-audit service, Deloitte also completes its own independence confirmation processes, which are approved by the engagement partner. To provide the committee with oversight in this area, it submits six-monthly reports on the non-audit services it has provided.

The policy specifies that the maximum non-audit fees that the external auditor can receive from the Group is 70% of the average of the audit fees incurred by the Group over the previous three years. Assurance services in relation to CASS and safeguarding are specifically excluded from the fee cap. The Group was charged £2,402,000 by Deloitte in relation to the financial year 2025 (FY24: £2,318,000) for audit and audit-related assurance services, and £320,000 (FY24: £238,000) for other assurance services, giving a total fee to Deloitte of £2,722,000 (FY24: £2,556,000), 12% was therefore for non-audit services. Further information on auditors' remuneration is set out in note 7 to the financial statements.

The committee considered the information and views presented to it and has concluded that the external audit process was effective, that it is satisfied with the performance of the external auditor, and that there are policies and procedures in place adequate to protect the independence and objectivity of the external auditor. Accordingly, the committee has recommended to the Board that a resolution be put to shareholders at the upcoming AGM for the reappointment of the external auditor. The group will be required to tender the external audit at the 2029 financial year end.

Risk management and internal controls

The Group's internal control framework is an essential part of ensuring the integrity of its financial reporting and other business operations. The committee oversees the effectiveness of, and ongoing improvements to, the Group's internal controls, as well as having responsibility for monitoring and reviewing the effectiveness of the Group's internal audit function, which provides assurance on those controls.

The Committee, together with the Risk Committee, monitored the effectiveness of the systems of internal control over financial and non-financial reporting that support the integrity of the Group's financial and non-financial disclosures, in accordance with the requirements of the FRC's guidance on risk management, internal control and related financial and business reporting. During this review, the Committee did not identify any weaknesses which were determined to be significant to the preparation of the financial statements. Where areas for improvement were identified, processes are in place to ensure that the necessary actions are taken, and progress is monitored by the committee.



Audit Committee report

The committee members actively follow up with management on the rectification of identified control weaknesses. In addition, the committee receives an assessment from the risk management function on the balance of key accounting judgements and fraud risk and controls to assist with the review of the Annual Report.

During 2025, the committee has:

- Reviewed the Internal Audit reports for the period as well as the progress of actions against any prior year observations on controls.
- Considered year-end reports on various aspects of the internal control environment of the business from internal audit, the Group Chief Risk Officer and the Chief Financial Officer. In addition, a year-end update was provided to the committee covering the Group financial control framework.
- Reviewed and approved the ISAE3402 reports for Rathbones and AAF for IW&I on their testing of controls over the core operating systems supporting the Investment Management and Funds businesses.
- Reviewed the external audits that were performed regarding controls applicable to client assets held by regulated entities in the Group.

Full details of the internal control framework are given within the risk management section on [pages 57–61](#).

In January 2024, the FRC announced the publication of the 2024 Corporate Governance Code. The Committee will oversee and make recommendations to the Board in relation to Provision 29, which will come into force from 1 January 2026. The changes bring a greater level of transparency as to how the Board is fulfilling its broader requirements in relation to audit, risk and internal control, and will require the Board to make a specific declaration on the effectiveness of material controls at the balance sheet date. The committee is overseeing any work that is required to enable the Board to make such a declaration, which will be in the Annual report and accounts for the year ended 31 December 2026.

Internal audit function

The Committee continued to have oversight of Group internal audit through reports provided to the Committee and one-to-one meetings with the Head of Internal Audit. The Committee received regular reports on internal audit activities across the group, including thematic root cause analysis, detailing areas identified during audits to support strengthening of the group's risk management and internal control framework and management's progress on remediation of issues. The annual internal audit assessment was reviewed by the Committee, which found the governance and risk and control framework of the Group to be generally effective, with strong Board oversight and challenge over strategy, culture, operations and risk management.

The role of the Group's internal audit function is defined by the Internal Audit Charter, which sets out its objectives, responsibilities, and scope of work. The charter was subject to review this year based on industry best practice and was approved by the committee in April 2024. In addition to reviewing the internal audit function's effectiveness and independence, the Committee concluded the function was adequately resourced, experienced and skilled, with additional resourced expertise engaged, where required, for specialist skills.

The function's detailed work programme is set out in a rolling 12-month Internal Audit Plan. This is reviewed based on updated risk assessments and approved by the committee every six months and the Committee also ensures that adequate resources are available to deliver the plan. The committee is satisfied that the Plan covers the Group's key risks, regulatory priorities and strategic ambitions and aligns with the assurance activity being carried out by the Group's second line function and the external auditor. Having considered the information provided to it throughout the period under review, the committee remains satisfied that the quality, experience, and expertise of the function is appropriate and that it is operating effectively. The committee continues to support the maintenance of the function's objectivity. It ensures the Head of Internal Audit has direct access to both the Chair of the Board and the Committee Chair, in each case without the involvement of management, and they receive reporting directly from the function.

Whistleblowing champion

The Committee Chair is the whistleblowing champion for the Group, and the Group is committed to creating a culture of openness, integrity, and accountability. A formal policy is in place which encourages colleagues and contractors to raise concerns, in confidence, about possible wrongdoing. Changes to the policy require the approval of the Board. Awareness of the policy is achieved through regular engagement and training throughout the year. The committee has responsibility for regularly reviewing the adequacy of arrangements to ensure reports are investigated, appropriate action is taken where necessary, and that appropriate steps are in place to safeguard reporters against victimisation.

During the period, the committee received regular reporting on whistleblowing, including management information on concerns raised. The committee was satisfied that the strength of the arrangements is aligned with other financial services organisations. As part of the Group's commitment to ensure reasonable procedures are in place to prevent fraud, the committee also received a report on fraud risk assessments. This outlined the controls and measures in place to detect fraud and safeguard clients' assets. No material issues were identified.

Focus for 2026

As well as considering the standing items of business, the committee will also focus on readiness for enhanced controls reporting under the Corporate Governance Code.

Iain Cummings

Chair of the Audit Committee
26 February 2026



Group Risk Committee report



Terri Duhon
Chair of the
Group Risk Committee



The committee undertakes a robust assessment of both the principal and emerging risks related to strategic and operational matters.

As chair of the Group Risk Committee, I am pleased to present the committee's report on the activities undertaken in the year under review.

In a continually uncertain and challenging macroeconomic and geopolitical environment, the Committee has continued to oversee management's approach to risk management and compliance, whilst simultaneously providing robust challenge, and advising the Board on the Group's current and future risk exposures and profile. The committee does this against the backdrop of a new strategic direction for the Group. The committee applies its insight into significant and emerging risks to support the Board in giving appropriate consideration to risk management and compliance in its decision-making.

The Committee, in conjunction with the Audit Committee, keeps under review the effectiveness of the Company's risk management and internal control systems, which monitor and review all material controls including financial, operational and compliance controls. In addition, we closely monitor risk appetite and tolerance levels and challenge management to ensure these are regularly stress tested to ensure they are able to withstand wider macroeconomic and other risk events.

Throughout 2025, I have continued to engage with my fellow Committee members to understand their views, in particular, on any risk areas which they feel require further oversight and challenge. This has been supported by my active and regular engagement with key colleagues in the business, with particular emphasis on the support received from the Group Chief Risk Officer and her team.

The committee plays a key role in overseeing the management of capital adequacy and liquidity through the ICAAP, ILAAP and ICARA which includes ensuring Rathbones has sufficient capital for its existing and future strategy. Continued enhancements to the Group's risk maturity have been reviewed by the committee, which has scrutinised the Group's risk profile in relation to solvency, liquidity, operational, conduct and reputational risks. In addition, we continue to progress against our regulatory agenda, with a particular focus on Consumer Duty this year given the committee has oversight of the firm's Consumer Duty Report.

The committee undertakes a robust assessment of both the principal and emerging risks facing the Group over the course of the year, and reviews reports from the risk and compliance function on the processes that support the management and mitigation of those risks. The Committee then has these principal and emerging risks front of mind when considering strategic or change projects and has a particular focus on the risks that would threaten its business model, future performance, solvency or liquidity.

The committee has continued to monitor the Group's strategy, delivery of our digital programme and management of our integration risks. Regular updates on mobilisation priorities have been received to ensure that the activities supporting the delivery and execution of the strategy are adequately managed and prioritised across other business-as-usual activities in order to support good client outcomes.

The committee reviews a report from the Chief Risk Officer at each meeting, which includes key themes impacting the risk profile and regulatory change risks that could impact the Group. It also covers the output of risk assurance activities and specific areas of financial and non-financial risk, including regulatory risk and client outcomes.



Group Risk Committee report

Committee meetings

Our current members are the independent Non-Executive Directors, who met formally on four occasions during the year and informally twice to review key regulatory reports. In addition to the members of the committee, standing invitations are extended to the Chair and other Board members, the Executive Directors, the Chief Risk Officer, the Chief Operating Officer, the managing directors and the Head of Internal Audit. All attend committee meetings as a matter of course and inform the committee's discussions. Other Group Executive Committee members and risk team members are invited to attend the committee meetings from time to time as required to present and advise on reports commissioned.

I frequently meet with the Chief Risk Officer in a combination of formal and informal sessions throughout the year. I also meet with senior management across all divisions of the Group, including the risk and compliance division, to discuss the business environment and to gather their views on emerging risks.

The committee has an agreed annual standing agenda to cover key risk items in the year, which are required to be addressed in accordance with the terms of reference. The committee always discusses the Chief Risk Officer's report, which covers the second line risk view, as well as reports from management which give the first line risk view. We also then hear about financial risks, and finally internal audit gives any thoughts at the end of the meeting to cover the third line risk view. Prior to each meeting, I agree the agenda with the Chief Risk Officer and the Company Secretary to identify key issues impacting on the firm that may require the committee's attention, which either become ad hoc agenda items or standing agenda items depending on the issue.

Key areas of focus during 2025

Consumer Duty

To support the delivery of good client outcomes, regular updates on embedding activities related to Consumer Duty were reviewed. A compare and contrast of best practices from IW&I and best practices from RIM was undertaken to evolve our approach further as a combined approach across the integrated firm.

As of January 2025, the Committee started receiving a quarterly Consumer Duty dashboard tying together a lot of the data that we had previously seen in other reports which gave us a holistic overview of client outcomes. The importance of good consumer outcomes has remained a priority as the Committee maintains oversight on the identification and remediation of any issues that need to be addressed and drive forward a culture of delivering good consumer outcomes at every stage of the customer journey. In November the Committee reviewed and approved an enhanced Consumer Duty framework that will embed Consumer Duty principles across the firm. This topic will continue to be a material area of focus for the committee as we move into 2026.

Operational resilience

Operational resilience has remained a key area of oversight, and this year's self-assessment demonstrated the good progress made in embedding operational resilience within our business-as-usual operations. Numerous enhancements have been made across the group, with a focus on increasing the resilience of our operations and services to clients.

These enhancements include the deployment of new operational processes to further mitigate risk to service continuity, and together with associated documentation enhancements has built a greater understanding of resilience across the organisation.

In its role overseeing operational resilience, the committee scrutinised the completeness of the Operational Resilience Self-Assessment, including Important Business Service coverage and thresholds, as well as management plans to address outstanding actions, prior to recommending this for approval by the Board. This risk will continue to be a material area of focus for the committee as we move into 2026.

Information security, data and fraud risk

To ensure clear visibility of risk exposures and the actions being taken to manage and mitigate them, the Group received regular updates on data risk and integration planning through business-as-usual activity. Ongoing reporting was also provided on enhancements to the Group's financial crime framework and control environment, including technology improvements to support anti-money laundering (AML) screening capabilities.

Risk management oversight

In 2025 the committee:

- Reviewed and challenged the risk appetite statements in support of risk-informed decision-making aligned with the firm's strategic aims.
- Received regular updates on the status of the Group's risk profile supported by reference to the approved risk appetite, reviews undertaken of risk and compliance events and the status of control effectiveness and remediation activities.

- Reviewed and challenged reporting for evidence of the continued evolution of risk management capabilities in the first line and monitored the response of management to issues identified.
- Continued to encourage the Group's second line function to further focus on oversight through the increased transfer of risk management activities to the first line operational teams.
- Received and challenged assessments of the Group's emerging risks and the principal risks and uncertainties the Group faces, as reflected on [pages 61 - 65](#).
- Reviewed and monitored progress of the second line assurance plan and oversaw the ongoing prioritisation of risk management activity across the Group.
- Oversaw the activity of the compliance function, which provides oversight of the firm's adherence to its regulatory obligations and the adequacy of the internal controls supporting that adherence.
- Oversaw developments in the risk and compliance teams, including their integration across Rathbones and IW&I.
- Received regular updates from the CRO on the resource capacity and capability in the risk function.



Group Risk Committee report

Risk review

Our risk management framework underpins our culture to enable a responsive and forward-looking approach to the risks we face as a Group. There has been particular focus again this year on the firm's risk appetite framework, particularly given the programme of change that has been delivered during the year.

During this financial year we conducted our regular review of the key risks facing the Group as summarised in the principal and emerging risks, with changes reflected in our risk report on [pages 57 to 66](#).

The committee continued its focus on investment risk throughout the year, looking at investment performance, suitability and governance enhancements.

ICAAP, ILAAP and ICARA

As part of ensuring the Group has sufficient capital and liquidity for its growth strategy, the committee kept the ICAAP, ILAAP and ICARA documents under periodic review as well as arranging deep dives into each of these documents.

The ICAAP, ILAAP and ICARA were recommended to the Board for approval, following review and challenge to ensure they were proportionate to the nature, scale and complexity of the firm. The review covered the key assumptions and methodologies used to assess the material risks to ensure the results continued to reflect the risk profile of the Group. The committee oversaw the scenarios used, such as regulatory compliance, technology and severe market movements to validate the results and also reviewed the annual regulatory disclosures.

Committee effectiveness

An internal evaluation of the Board and its committees was undertaken during the year in line with the requirements of the UK Corporate Governance Code, as described on [page 91](#). The evaluation found that the committee continues to operate effectively. The committee considers that it has access to sufficient resources to enable it to carry out its duties.

Focus for 2026

In reviewing the committee's priorities for the coming year, consideration will be given to the following areas:

- Oversee consumer duty evolution including ongoing enhancements and embedding the principles and evolution of the quarterly reports.
- Continue to assess the effectiveness of the risk appetite framework post migration.
- Support the new CRO Cassandra Williams following the retirement of Sarah Owen-Jones.
- Monitor the impact of the new strategy on the risks to the firm.
- Engage with the new executives following the many changes to the team.

Terri Duhon

Chair of the Group Risk Committee
26 February 2026



Remuneration Committee report



Dharmash Mistry
Chair of the
Remuneration Committee



During 2025, the firm delivered on several material strategic and operational objectives, most notably the successful migration of IW&I clients which was completed in line with plan.

→ Full terms of reference for the Committee

Remuneration Committee Chair's annual statement

I am pleased to present the Remuneration Committee Chair's Annual Statement for the year ended 31 December 2025.

The core focus of the Committee was to determine the appropriate remuneration for some significant senior leadership changes, including the Group CEO transition. Additionally, we have determined the 2025 incentive outcomes and set remuneration targets for the new leadership team as set out in this report. All decisions taken during the year have been made fully in line with our Policy, approved by 93.8% of our shareholders at our 2024 AGM.

The Committee also spent significant time reviewing the remuneration harmonisation & simplification programme for our front office colleagues post integration with IW&I and better aligning the remuneration with client service, outcomes and joining the remuneration policy across the board.

As in prior years, our overarching aim remains clear: to ensure that executive pay outcomes are tightly aligned to the value delivered for shareholders and the experience of our clients, consistent with our purpose, culture and long-term strategy.

As set out earlier in the annual report, the financial performance of the firm was resilient in a challenging and turbulent market environment. Our FUMA grew by 5.9% and Underlying Profit Before Tax increased by 4.6% to £238.1 million. This robust performance enabled us to continue to grow our dividend for the 2025 by 6.5% with a final dividend of 68.0p per share, resulting in a full-year dividend per share of 99.0p.

2025 Annual Bonus outcomes

In determining the outcomes of the 2025 annual bonus, the Committee took into consideration the formulaic outcomes for the two financial measures (underlying profit before tax and total net organic growth in FUMA) alongside the contributions of our Executive Directors against the strategic targets and milestones set at the beginning of the year.

During 2025, the firm delivered on several material strategic and operational objectives, most notably the successful migration of IW&I clients which was completed in line with plan. Despite a challenging market and geopolitical backdrop. Nevertheless, the new leadership team's strategy (post integration) resulted in some change in priorities during the second half of 2025 which included a challenging decision to amend the introduction of our CLM system and a decision to deepen our relationship with Salesforce. As a result, the overall outcome of the annual bonus was 66.9% of the maximum award level and further details are provided on [pages 102 to 104](#). The Committee is comfortable this outcome fairly reflects the performance of the group over the year, and therefore no discretion was applied, having also considered direct client feedback, investment performance and other feedback from the Risk and Audit Committees.

2023 restricted stock plan outcomes

The final RSP award will vest in March 2026, and the committee assessed the performance underpin over the 2023–25 period. Whilst neither of the incumbent Executive Directors received this award (as they were not in role in 2023), this outcome impacts both previous Executive Directors (who retained this award as good leavers) and below board senior management employees.

In summary, over the three-year period:

- total dividends paid have increased.
- return on Capital Employed (ROCE) was higher than our Weighted Average Cost of Capital (WACC).
- satisfactory operational performance has been maintained.
- the Board continued to oversee the Group's risk and control environment, which operated satisfactorily, with no significant failings.

As such, the committee confirmed that the underpins had been met and therefore the RSP will vest in full. This is the final RSP to vest, with our first performance share plan (PSP) due to vest in early 2027.



Remuneration Committee report

Change in Group Chief Executive

Appointment of Jonathan Sorrell

On 1 July 2025, we welcomed Jonathan Sorrell to the firm, with his appointment as Group Chief Executive and Executive Director effective 18 August 2025 following regulatory approval. His remuneration package includes fixed pay set at £784,000 with variable remuneration in line with our Remuneration Policy approved by shareholders in 2024 (maximum bonus and PSP opportunities are 135% and 200% of fixed pay respectively).

When determining Jonathan's remuneration, the Committee took into account a range of factors, most notably Jonathan's pay at his previous employer, as well as comparing our proposals to market benchmarks to ensure that the overall levels are appropriate and in line with market norms. Whilst the Committee recognises that the fixed pay level for Jonathan is materially higher than his predecessor, we are fully comfortable that this level of remuneration remains commensurate with the level of similar sized UK listed investment managers, whilst also being appropriate given the calibre of individual, reflecting Jonathan's broad experience both in the listed and private market.

For 2025, Jonathan was eligible for a 2025 annual bonus award pro-rated for the portion of the year that he was employed at Rathbones. Jonathan was also granted a 2025 PSP award, providing immediate alignment to Rathbones performance. The performance conditions and targets are identical to the awards granted to other participants.

To secure his services, Rathbones agreed to buy-out awards that Jonathan forfeited when resigning from his previous employer, including unvested deferred awards as well as the annual bonus for the period of 2025 worked at his previous employer. These awards were bought out on a like-for-like basis in line with market practice and our shareholder approved remuneration Policy, with the bonus award

being determined with reference to historic outcomes (pro-rated for time). The majority of the awards made to Jonathan are in the form of Rathbones shares which provides immediate alignment with our investors. Full details are included on [page 104](#).

In terms of shareholding requirements, Jonathan will also be required to build and retain a holding in shares or rights to shares equivalent to the value of 250% of fixed pay within five years of his appointment to the Board.

Departure of Paul Stockton

Following the regulatory approval for Jonathan's appointment, Paul Stockton's retirement was confirmed by the Board on 18 August 2025. Paul stepped down from the Board at this point and will serve his full 12 month notice period.

In line with the shareholder approved remuneration Policy and Paul's service contract, he will continue to receive his fixed pay and benefits, up to and including 18 August 2026. Paul is eligible to receive an Annual Bonus for the period he has worked in 2025 subject to the Remuneration Committee's determination of performance and was treated as a 'good leaver' in relation to his unvested share awards. These awards will vest at the usual time, subject to the outcome of the underpins/performance conditions and time pro-rating to the end of his employment. More detail of the arrangements for Paul's remuneration can be found in the payments for loss of office section on [page 105](#).

Wider workforce remuneration

Front office review

As part of the overall IW&I integration, a key focus for management during 2025 was reviewing our approach to remunerating our front office employees. In conducting this review, management sought to simplify plans and create transparency to ensure there

continues to be strong alignment with client service and outcome. The Committee had a clear role in having oversight of these changes, appropriately reviewing and challenging management to ensure we get to the best outcome for all stakeholders.

Looking ahead

Implementation of policy for 2026

For 2026, we are increasing the fixed pay levels for both Executive Directors by 1.5%. This is in line with inflationary increases awarded to wider senior management employees, and below the average of 3.25% awarded to the wider workforce.

We are proposing a slight change to the weighting of our annual bonus scorecard – returning to an equal split between the underlying PBT and growth in FUMA measures (for a total 50% scorecard). The financial measures were weighted 60:40 towards profit in 2024 and 55:45 in 2025. Whilst a modest change the return to an equal weighting is an important milestone. Following integration of IW&I in 2025, the key task for management in 2026 is to deliver strong organic growth for the enlarged firm, and the remainder of the scorecard will continue to be assessed against strategic measures.

For 2026, the growth measure will be assessed in two separate parts. The majority of this measure (20% of the overall bonus) will be assessed against Wealth Management flows, given the size of the Wealth Management business (contributing over 80% of group profits) and the critical importance of delivering growth in FUMA in wealth management. This measure also flows down to employees throughout the organisation. The final 5% of the bonus will be based on Group-wide flows, to ensure that Executive Directors continue to be assessed against the full group performance.

There are no changes proposed to the measures within the 2026 PSP award but there are modest

changes to the weightings, with the weighting of EPS increased to 40%, and Relative TSR reduced to 20%.

This decision reflects both the importance of sustained earnings growth, which will directly drive shareholder value and the challenges in determining an appropriate relative TSR peer group.

Given the limited number of direct listed peers, since the introduction of the TSR measure we have had to select a group of wider Financial Services companies in order to have a sufficient number of peers. We have recently seen another firm (Schroders) announce they are de-listing, increasing the challenge in creating a sensible peer group. Targets for these measures are disclosed on [page 106](#).

Remuneration policy review

Rathbones are due for a binding vote on the directors' Remuneration Policy at AGM in 2027. Whilst the Committee and I are of the view that the introduction of a PSP to the current Policy is working well, I look forward to engaging with shareholders later in the year as we review our approach to ensure we continue to pay competitively, in line with regulations and best practice, and maintaining strong alignment between remuneration outcomes and our strategic aims.

Conclusion

I hope that you find the information in this letter and the Directors' Remuneration Report clear and useful. Ensuring that our remuneration approach complements our wider business and strategic aims of Rathbones remains of utmost importance for us as a Committee. I welcome any feedback you may have during the year and hope to receive your support for the approval of the remuneration report.

Dharmash Mistry

Chair of the Remuneration Committee
26 February 2026

Implementation of remuneration policy in 2026

Fixed pay (inc pension)
 Annual bonus 2026
 PSP

Our remuneration philosophy

Our remuneration policy is designed to be:

- Transparent
- Simple
- Predictable
- Proportionate
- Drive the right culture and behaviour and is aligned with
 - Our purpose to think, act and invest for everyone's tomorrow
 - The interests of our key stakeholders

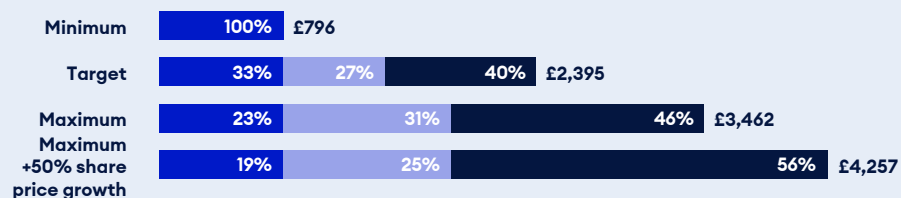
Key changes to 2026 measures:

- Rebalancing of PSP target weightings
- Change to weighting of Bonus scorecard and FUMA measure
- Our strategic priorities

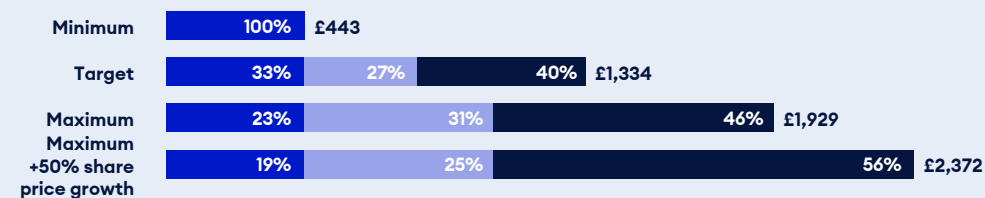


Application of remuneration policy

Jonathan Sorrell
£'000



Iain Hooley
£'000





Annual report on remuneration

Remuneration Policy

The Remuneration Policy (Policy) was approved at the AGM on 9 May 2024 and can be found on our website. The policy has operated as intended in terms of company performance and quantum. No further changes have been made to the Remuneration Policy since it was approved in 2024. This part of the Directors' remuneration report explains how we have implemented our remuneration policy during the year. This annual report on remuneration is subject to an advisory vote at the 2026 AGM, and the financial information in this part of the remuneration report has been audited where indicated.

Role of Remuneration Committee

The role of the committee is to set the overarching principles of the Remuneration Policy and provide oversight on remuneration across the firm. Details of the committee's responsibilities and composition are noted above. At the invitation of the Committee Chair, the Group Chief Executive Officer, Group Chief Financial Officer and Chief People Officer attend some or all of each meeting. The Chief Risk Officer also advises the committee on matters relating to remuneration, and attends meetings as required. The Company Secretary acts as secretary and, with the Chair, agrees the agenda for each meeting. At the end of each meeting, there is an opportunity for private discussion between committee members without the presence of management. No committee member or attendee is present when matters relating to his or her own remuneration are discussed. The Chair of the Board consults our major shareholders on a regular basis on key issues, including remuneration.

A formal consultation exercise was undertaken during 2023 with our major shareholders and shareholder advisory bodies as part of the process of reviewing the Remuneration Policy. The pay and terms and conditions of employment of employees within the Group are taken into consideration when setting the Directors' Remuneration Policy and pay of the Executive Directors. The Remuneration Committee does not formally consult with employees when setting the policy, although the employee opinion survey conducted every year includes remuneration as one of the topics surveyed.

UK Corporate Governance Code

In determining the Policy, the committee took into account the principles as set out in the Code, in addition, the committee ensured that the proposed policy was transparent, simple and easily understood, fair and linked Group performance and reward, and to drive the right behaviour, it is aligned to our purpose, values and Group strategy.

Single total figure of remuneration for each executive director (audited)

The table below sets out a single figure for the total remuneration received by each executive director for the year ended 31 December 2025 and the prior year:

	Fixed pay				Variable pay						
	Fixed pay £'000	Taxable benefits and allowances £'000	Pensions £'000	Subtotal £'000	Annual bonus £'000	RSP ⁴ £'000	Other ² £'000	SIP £'000	SAYE £'000	Subtotal £'000	Total £'000
J E Sorrell¹											
2025	350	1	–	351	262	–	3,104	1	–	3,367	3,718
I W Hooley											
2025	437	58	–	495	292	–	–	4	6	302	797
2024	437	59	–	496	352	–	–	2	6	360	856
R P Stockton											
2025 ³	390	2	–	392	310	393	–	2	6	711	1,103
2024	618	3	–	621	498	411	–	4	6	919	1,540

1. Jonathan Sorrell joined Rathbones on 1 July as CEO designate and was appointed to the Board and succeeded Paul Stockton as Group Chief Executive on 18 August 2025. The fixed pay and annual bonus figures above reflect the period from 1 July.

2. The values in the single total figure table reflect buyout awards granted to Jonathan in relation to remuneration he forfeited when resigning from his previous employer as disclosed on page 99. Of the above total £1.232m relates to an award to replace his forfeited 2025 part year bonus of which £715,842 will be paid in cash and £515,842 in shares. £1.873m relates to deferred share awards over 112,499 shares to replace unvested awards forfeit upon resignation.

3. RSP – this award was made in 2023 and relates to the three-year performance period ending 2025. The award will vest in March 2026 and will be subject to a two-year holding period. The value of this award has been estimated based on the average share price during Q4 2025 of £18.36.

4. The value for 2024 has been restated from the number in last years report to reflect the actual share price at the date of vest (£16.42).



Annual report on remuneration

Taxable benefits

Taxable benefits and allowances represent the provision of private medical insurance for executive directors and their dependants on terms consistent with the company's workforce. In addition, Iain Hooley receives travel expenses to cover the cost of working out of our London office.

Annual bonus

Performance is assessed using a combination of measures that are detailed below:

	Weight %	% of fixed pay
Financial	50	67.5
Non-financial	50	67.5
Total	100	135.0

Financial

The one-year financial performance measures are two key performance indicators actively used by the business, which are closely aligned to strategy. The one-year financial measures and achievement levels are provided below:

	% of fixed pay	Threshold (25% of maximum)	On target (60% of maximum)	Maximum	Actual	Weighted payout (% of fixed pay)
Financial						
Underlying profit before tax (£m)	37.1	227.0	241.0	255.6	238.1	19.6%
Total net organic growth in funds under management and administration (%)	30.4	1.0%	1.5%	2.0%	(1.5%)	-%

The net organic growth in funds under management and administration covers both our Investment Management and Asset Management businesses.



Annual report on remuneration

Non-financial strategic

The non-financial strategic measures are designed to drive strategic goals. Details of the performance measures, assessment and outcomes are detailed below:

Our strategic priorities

Enriching the client and advisor proposition and experience

Supporting and delivering growth



Inspiring our people

Operating more efficiently

Our stakeholders

- Clients
- Our people
- Shareholders
- Society and communities
- Partners and regulators

Performance in 2025

Objective: Growth

- Gross inflows of £8bn were below our stretching internal target
- Established business critical value frameworks for the firm's various products and services
- Refreshed brand and proposition project successfully delivered
- Successfully launched the firm's Purpose and Values programme



Partially achieved

Objective: Integration

- 100% client migration delivered by end of H1, in line with plan
- Total synergies were £76m, materially ahead of our target of £60m
- Transition to new operation model achieved in line with plan, with legacy systems wound down, and TSA exit completed
- New front office remuneration scheme developed and communicated to the business ahead of launch for 2026 which creates alignment for all front office colleagues from the two legacy businesses



Achieved

Objective: Productivity

- The firm's development of its CLM system delivered limited efficiency benefits to colleagues
- Technology and AI tools programme successfully delivered, with process efficiencies identified and new technology solutions implemented



Partially achieved

Objective: Client and employee satisfaction

- Strong client Net Promoter Score maintained at +55, in line with our target and above industry average
- Client turnover levels maintained at historical levels
- Employee Net Promoter and Engagement Scores were lower than in 2024



Largely achieved



Annual report on remuneration

Total 2025 annual bonus award

In addition to the above specific measures, the committee also considered direct client feedback, investment performance and other feedback from the Risk and Audit Committees. After taking this into account, the committee concluded that an overall score for this element of the annual bonus of 35% out of 50% was appropriate, which corresponds to 47.3% of fixed pay.

	Weight %	Award achieved
Financial	50	14.5%
Non-financial	50	35.0%
Total	100	49.5%

	Total award (£'000)	Delivered in cash (£'000)	Delivered in shares (£'000)
J E Sorrell ¹	262	131	131
I W Hooley	292	146	146
R P Stockton ²	310	155	155

1. The bonus for Jonathan Sorrell is based on the period as an Executive Director from 1 July to 31 December 2025.

2. The bonus for Paul Stockton is based on the period as an Executive Director from 1 January to 18 August 2025.

Pensions

No Directors receive a separate pension allowance and neither is in receipt of a defined benefit pension. All Executive Directors are eligible for death in service benefits on terms consistent with the workforce.

Restricted Stock Plan

The performance underpin for the 2023 RSP was assessed based on performance to 31 December 2025. The committee considered performance over the three years and determined that there was no reason to reduce the level of vesting.

	Number of shares granted	Proportion of award vesting	Number of shares vesting	Estimated value of vested shares ¹
R P Stockton	21,425	100%	21,425	£393,269

1. The share price used to calculate the estimated value is based on an average share price of £18.36 (the average share price from 1 October 2025 to 31 December 2025).

Share Incentive Plan (SIP)

This benefit is the value of the matching and free share awards made in the year under the SIP. Executive directors, alongside all employees, may contribute up to £150 per month to buy partnership shares with contributions matched on a one-for-one basis by the company.

Save As You Earn (SAYE)

This benefit is the value of the discount on SAYE options granted during the year.

Remuneration for Jonathan Sorrell

As set out in the Chair's letter, Jonathan Sorrell joined the firm on 1 July 2025 and was appointed Group Chief Executive and Executive Director on 18 August 2025. His fixed pay was set at £784,000 with variable remuneration in line with our Remuneration Policy approved by shareholders in 2024. Maximum bonus and PSP opportunities are 135% and 200% of Fixed Pay respectively. He is subject to a shareholding requirement of 250% of fixed pay.

For 2025, Jonathan was eligible for a 2025 bonus award pro-rated for the portion of the year that he was employed at Rathbones and was granted a 2025 PSP award, providing immediate alignment to Rathbones performance. The performance conditions and targets are identical to the awards granted to other participants. As a result of resigning from his previous employment, Jonathan forfeited a number of previously deferred awards as well as forfeiting eligibility for an annual bonus for the period of 2025 worked at his previous employer. In order to secure Jonathan's appointment and in line with typical market practice and our shareholder approved remuneration Policy we agreed to buy out his forfeited remuneration on a like-for-like basis.

In relation to his previously deferred awards, we granted awards of equivalent value, based on the average Rathbones shares price in the five days preceding Jonathan joining. These awards will vest at the same time as the awards foregone. Further information on these awards is included on [page 108](#).

In relation to his part year bonus in the period to 30 June 2025 we awarded a pro-rated target bonus (equal to the average bonus over Jonathan's previous three years in employment). Of the total bonus of £1.232 million, £715,842 will be paid in cash, and £515,842 in Rathbones shares vesting after three years, reflecting the same cash/shares split as at his previous employer.



Annual report on remuneration

Payments to past Directors (audited)

Paul Stockton's retirement was confirmed by the Board once regulatory approval for Jonathan's appointment was received on 18 August 2025 and he will serve his full 12 month notice period. Paul stepped down from the Board at this point. Consistent with our shareholder approved remuneration Policy and Paul's service contract, he will continue to receive his fixed pay and benefits, up to and including 18 August 2026.

The aggregate value of these payments from 18 August to 31 December 2025 was £230,951 and comprised a fixed pay of £227,597 and benefits totalling £3,355 which includes legal and other costs of £2,000 on behalf of Mr Stockton.

Paul remained eligible to receive an Annual Bonus for the period worked in 2025 subject to the Remuneration Committee's determination of performance as outlined above and disclosed in the single total figure table.

As a result of Paul's retirement he is treated as a 'good leaver' in relation to his unvested share awards. In accordance with the Director's Remuneration Policy and the relevant share plan rules:

- Unvested RSP and PSP awards will be eligible to vest at the usual time, subject to the outcome of the underpins/performance conditions and time pro-rating to the end of his employment
- Unvested deferred bonus awards will be eligible to vest at the usual time.

Restricted Stock Plan

Jennifer Mathias, a former Group Chief Financial Officer, stepped down from the Board in December 2023 and transitioned into the role of Group Chief of Staff position before leaving Rathbones in December 2024. She was granted an RSP award in March 2022. In accordance with the plan rules, the Remuneration Committee determined that she should be treated as a good leaver. As a result, Jennifer's RSP was pro-rated to December 2024. Following pro-ration, 16,119 shares vested with a value of £264,674, based on a share price of £16.42 (share price as at 7 March 2025).



Annual report on remuneration

Implementation of the remuneration policy in 2026

Fixed pay

The Fixed Pay levels effective 1 January 2026 for Jonathan Sorrell will be £795,760 and for Iain Hooley will be £443,352.

Annual bonus

The annual bonus has a maximum value opportunity of 135% of fixed pay with measures and weightings as follows:

	Weight %
Financial	
– Underlying profit before tax	25%
– Total net organic growth in Wealth Management FUMA	20%
– Total net organic growth in Group FUMA	5%
Strategic measures aligned to key objectives	50%
	100%

The targets under the financial metrics are deemed to be commercially sensitive and will be disclosed following the end of the performance period in next year's DRR.

Performance Share Plan (PSP)

The 2026 PSP award will be granted in March 2026. The Remuneration Committee determined that it was appropriate to grant the Executive Directors an award at the maximum level of 200% of fixed pay. The Committee will review the level of vesting upon completion of the performance period.

The 2026 PSP targets are detailed in the table below, all measures have straight line vesting between threshold and maximum:

Measure	Weighting %	Threshold (25% of maximum vesting)	Maximum (100% vesting)
Underlying EPS (2028)	40%	190.0p	250.0p
Relative TSR 2026–2028	20%	Median	Upper Quartile
ROCE	40%	13%	17%

1. Peer group: abrdn, AJ Bell, Aviva, Brooks McDonald, Close Brothers, Integragin, Jupiter, Legal & General, Liontrust, M&G, Ninety One, Phoenix, Quilter, St James's Place

Service contracts and letter of appointment

It is company policy that service contracts should not normally contain notice periods of more than 12 months. Details of the notice periods in the contracts of employment of Executive Directors serving during the year are shown below.

Executive director	Date of contract	Notice period
J E Sorrell	1 July 2025	6 months
I W Hooley	1 January 2024	6 months

There are no provisions within the contracts to provide automatic payments in excess of payment in lieu of notice upon termination by the company, and no predetermined compensation package exists in the event of termination of employment. Payment in lieu of notice would include fixed pay and benefits. There are no provisions for the payment of liquidated damages or any statements in respect of the duty of mitigation. In the event of entering into a termination agreement, the Board will take steps to impose a legal obligation on the director to mitigate any loss incurred. There are no clauses in contracts amending employment terms and conditions on a change of control. Executive Directors' contracts of service, which include details of remuneration, are available for inspection at the company's registered office and will be available for inspection at the AGM.



Annual report on remuneration

Non-executive Directors have a letter of appointment rather than a contract of employment and these are available for inspection at the AGM. As with all other Directors, they are required to stand for re-election annually in accordance with the UK Corporate Governance Code. The effectiveness of the Non-executive Directors is subject to an annual assessment. Any term beyond six years is subject to particularly rigorous review and takes into account the need for progressive refreshing of the Board. The Executive Directors are responsible for determining the fees of the Non-executive Directors.

Non-executive director	Date of appointment	Notice period	Length of service at 31 December 2025
C C R Bannister	6 April 2021	1 month	4 years 8 months
S F Gentleman	21 January 2015	1 month	10 years 11 months
I A Cummings	5 October 2021	1 month	4 years 3 months
T L Duhon	2 July 2018	1 month	7 years 5 months
D P Mistry	5 October 2021	1 month	4 years 3 months
H Baldock	21 September 2023	1 month	2 years 3 months

Directors' interests in shares (audited)

The table below sets out details of the Directors' shareholdings and outstanding share awards that are subject to vesting conditions, as at 31 December 2025:

	Beneficially owned shares			Subject to relevant holding period						
Executive director	Private shares	SIP	Total	EIP	RSP	Deferred bonus shares	PSP	SIP (not yet beneficially owned) ¹	SAYE	Total
J E Sorrell ³	33,479	33	33,512	–	–	49,331	106,089	33	–	155,453
I W Hooley ²	9,423	172	9,595	–	–	44,148	120,341	186	1,541	166,216
R P Stockton ⁴	187,065	5,136	192,201	5,805	21,425	30,957	170,262	1,144	1,541	231,134
Total	229,967	5,341	235,308	5,805	21,425	124,436	396,692	1,363	3,082	552,803

1. SIP matching and free shares held for less than three years may be forfeited in certain circumstances and so are not considered beneficially owned

2. The deferred bonus shares for I W Hooley relates to the bonus he received from Investec Bank for the period 1 April to 21 September 2023

3. The deferred award granted to J E Sorrell is equivalent to the value of remuneration foregone. As regulations prohibit the payment of dividend on such awards, the number of shares awarded has been determined by applying a share price over five days preceding 1 July 2025 (the date Jonathan joined Rathbones), discounted to reflect the value of estimated future dividends foregone over the vesting period (£17.10 for the tranche vesting at 31 December 2025, £16.23 for the tranche vesting at 31 December 2026, and £15.36 for the tranche vesting at 31 December 2027). The face value has been calculated using the same share prices.

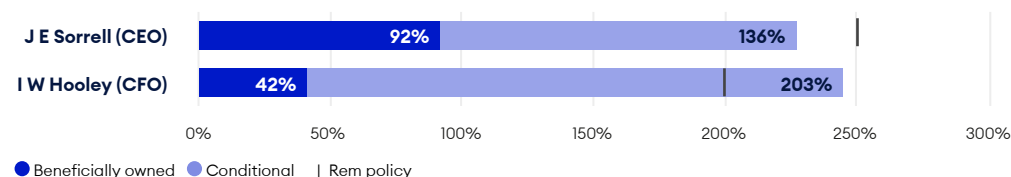
4. The interests of Paul Stockton refer to the position as at 18 August 2025, the date he stepped down as a Director of the Company.

Shareholding guidelines

In order to align the interests of Executive Directors and shareholders, the Executive Directors are required to acquire and retain a holding in shares or rights to shares equivalent to the value of 250% of fixed pay for the CEO and 200% of fixed pay for the CFO within five years of the date of appointment. Shares that count towards these guidelines include shares that are owned outright, vested and not exercised EIP, SIP and RSP awards and unvested deferred bonus awards. Unvested PSP awards are not counted towards the shareholding guidelines given performance conditions apply. Awards count towards the shareholding requirement on a notional net of tax basis if relevant. Percentages are calculated using the 31 December 2025 share price of £19.30.

In addition, a post-cessation shareholding requirement applies. Executive Directors are required to hold 100% of the in employment requirement (or the Executive's actual shareholding on cessation if lower) for two years following cessation. This requirement can be disapplied in certain exceptional personal circumstances (e.g. death or disability).

Shared ownership versus policy





Annual report on remuneration

Scheme interests awarded during the financial year (audited)

Scheme / Executive Director	Date of grant	Number of shares	Face Value of Award (£)	End of performance period
Performance share plan¹				
J E Sorrell	22/08/2025	106,089	1,568,000	31/12/27
I W Hooley	07/03/2025	63,431	873,600	31/12/27
R P Stockton	07/03/2025	90,041	1,236,000	31/12/27
Deferred bonus plan²				
I W Hooley	07/03/2025	12,112	175,993	n/a
R P Stockton	07/03/2025	17,138	249,001	n/a
Buyout awards³				
J E Sorrell	22/08/2025	63,168	1,080,173	n/a
J E Sorrell	22/08/2025	39,950	648,389	n/a
J E Sorrell	22/08/2025	9,381	144,092	n/a

1. Awards equivalent to 200% of fixed pay were granted. As regulations prohibit the payment of dividend on such awards, the number of shares awarded has been determined by applying a share price over five days preceding the grant date, discounted to reflect the value of estimated future dividends foregone over the vesting period. For I W Hooley and R P Stockton share price for 2025: £13.73, and for J E Sorrell share price for 2025: £14.78). The face value has been calculated using a share price of (I W Hooley and R P Stockton 2025: £16.62, and for J E Sorrell 2025: £17.78) which was the average price over five days preceding the grant.
2. The granted share awards is in respect of performance for the period from 1 January 2024 to 31 December 2024. As regulations prohibit the payment of dividend on such awards, the number of shares awarded has been determined by applying a share price over five days preceding the grant date, discounted (based on a three-year historical yield) to reflect the value of estimated future dividends foregone over the vesting period. As the award vests over a three-year period in equal tranches of 1/3 per annum, the face value has been calculated using three share prices (year 1: £15.39, year 2: £14.56, year 3: £13.73). The awards are subject to malus and clawback provisions.
3. The granted share awards are in respect of the buyout awards to replace previously deferred remuneration foregone when joining Rathbones. These awards were made on a like-for-like basis in Rathbones shares. The vesting dates for the three tranches are 31 December 2025/2026/2027 respectively. As regulations prohibit the payment of dividend on such awards, the number of shares awarded has been determined by applying a share price over five days preceding the grant date, and discounted to reflect the value of estimated future dividends foregone over the vesting period. The face value of the awards has been calculated using share prices for the three tranches of £17.10, £16.23 and £15.36 respectively. The awards are subject to malus and clawback provisions.

Share incentive plan

Executive Directors/Grant date	At 1 January 2025	During 2025		At 31 December 2025	
	Total number of SIP Shares ¹	Partnership shares acquired	Matching shares acquired	Dividend shares acquired	Total number of SIP shares ¹
J E Sorrell	–	33	33	–	66
I W Hooley	137	104	104	13	358
R P Stockton	5,905	71	71	233	6,280
Total	6,042	208	208	246	6,704

1. SIP matching and free shares held for less than three years may be forfeited in certain circumstances and so are not considered to be beneficially owned



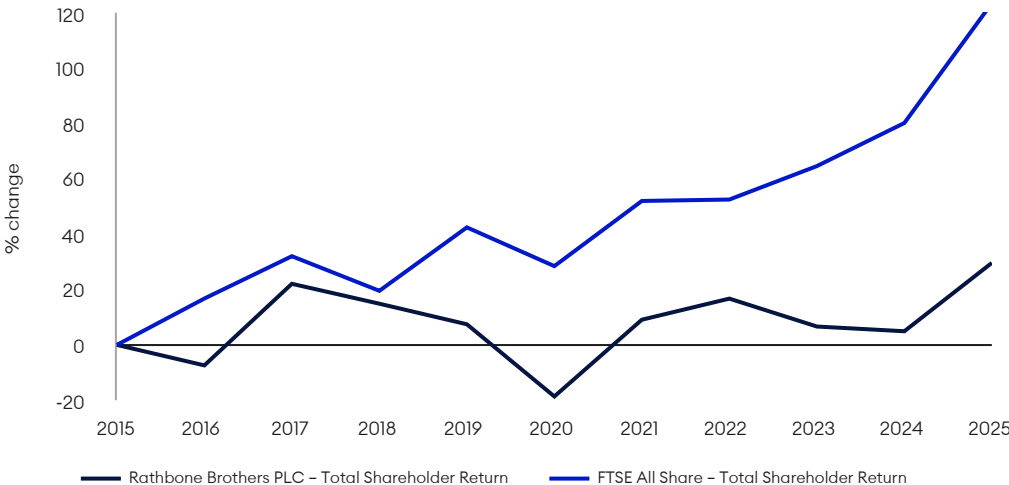
Annual report on remuneration

Malus and clawback provisions

Malus and/or clawback can be applied at any time up to seven years from the date of grant in relation to share awards. This period is deemed suitable on the basis these are considered appropriate timeframes to review whether any trigger events have occurred. Malus and/or clawback can be applied in certain specified circumstances including: gross misconduct, material misstatement of results, where there has been an error relating to the determination of variable pay, material adverse event as determined by the committee, material failure of risk management, reputational damage, or corporate failure.

Performance graph

The chart below shows the company's total shareholder return (TSR) against the FTSE All Share Index for the 10 years to 31 December 2025. TSR is calculated assuming that dividends are reinvested. TSR compares our dividends and share price performance measures with our selected index, the FTSE All Share. This index has been chosen because it is a recognised market index of which Rathbones Group Plc is a member.



Chief Executive Officer single figure

During the ten years to 31 December 2025, Paul Stockton was Chief Executive until 18 August when he was succeeded by Jonathan Sorrell. Philip Howell was Chief Executive until 9 May 2019 when he was succeeded by Paul Stockton.

Year	Chief Executive	Chief Executive single figure of total remuneration £'000	EIP award or short-term bonus as % of maximum opportunity	Long-term incentive vesting as % of maximum opportunity
2025	Jonathan Sorrell ¹	3,718	50	–
2025	Paul Stockton ¹	1,103	50	100 ²
2024	Paul Stockton	1,557	60	100 ²
2023	Paul Stockton	1,447	60	100 ²
2022	Paul Stockton	759	30	–
2021	Paul Stockton	1,155	85	–
2020	Paul Stockton	1,358	57	–
2019	Paul Stockton	1,125	47	–
2019	Philip Howell ¹	467	52	–
2018	Philip Howell	1,389	59	–
2017	Philip Howell	1,104	64	–
2016	Philip Howell	1,398	66	67

1. Payment relates to holding the role for part of the year
2. RSP vested at 100%, this had an underpin only



Annual report on remuneration

Annual percentage change in the remuneration of the Directors and employees

The table below shows the percentage year-on-year change in salary, benefits and bonus in 2025 for the Directors compared with the average Rathbones employee.

	2025			2024			2023			2022			2021		
	Salary	Benefits	Annual bonus	Salary	Benefits	Annual bonus	Salary	Benefits	Annual bonus	Salary	Benefits	Annual bonus	Salary	Benefits	Annual bonus
Executive Directors															
J E Sorrell ¹	0.0%	0.0%	0.0%	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
R P Stockton ⁹	0.0%	4.6%	(22.1%)	3.0%	9.4%	12.5%	12.4%	5.4%	117.0%	0.0%	5.1%	-67.1%	0.0%	1.2%	-22.1%
I W Hooley ²	0.0%	(1.3%)	(43.6%)	0.0%	0.0%	0.0%	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Non-Executive Directors															
C C R Bannister ¹⁰	12.8%	n/a	n/a	0.0%	n/a	n/a	0.0%	n/a	n/a	0.0%	n/a	n/a	n/a	n/a	n/a
S F Gentleman ⁴	0.0%	n/a	n/a	-5.9%	n/a	n/a	4.5%	n/a	n/a	8.5%	n/a	n/a	0.0%	n/a	n/a
I A Cummings ³	0.0%	n/a	n/a	13.3%	n/a	n/a	7.4%	n/a	n/a	16.4%	n/a	n/a	n/a	n/a	n/a
T L Duhon ³	0.0%	n/a	n/a	13.3%	n/a	n/a	0.0%	n/a	n/a	0.0%	n/a	n/a	0.0%	n/a	n/a
D P Mistry ⁵	0.0%	n/a	n/a	30.8%	n/a	n/a	8.3%	n/a	n/a	0.0%	n/a	n/a	n/a	n/a	n/a
H Baldock ⁶	0.0%	n/a	n/a	-67.3%	n/a	n/a	0.0%	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
R Leas ⁷	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Average pay based on all Rathbones employees⁸	6.4%	1.0%	33.5%	2.1%	45.1%	-0.6%	4.7%	3.6%	2.4%	3.6%	9.8%	-20.5%	1.9%	2.1%	-6.4%

1. During the year, the role of Chief Executive Officer was held by two individuals. Jonathan Sorrell succeeded Paul Stockton as Group Chief Executive Officer on 18 August 2025. Percentage change figures are shown for each director individually. Where an director did not hold the role in the prior year, a percentage change is not considered meaningful.

2. Iain Hooley was appointed Group Chief Financial Officer on 1 January 2025

3. Iain Cummings and Terri Duhon received a fee increase during 2024

4. Sarah Gentleman was appointed Senior Independent Director during 2022 and stepped down as a chair of remuneration committee in September 2023

5. Dharmash Mistry was appointed as chair of the Remuneration Committee in September 2023 and received a fee increase during 2024

6. Henrietta Baldock's 2023 annualised salary included the amounts paid for serving as a Chair and Non-executive director at IW&I (stepped down on 21 September 2023), and also for her role as an Non-executive director of Rathbones Group Plc

7. Ruth Leas is excluded from the above table as she is not an employee of the Rathbones Group

8. For 2024, the above values for the employee group include IW&I employees

9. The annual bonus figure includes 2025 annual bonus award, and RSP which was granted in 2022 and relates to the three year performance period ending 2025. The award will vest in March 2026 and will be subject to a two-year holding period.

10. Clive Bannister received a fee increase during 2025



Annual report on remuneration

Chief Executive and employee pay ratio

Year	Method	25th percentile pay ratio	Median (50th percentile) pay ratio	75th percentile pay ratio
1 January to 31 December 2025	B	34:1	22:1	11:1
1 January to 31 December 2024	B	46:1	18:1	13:1
1 January to 31 December 2023	B	39:1	19:1	10:1
1 January to 31 December 2022	B	21:1	11:1	4:1
1 January to 31 December 2021	B	43:1	15:1	6:1
1 January to 31 December 2020	B	43:1	23:1	11:1
1 January to 31 December 2019	B	42:1	23:1	13:1

The Chief Executive pay ratio provides a comparison of total remuneration paid to the Chief Executive in the year ended 31 December 2025 with total remuneration paid to the three employees whose pay is at the 25th, 50th and 75th percentile of the Group's UK workforce (P25, P50 and P75 respectively). Where multiple employees fall at these percentiles, the most representative role from across the Group has been selected.

The pay data for the Chief Executive is taken from the single total figure of remuneration disclosed on [page 101](#) of this report for Jonathan Sorrell and Paul Stockton for the year ended 31 December 2025. The three employees have been identified from our 2025 gender pay gap data under 'Option B' of the three methodologies provided under the regulations, as the equivalent figures to the single figure table for each of the Group's UK employees (Option A) are not available at the time of producing this report.

Total remuneration for P25, P50 and P75 has been based on actual earnings for the financial year. Total pay and benefits for the three employees includes base salary, employer pension contributions, taxable benefits, bonuses, share-based payment awards and profit share.

The total pay and benefits for these individuals is as follows:

- P25 34:1 (£49,200)
- P50 22:1 (£76,369)
- P75 11:1 (£144,823)

The reduction in the pay ratio between 2020 and 2021 was primarily driven by the introduction of a remuneration policy for the CEO and senior management introduced in 2021 which reduced maximum opportunity and applied to the senior management only. The Group believes the median pay ratio for the year to be consistent with the Group's pay, reward and progression policies for its UK workforce. The committee will review these ratios on an annual basis.

Chair and Non-executive Directors' fees

Fees paid to the Chair was increased for the 2025 financial year but there were no increases for the other Non-executive Directors. Any future increases will depend upon a rigorous assessment of responsibilities and associated market rates.

Chair and Non-executive Directors' fees (audited)

Year	2025 £'000	2024 £'000
Chair		
C C R Bannister	220	195
Non-executive directors		
I A Cummings ¹	85	85
T L Duhon ¹	85	85
S F Gentleman ²	80	80
D P Mistry ¹	85	85
H Baldock ³	65	65
R Leas ⁴	n/a	n/a
Total	620	595

1. Acts as Committee Chair

2. Acts as Senior Independent Director

3. Henrietta Baldock was appointed on 21 September 2023 as a Non-Executive Director by Investec Bank plc under the terms of the Relationship Agreement. The total fee includes payment received for Non-Executive Director position held on the Board of Rathbones Group Plc

4. Ruth Leas was appointed on 21 September 2023 as a Non-Executive Director by Investec Bank plc under the terms of the Relationship Agreement. Ruth Leas does not receive a Non-Executive fee as she is an employee of Investec Bank Plc (a subsidiary of Investec plc)



Annual report on remuneration

Non-executive Directors' share interests

The interest of the Directors in the ordinary shares of the company are set out below:

Year	2025	2024
Chair		
C C R Bannister	27,800	15,300
Non-Executive Directors		
I A Cummings	2,821	2,671
T L Duhon	500	500
S F Gentleman	1,128	1,128
D P Mistry	7,500	5,000
H Baldock	-	-
R Leas	-	-
Total	39,749	24,599

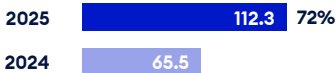
Relative importance of spend on pay

The chart below shows the relationship between total employee remuneration and profit after tax for 2025 and 2024. The reported profit after tax has been selected by the Directors as a useful indicator when assessing the relative importance of spend on pay.

Total staff costs £m



Profit after tax £m



Dividends paid £m¹



1. For 2025, the figure represents the 2024 final dividend and the 2025 interim dividend paid. The 2025 final dividend announced on 27 February 2026 is not reflected in this chart as this is subject to shareholder approval at our AGM on 7 May 2026. For 2024, the figure represents the 2023 final dividend, the 2024 half-year interim dividend paid

Statement of shareholder voting

The table below shows the voting outcomes on the Directors' Remuneration Policy at the May 2024 AGM and Directors' Remuneration Report at the last AGM in May 2025.

	Annual Report on Remuneration (2025 AGM)	Remuneration Policy (2024 AGM)
Votes cast in favour	97.84%	93.78%
Votes cast against	2.16%	6.22%
Total votes cast	81.35%	84.46%
Votes withheld	340,547	63,367

Advisers to the Committee and their fees

PwC were appointed by the Committee, as advisers to the Committee in August 2017 following a competitive tender process. They are members of the Remuneration Consultants Group and advise the committee on a range of matters, including remuneration package assessments, scheme design and reporting best practice. PwC also provide professional services in the ordinary course of business, including advisory work to the Group. The Committee is of the opinion that the advice received is objective and independent. PwC's fees are charged on a time cost basis and fees for services to the remuneration committee were £155,640 in 2025. The appointment of advisers is reviewed annually.

Evaluating the performance of the Committee

An internal evaluation of the Board and its committees was undertaken during the year in line with the requirements of the UK Corporate Governance Code, as described on page 91. The evaluation found that the committee continues to operate effectively. The committee considers that it has access to sufficient resources to enable it to carry out its duties.

Approval

The Remuneration Committee report has been approved by the Board.

Signed on behalf of the Board.

Dharmash Mistry

Chair of the Remuneration Committee
26 February 2026



Directors' report

The directors present their annual report and audited financial statements for the year ended 31 December 2025. The Directors' report includes the following sections of the Annual Report and Accounts:

	DTR Rule	Page
Strategic Report	DTR 4.1.5R	<u>02</u>
Governance report including the Nomination, Audit, Risk and Remuneration Committee reports	DTR 7.2.1R	<u>78</u>
Statement of Directors' responsibilities	DTR 4.1.5R	<u>116</u>

The following disclosures are included by reference:

	Reference
Directors and Directors' interests	Board of directors, <u>page 84</u> Remuneration Committee Report, <u>page 98</u>
Our people and diversity	Responsible Business Review, <u>page 39–45</u>
Greenhouse gas emissions and responsible business	Responsible Business Review <u>page 39–45</u> Climate-related Financial Disclosures <u>page 67–75</u>
Risk management objectives and policies	Note <u>32</u> , <u>page 164</u>
Reappointment and remuneration of external auditor	Audit Committee Report, <u>page 93</u> . Note <u>7</u> , <u>page 144</u> .
Post-balance sheet events	Note <u>37</u> , <u>page 186</u> .
Overseas subsidiaries	Note <u>43</u> , <u>page 191–193</u> .

Statement by the Directors under Section 172 of the Companies Act 2006 (the 'Act') regarding performance of their statutory duties

The Directors consider that they have acted in the way they consider, in good faith, would be most likely to promote the success of the company for the benefit of its members as a whole and, in doing so, having regard to the stakeholders and matters set out in section 172(1)(a-f) of the Act. Details of how they have done this are set out in the strategic report on pages 48 to 56.

Annual General Meeting (AGM)

The 2026 AGM will be held on Thursday 7 May 2026 at 30 Gresham Street, London, EC2V 7QN. Full details of all resolutions and notes are set out in the separate notice of AGM.

Group results and company dividends

The Rathbones Group Plc group profit after tax for the year ended 31 December 2025 was £112.3 million (2024: £65.5 million).

The Directors recommend the payment of a final dividend of 68.0p per share which, if approved by shareholders at the 2026 AGM, will be paid on 13 May 2026 to shareholders on the register on 17 April 2026.

	2025		2024	
	Pence	£m	Pence	£m
Interim dividend	31.0	32.6	30.0	31.7
Final dividend	68.0*	70.1*	63.0	65.8
Total	99.0	102.7	93.0	97.5

* Subject to shareholder approval at the 2026 AGM on 7 May 2026

See note 11 to the financial statements.

The company operates a generally progressive dividend policy subject to market conditions. The aim is to increase the dividend in line with the growth of the business over each economic cycle. This means that there may be periods where the dividend is maintained but not increased and periods where profits are retained rather than distributed to maintain retained reserves and regulatory capital at prudent levels through troughs and peaks in the cycle.

Substantial shareholdings

The table below shows the notifiable holdings of major shareholders in the voting rights of the company in accordance with the Financial Conduct Authority's Disclosure Guidance and Transparency Rule 5.1.2, as at 31 December 2025 and 30 January 2026.

Shareholder	Number of voting rights	% of voting rights
Investec Bank Plc	27,056,463	29.82
Fidelity Management & Research	8,136,000	8.97
Rathbones Group Plc Employee Benefit Trust (EBT)	5,358,361	5.91
BlackRock	3,983,198	4.39
Vanguard Group	3,152,579	3.47



Directors' report

Share capital

The company's share capital comprises of two classes of ordinary shares:

Classes of Ordinary Shares	As at 31 December 2025
Ordinary shares of 5 pence each with voting rights: On a show of hands each voting shareholder shall have one vote, and on a poll each voting shareholder shall have one vote for each ordinary share of which they are the holder. Ordinary shares rank pari passu in all respects with each other and rank in full for all dividends and other distributions thereafter declared, made, or paid in respect of the ordinary shares.	91,283,407 ordinary shares of 5 pence each with voting rights in issue
Convertible non-voting ordinary shares of 5 pence each: The holders of the convertible non-voting ordinary shares are not entitled to receive notice of nor attend, speak or vote at any general meeting of Rathbones unless the business of the meeting includes the consideration of a resolution to vary the class rights attaching to the convertible non-voting ordinary shares. Convertible non-voting ordinary shares shall rank pari passu in all other respects with each other and shall rank pari passu for all dividends and other distributions thereafter declared, made, or paid. The convertible non-voting ordinary shares are non-transferable and are not admitted to trading or listing.	17,481,868 convertible non-voting ordinary shares of 5 pence each in issue

The company does not hold any shares in treasury. Details of movements during the year are set out in note 29 to the financial statements. Neither class carries the right to fixed income and all shares are fully paid.

Combination of Rathbones and Investec Wealth & Investment UK

The all-share combination between the company and Investec Wealth & Investment UK (IW&I) completed on 21 September 2023. Under the terms of the Combination, Rathbones issued to Investec Bank Plc as Consideration:

- 27,056,463 ordinary voting shares of the Rathbones enlarged ordinary voting share capital
- 17,481,868 convertible non-voting ordinary shares.

As at 31 December 2025, Investec Group has an economic interest of 40.95% in Rathbones' enlarged share capital.

Subject to certain customary and other exceptions, Investec Group will be subject to a lock-up for the first two years following completion during which Investec Group will not be permitted to sell any consideration shares. In each of years three and four following completion, Investec Group will be entitled to sell one-third of the consideration shares which it owns. Any disposals of shares by Investec Group once released from lock-up will be subject to customary orderly market provisions. The lock-up arrangement will terminate on the fourth anniversary of completion.

A standstill restriction also applies to Investec Group under which it has been agreed, among other matters, not to acquire shares in, or make an unsolicited takeover offer for Rathbones for the period up to the fifth anniversary of completion.

New issues of share capital

Under section 551 of the Companies Act 2006, the Board currently has the authority to allot 36,495,841 shares (approximately one third of the issued share capital as at 17 March 2025). The existing authorities given to the company at the last AGM to allot shares will expire at the conclusion of the forthcoming 2025 AGM and details of the resolution renewing this authority is set out in the notice of AGM.

Awards under the company's employee share plans are satisfied from a combination of shares held in the employee benefit trust and newly issued shares. During the year, the company issued 407,509 shares to satisfy share awards and 938,700 shares were issued to the company's employee benefit trust to satisfy future awards.

Purchase of own shares

On 2 September 2025, the Company announced the commencement of a share buyback programme of up to £50 million. The programme was launched pursuant to the authority granted by shareholders at the Annual General Meeting held on 8 May 2025, allowing the Company to repurchase its own ordinary shares. The sole purpose of the share buyback programme is to reduce the Company's share capital. Pursuant to the share buyback programme, the Company entered into an irrevocable agreement with Merrill Lynch International (MLI) to manage and execute the programme independently of the Company.

During the year the Company bought back through market purchases on the London Stock Exchange 1,988,322 Ordinary shares with a nominal value of 5 pence each, with an aggregate purchase price of £36.2 million. This represents 2.13% of the shares in issue prior to the commencement of the share buyback programme. All of the Ordinary shares bought back pursuant to the share buyback programme will be cancelled.

Employee Share Trust

On 4 April 2017, Equiniti Trust (Jersey) Limited was appointed as trustee of the employee benefit trust. The trust is independent and holds shares for the benefit of employees and former employees of the Group. The trustee has agreed to satisfy awards under all the company's employee share plans. During the year, the trustee satisfied awards totalling 440,822 ordinary shares.

In addition, under the rules of the Rathbones Share Incentive Plan, shares are held in trust for participants by Equiniti Share Plan Trustees Limited (the 'Trustee'). At the participants' direction, the trustees can exercise the voting rights over ordinary shares in respect of participant share entitlements. If no such instruction is received by the Trustee, then no vote is registered. No person has any special rights of control over the company's share capital and all issued shares are fully paid.



Directors' report

Appointment and removal of Directors

The appointment and replacement of directors is governed by the company's Articles of Association, the UK Corporate Governance Code, the Companies Act 2006 and related legislation and the Relationship Agreement with Investec Group. Under the terms of the Combination, two Investec Group representatives joined the Board of the company as Non-executive Directors on completion (21 September 2023), reflecting Investec Group's position as a significant, strategic shareholder. Investec Group will be entitled to nominate two Non-executive Directors for as long as it holds at least 20% of the issued share capital of the company; and one Non-executive Director for as long as it holds at least 10% but less than 20% of the issued share capital of the company.

Insurance and indemnification of Directors

The company has put in place insurance to cover its Directors and officers against the costs of defending themselves in civil legal action taken against them in that capacity and any damages awarded. The company has granted indemnities, which are uncapped, to its Directors and the Company Secretary by way of a deed. Qualifying third-party indemnity provisions, as defined by section 234 of the Companies Act 2006, were therefore in place for the Directors of the Group's subsidiary companies throughout 2025 and remains in force at the date of this report.

Provision of audit information

The Directors in office at the date of signing this report confirm that, so far as they are aware, there is no relevant audit information of which the auditor is unaware and that each director has taken all reasonable steps that he or she ought to have taken to make him or her aware of any relevant audit information and to establish that the auditor is aware of that information.

Going concern

Details of the Group's business activities, results, cash flow and resources, together with the risks it faces and other factors likely to affect its future development, performance and position are set out in the chair's statement, chief executive's review, financial performance and segmental review. In addition, note 1.5 to the financial statements provides further detail.

The Group companies are regulated by the Prudential Regulation Authority (PRA) and/or the Financial Conduct Authority (FCA) and perform annual capital adequacy and liquidity assessments, which include the modelling of certain extreme stress scenarios. The company publishes Pillar 3 disclosures annually on its website which provide detail about its regulatory capital resources and requirements. In October 2021, Rathbones Group Plc issued £40 million of 10-year subordinated loan notes to finance future growth. The Group has no other external borrowings.

The Directors believe that the company is well placed to manage its business risks successfully despite the continuing uncertain economic and geopolitical outlook. As the Directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

Charitable donations

As at 31 December 2025, the Group had made total charitable donations of £572,500 representing 0.4% of Group pre-tax profits (2024: £699,793 representing 0.7% of Group pre-tax profits). This includes the matching of employee donations made through the tax efficient Give As You Earn (GAYE) payroll giving scheme. In 2025, Rathbones employees made payments totalling £291,741 (2024: £331,059) through this scheme, which is administered by the Charities Aid Foundation. Up to September 2025, the company matched legacy Rathbones employee donations¹ of up to £200 per month. From September, all colleague donations were matched up to £75 per month made through GAYE and, in 2025, donated £188,387 (2024: £215,150) to causes chosen by employees through this method.

Political donations

No political donations were made during the year (2024: nil).

Approved and authorised for issue by the Board of Directors.

Ali Johnson

Group Company Secretary
26 February 2026

Registered office: 30 Gresham Street, London, EC2V 7QN

1. Up to September legacy IW&I colleague GAYE donations are not matched



Statement of Directors' responsibilities in respect of the report and accounts

The Directors are responsible for preparing the Report and Accounts 2025, and the Group and parent company financial statements in accordance with applicable law and regulations.

Under company law the Directors are required to prepare Group and parent company financial statements for each financial year. They are also required to prepare Group financial statements in accordance with UK-adopted International Accounting Standards (International Financial Reporting Standards (IFRS)) and applicable law and have elected to prepare the parent company financial statements on the same basis.

Under company law, the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and parent company and of their profit or loss for that period. In preparing each of the Group and parent company financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently
- make judgements and estimates that are reasonable, relevant and reliable
- state whether they have been prepared in accordance with UK-adopted International Accounting Standards (IFRS)
- assess the Group and parent company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern
- use the going concern basis of accounting unless they either intend to liquidate the Group or the parent company or to cease operations or have no realistic alternative but to do so.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the parent company's transactions and disclose with reasonable accuracy at any time the financial position of the parent company and enable them to ensure that its financial statements comply with the Companies Act 2006.

They are responsible for such internal controls as they determine are necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Group and to prevent and detect fraud and other irregularities.

Under applicable law and regulations, the Directors are also responsible for preparing a strategic report, directors' report, directors' remuneration report and corporate governance statement that comply with that law and those regulations.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Responsibility statement of the Directors in respect of the Report and Accounts

We confirm that to the best of our knowledge:

- the financial statements, prepared in accordance with the applicable set of accounting standards, give a true and fair view of the assets, liabilities, financial position and profit or loss of the company and the undertakings included in the consolidation taken as a whole
- the strategic report and directors' report include a fair review of the development and performance of the business and the position of the issuer and the undertakings included in the consolidation taken as a whole, together with a description of the principal risks and uncertainties that they face.

We consider the Report and Accounts, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Group's position and performance, business model and strategy.

By order of the Board

Jonathan Sorrell

Group Chief Executive Officer
26 February 2026

Financial statements

Independent auditor's report to the members of Rathbones Group Plc	118
Consolidated financial statements	128
Notes to the consolidated financial statements	132
Company financial statements	187
Notes to the company financial statements	190
Alternative performance measures	207



Independent auditor's report to the members of Rathbones Group Plc

Report on the audit of the financial statements

1. Opinion

In our opinion:

- the financial statements of Rathbones Group Plc (the 'parent company') and its subsidiaries (the 'Group') give a true and fair view of the state of the Group's and of the parent company's affairs as at 31 December 2025 and of the Group's profit for the year then ended;
- the Group financial statements have been properly prepared in accordance with United Kingdom adopted international accounting standards
- the parent company financial statements have been properly prepared in accordance with United Kingdom adopted international accounting standards and as applied in accordance with the provisions of the Companies Act 2006; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the consolidated statement of comprehensive income;
- the consolidated and parent company statements of changes in equity;
- the consolidated and parent company statements of financial position;
- the consolidated and parent company statements of cash flows; and
- the related notes [1 to 58](#).

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom adopted international accounting standards and as regards the parent company financial statements, as applied in accordance with the provisions of the Companies Act 2006.

2. Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report.

We are independent of the Group and the parent company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the Financial Reporting Council's (the 'FRC's') Ethical Standard as applied to listed public interest entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements. The non-audit services provided to the Group and parent company for the year are disclosed in note [7](#) to the financial statements. We confirm that we have not provided any non-audit services prohibited by the FRC's Ethical Standard to the Group or the parent company.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

3. Summary of our audit approach

Key audit matters

The key audit matters that we identified in the current year were:

- Fee rates charged to generate investment management fee income;
- Classification and disclosure of acquisition and integration costs; and
- Executive remuneration and executive share based payments.

Within this report, key audit matters are identified as follows:

- ↓ **Newly identified**
- ↑ **Increased level of risk**
- ◇ **Similar level of risk**
- ↓ **Decreased level of risk**

Materiality

The materiality that we used for the Group financial statements was £9.6 million which was determined on the basis of 5% of adjusted profit before tax.

Scoping

Our scope covered 99% of the Group's operating income; 97% of the Group's profit before tax, and 99% of the Group's net assets. All audit work was performed directly by the Group audit team.

Significant changes in our approach

In the current year, we have made the following changes to our key audit matters:

- The impairment of client relationship intangible assets and goodwill is no longer considered to be a key audit matter. The Group successfully completed the migration of clients from Investec Wealth & Investment ("IW&I") and started recognising post integration synergies, the risk of potential outflows has decreased and headroom increased.
- The change in CEO and further executive team changes in the final quarter of 2025 has led to higher complexities regarding the accounting treatment of new and existing management incentives and share-based payment awards. Consequently, we have identified a new key audit matter on the executive remuneration and executive share based payments.



Independent auditor's report to the members of Rathbones Group Plc

4. Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Our evaluation of the directors' assessment of the Group's and parent company's ability to continue to adopt the going concern basis of accounting **included:**

- Assessing the director's assumptions applied in the going concern assessment in light of our understanding of the business and the current economic environment and testing the mechanical accuracy of the underlying forecast;
- Assessing the Group's sensitivity analysis and the appropriateness of the key assumptions applied;
- Assessing the Group's stress testing for the amount by which the markets would need to fall to potentially impact the going concern basis and comparing this to historical falls in the markets to assess the likelihood of such an event occurring;
- Engaging with our regulatory specialists to assess the regulatory capital and liquidity position of the Group and evaluating management's reverse stress test;
- Evaluating consistency with the forecast assumptions applied in the going concern assessment across other forecasts within the Group; and
- Assessing the disclosure within the financial statements to ensure they are appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Group's and parent company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

In relation to the reporting on how the Group has applied the UK Corporate Governance Code, we have nothing material to add or draw attention to in relation to the directors' statement in the financial statements about whether the directors considered it appropriate to adopt the going concern basis of accounting.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

5. Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) that we identified. These matters included those which had the greatest effect on: the overall audit strategy; the allocation of resources in the audit; and directing the efforts of the engagement team.

These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

5.1 Fee rates charged to generate investment management fee income



Key audit matter description

We have refined our key audit matter around investment management income to specifically focus on the fee rates applied in the income calculation due to the significant increase in the volume of new fee rate set-ups and fee rate amendments in the financial year due to the migration of legacy IW&I clients onto the Rathbones platform.

As detailed in the summary of principal accounting policies in notes 1 and 3, operating income comprises net investment management fee income of £667.1 million (2024: £654.5 million). Investment management ("IM") fees from the wealth management segment account for approximately 63.3% (2024: 64.2%) of total operating income standing at £584.6 million (2024: 575.1 million) as noted within the strategic report.

The Group's history of acquisitions and long-standing client relationships has resulted in a large volume of fee structures. The migration of legacy IW&I clients onto the Rathbones platform resulted in a significant increase in the volume of new fee rate set-ups and fee rate amendments in the financial year. This, combined with the manual processing of the fee rate changes, gave greater potential for error. As remuneration schemes for investment managers often link to fee generation, we also consider this to be a potential fraud risk area.

Due to the time and resources utilised in the audit, we have determined fee rates charged to client accounts to generate investment management fee income in the wealth management segment to be a key audit matter.

How the scope of our audit responded to the key audit matter

To address the identified key audit matter we have performed the following audit procedures:

Tested the relevant IT controls supporting the investment management fee income recognised in the wealth management segment. We also tested the relevant manual controls for Rathbones Investment Management Limited ('RIM') and obtained an understanding of the relevant manual controls in Rathbones Investment Management International Limited ('RIMI') and Investec Wealth & Investment Limited ('IW&I').

Agreed a sample of management fee rates through to client agreements and correspondence, with a focus on new and amended fee rates. Where manual fee rate amendments were made to system generated fees, we inspected evidence of appropriate authorisation and rationale from the investment manager.

Recalculated a sample of fee charges to gain comfort over the system generated fees within IW&I. Engaged with our data analytics specialists to perform a recalculation of the fees to gain comfort over the system generated fees within RIM and RIMI.

Key observations

We concluded that the fee rates charged to generate investment management fee income are appropriate for the year ended 31 December 2025.



Independent auditor’s report to the members of Rathbones Group Plc

5.2 Classification and disclosure of acquisition and integration costs



Key audit matter description

The Group recognised £39.9 million (2024: £83.4 million) of acquisition and integration costs.

The classification of acquisition and integration costs relies on judgement, and increases the potential for management bias, especially considering that certain management remuneration schemes are linked to the integration’s success and the realisation of synergies.

Furthermore, we note that throughout the annual report and within the Group’s other public announcements, underlying profit and underlying earnings per share are key performance indicators for the Group and an area of increased focus by investors. They are adjusted for acquisition and integration costs, as disclosed in notes 3 and 8, as well as reported as key Alternative Performance Measures (“APMs”) of the Group in the strategic report on [page 207](#). Because this gives rise to an incentive to misclassify expense as acquisition and integration costs, we have identified this as an area with the potential for fraud.

How the scope of our audit responded to the key audit matter

We have obtained an understanding of the relevant controls in place in relation to the classification of acquisition and integration costs.

We assessed the appropriateness of the Group’s policy in recognising acquisition and integration related costs. We also examined the year-on-year consistency of the policy.

We have assessed management’s judgment for the recognition and classification of the expenses, and whether these were incurred as part of the acquisition and integration activities.

For a sample of expenses, we have assessed the nature of expenses and assessed management’s rationale for classification of these costs against management’s policy.

We have assessed the appropriateness of disclosure included within the financial statement to determine whether all required information has been included for acquisition and integration costs.

Key observations

We have concluded that the classification and disclosure of acquisition and integration expenses is appropriate for the year ended 31 December 2025.

5.3 Executive remuneration and executive share based payments



Key audit matter description

As noted within the strategic report on [page 80](#), Paul Stockton announced his retirement as CEO of the Rathbones Group in March 2025 and Jonathan Sorrell was subsequently appointed to the Board in August 2025. The change in CEO and further executive team changes in the final quarter of 2025 resulted in additional complexities regarding the accounting treatment of new and existing management incentive and share-based payment awards.

Specifically, there was additional complexity concerning grant dates, vesting periods, performance conditions which link to KPIs, and the introduction of share accelerations. These factors, coupled with the complexity and limited comparability of the unique disclosures with respect to each director’s remuneration make this a potential fraud risk area.

Overall, the Group expensed £3.98 million in the current year relating to the granting of new awards and acceleration of existing awards impacted by the executive team changes within the Executive Share Performance Plan (“ESPP”).

Given the one-off nature of these awards, sensitivity of the directors’ remuneration to the users of the financial statements and relative quantum, we consider executive remuneration to be a key audit matter.



Independent auditor’s report to the members of Rathbones Group Plc

How the scope of our audit responded to the key audit matter

To address the identified key audit matter, we performed the following procedures:

Obtained an understanding of relevant controls over the accounting for the acceleration of Paul Stockton’s awards and Jonathan Sorrell’s new remuneration package.

Conducted inquiries with Company Secretary and the Head of the Remuneration Committee to understand the nature of the remuneration arrangements and the policies applied.

With involvement of our share-based payment specialists, we assessed management’s valuations for the grant date fair value and the accounting treatment relating to the senior leadership change on the ESPP scheme.

Assessed the key complexities and assumptions within the share-based payment calculations including the probability of vesting conditions being met, specifically relating to the revised performance conditions and partial performance periods arising due to the acceleration.

Tested the mechanical accuracy of the models supporting the calculations, including a recalculation of the spreading of the costs in line with contractual arrangements, and testing the completeness and accuracy of the underlying data by agreeing key details to service agreements and termination agreements.

With involvement of our remuneration specialists, we assessed the directors’ remuneration disclosure within the financial statements and audited element of the remuneration report on [page 101](#).

Key observations

We have concluded that executive remuneration and executive share-based payments are appropriately recognised and disclosed for the year ended 31 December 2025.

6. Our application of materiality

6.1 Materiality

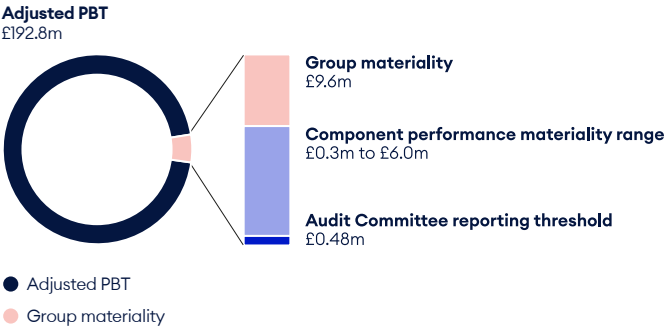
We define materiality as the magnitude of misstatement in the financial statements that makes it probable that the economic decisions of a reasonably knowledgeable person would be changed or influenced. We use materiality both in planning the scope of our audit work and in evaluating the results of our work.

Based on our professional judgement, we determined materiality for the financial statements as a whole as follows:

	Group financial statements	Parent company financial statements
Materiality	£9.6 million (2024: £9.1 million)	£11.1 million (2024: £11.3 million)
Basis for determining materiality	5% of adjusted profit before tax (2024: 5% of adjusted profit before tax). Profit before tax of £152.9m has been adjusted to include the non-recurring acquisition and integration related costs incurred in the year of £39.9m.	For the purpose of our opinion on the parent company financial statements materiality has been set at 1% of net assets (2024: 1% of net assets).

Independent auditor’s report to the members of Rathbones Group Plc

	Group financial statements	Parent company financial statements
Rationale for the benchmark applied	Adjusted profit before tax has been used as the basis for determining materiality as this is the key metric used by the Group’s shareholders and other relevant stakeholders in assessing financial performance. In determining adjusted profit before tax, we have taken the statutory value of profit before tax and included the non-recurring acquisition and integration related costs incurred in the year as outlined in note 8, on the basis that they are non-recurring and that this provides a consistent basis for determining materiality year on year.	The parent company primarily holds the investments in Group entities, and the equity for the Group, therefore net assets is considered to be the key focus for users of the financial statements.



6.2 Performance materiality

We set performance materiality at a level lower than materiality to reduce the probability that, in aggregate, uncorrected and undetected misstatements exceed the materiality for the financial statements as a whole.

	Group financial statements	Parent company financial statements
Performance materiality	70% (2024: 70%) of Group materiality	70% (2024:70%) of parent company materiality. Where account balances are audited for the purposes of the consolidated financial statements, a lower component performance materiality is used
Basis and rationale for determining performance materiality	In determining performance materiality, we considered the following factors: – Our risk assessment, including our assessment of the Group’s overall control environment; – The performance of the Group and the parent company during 2025; and – Our past experience of the Group and parent company audit, including the number of corrected and uncorrected misstatements identified in prior periods.	

6.3 Error reporting threshold

We agreed with the Audit Committee that we would report to the Committee all audit differences in excess of £480,000 (2024: £455,000), as well as differences below that threshold that, in our view, warranted reporting on qualitative grounds. We also report to the Audit Committee on disclosure matters that we identified when assessing the overall presentation of the financial statements.



Independent auditor's report to the members of Rathbones Group Plc

7. An overview of the scope of our audit

7.1 Identification and scoping of components

The Group prepares a single consolidation of its components, and all audit work of the Group is performed directly by the Group audit team. We obtained an understanding of the environment, including Group-wide controls, implemented a risk-based approach by developing an appropriate audit plan for each significant account balance, and assessed the risks of material misstatement at the Group level.

The nature of the Group is such that we have identified components by legal entity. We assessed the qualitative and quantitative characteristics of each Group financial statement line item and considered the relative contribution of each component to these line items in determining which components would be subject to an audit of the entire financial information, specified audit procedures, and further audit procedures at the Group level.

Five (2024: four) components of the Group have been subject to an audit of the entire financial information: Rathbones Investment Management Limited, Rathbones Investment Management International Limited, Investec Wealth & Investment Limited, Rathbones Asset Management Limited and Rathbones Group PLC (the parent Company).

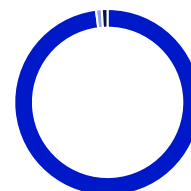
Specified audit procedures, designed to address specific audit risks were completed for six (2024: six) further components: Vision Independent Financial Advisors Ltd, Castle Investment Solutions Ltd, Rathbones Trust Company Limited, Rathbones Legal Services Limited, Saunderson House Limited, and Investec Wealth and Investment (Channel Islands) Limited.

For the remaining components, we performed further audit procedures at an aggregated Group level to re-assess our evaluation that there were no identified risks of material misstatement in any of these components.

For the parent company component, we applied a component performance materiality equal to £6.0 million; for the other components, we used individual component performance materiality levels determined on the basis of their individual financial statements, which ranged from £0.3 million to £6.0 million.

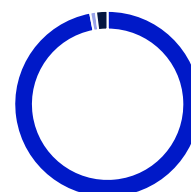
Our scoping and audit procedures have provided us significant coverage of the Group, the components that were scoped in for audits of entire financial information or specified audit procedures represented 99% of the Group's operating income; 98% of the Group's profit before tax, and 99% of the Group's net assets.

Revenue



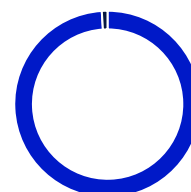
- Audit of the entire financial information: 98%
- Specified audit procedures: 1%
- Review at group level: 1%

Profit before tax



- Audit of the entire financial information: 97%
- Specified audit procedures: 1%
- Review at group level: 2%

Net assets



- Audit of the entire financial information: 99%
- Specified audit procedures: 0%
- Review at group level: 1%



Independent auditor's report to the members of Rathbones Group Plc

7.2 Our consideration of the control environment

We identified the IT systems relevant to the audit to be those used in the financial accounting system, the back-office databases and core IM business engines and the front office applications. The latter two are key systems for the provision of the investment management service and directly feed into the investment management fee and commission income recognised in the wealth management segment. Therefore, they are particularly relevant for Rathbones Investment Management Limited ('RIM'), Rathbones Investment Management International Limited ('RIMI') and Investec Wealth & Investment Limited ('IW&I'). For these controls, with the help of our IT specialists we performed testing over the general IT controls.

We identified and tested the relevant manual controls supporting the investment management fee income recognised in the wealth management sector. Whilst we adopted a controls reliance approach in the prior year on RIM, due to the significant increase in the volume of new fee rate set-ups and fee rate amendments in the financial year following the migration of legacy IW&I clients onto the Rathbones platform, we identified that certain controls in the management fee income business process required improvement, and therefore in the current year, we did not adopt a control reliance approach.

For the financial accounting system we have tested the controls but, consistent with the prior year, have not taken reliance due to the degree of manual intervention.

7.3 Our consideration of climate-related risks

In planning our audit, we have considered the potential impact of climate change on the Group's business and its financial statements.

The Group continues to develop its assessment of the potential impacts and opportunities of ESG, and climate change as explained in the strategic report on [pages 67 to 75](#).

As a part of our audit, we obtained management's climate-related risk assessment and held discussions with management to understand the process of identifying climate-related risks, the determination of mitigating actions and the impact on the Group's financial statements. We engaged our climate specialists to perform a review of the TCFD and CFD disclosures.

We read the climate risk disclosures included in the strategic report section of the annual report, and also evaluated the appropriateness of disclosures included in the financial statements within note 33, to consider whether they are materially consistent with the financial statements and our knowledge obtained in the audit.

8. Other information

The other information comprises the information included in the annual report other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements, or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated.

If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

9. Responsibilities of directors

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the Group's and the parent company's ability to continue as a going concern, disclosing as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or the parent company or to cease operations, or have no realistic alternative but to do so.

10. Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.



Independent auditor's report to the members of Rathbones Group Plc

11. Extent to which the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.

11.1 Identifying and assessing potential risks related to irregularities

In identifying and assessing risks of material misstatement in respect of irregularities, including fraud and non-compliance with laws and regulations, we considered the following:

- the nature of the industry and sector, control environment and business performance including the design of the Group's remuneration policies, key drivers for directors' remuneration, bonus levels and performance targets;
- Group's own assessment of the risks that irregularities may occur either as a result of fraud or error that was approved by the board on 18 February 2026
- results of our enquiries of management, internal audit, the directors and the Audit Committee about their own identification and assessment of the risks of irregularities, including those that are specific to the Group's sector;
- any matters we identified having obtained and reviewed the Group's documentation of their policies and procedures relating to:
 - identifying, evaluating and complying with laws and regulations and whether they were aware of any instances of non-compliance;
 - detecting and responding to the risks of fraud and whether they have knowledge of any actual, suspected or alleged fraud;
 - the internal controls established to mitigate risks of fraud or non-compliance with laws and regulations;
- the matters discussed among the audit engagement team and relevant internal specialists, including tax, valuations, IT, climate, share-based payments, remuneration and regulatory specialists along with industry specialists regarding how and where fraud might occur in the financial statements and any potential indicators of fraud.

As a result of these procedures, we considered the opportunities and incentives that may exist within the organisation for fraud and identified the greatest potential for fraud in the following areas: the recognition of net investment management fee income, classification and disclosure of acquisition and integration costs and executive remuneration and share based payments. In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override.

We also obtained an understanding of the legal and regulatory frameworks that the Group operates in, focusing on provisions of those laws and regulations that had a direct effect on the determination of material amounts and disclosures in the financial statements. The key laws and regulations we considered in this context included the Prudential Regulation Authority and the Financial Conduct Authority's regulations; UK Companies Act; the Listing Rules; pensions legislation and the UK tax legislation.

In addition, we considered provisions of other laws and regulations that do not have a direct effect on the financial statements but compliance with which may be fundamental to the Group's ability to operate or to avoid a material penalty. These included the Group's regulatory solvency requirements.

11.2 Audit response to risks identified

As a result of performing the above, we identified the recognition of net investment management fee income, classification and disclosure of acquisition and integration costs and executive remuneration and share based payments as key audit matters related to the potential risk of fraud. The key audit matters section of our report explains the matters in more detail and also describes the specific procedures we performed in response to those key audit matters.

In addition to the above, our procedures to respond to risks identified included the following:

- reviewing the financial statement disclosures and testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements;
- enquiring of management, the Audit Committee and in-house and external legal counsel concerning actual and potential litigation and claims;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- reading minutes of meetings of those charged with governance, reviewing internal audit reports and reviewing correspondence with HMRC, the Prudential Regulation Authority and the Financial Conduct Authority; and
- in addressing the risk of fraud through management override of controls, testing the appropriateness of journal entries and other adjustments; assessing whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluating the business rationale of any significant transactions that are unusual or outside the normal course of business.

We also communicated relevant identified laws and regulations and potential fraud risks to all engagement team members including internal specialists, and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.



Independent auditor's report to the members of Rathbones Group Plc

Report on other legal and regulatory requirements

12. Opinions on other matters prescribed by the Companies Act 2006

In our opinion the part of the directors' remuneration report to be audited has been properly prepared in accordance with the Companies Act 2006.

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the Group and the parent company and their environment obtained in the course of the audit, we have not identified any material misstatements in the strategic report or the directors' report.

13. Corporate Governance Statement

The Listing Rules require us to review the directors' statement in relation to going concern, longer-term viability and that part of the Corporate Governance Statement relating to the Group's compliance with the provisions of the UK Corporate Governance Code specified for our review.

Based on the work undertaken as part of our audit, we have concluded that each of the following elements of the Corporate Governance Statement is materially consistent with the financial statements and our knowledge obtained during the audit:

- the directors' statement with regards to the appropriateness of adopting the going concern basis of accounting and any material uncertainties identified set out on [page 115](#);
- the directors' explanation as to its assessment of the Group's prospects, the period this assessment covers and why the period is appropriate set out on [page 66](#);
- the directors' statement on fair, balanced and understandable set out on [page 116](#);
- the board's confirmation that it has carried out a robust assessment of the emerging and principal risks set out on [page 61](#);
- the section of the annual report that describes the review of effectiveness of risk management and internal control systems set out on [pages 62–65](#); and
- the section describing the work of the Audit Committee [pages 92–94](#).

14. Matters on which we are required to report by exception

14.1 Adequacy of explanations received and accounting records

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company financial statements are not in agreement with the accounting records and returns.

We have nothing to report in respect of these matters.

14.2 Directors' remuneration

Under the Companies Act 2006 we are also required to report if in our opinion certain disclosures of directors' remuneration have not been made or the part of the directors' remuneration report to be audited is not in agreement with the accounting records and return.

We have nothing to report in respect of these matters.

15. Other matters which we are required to address

15.1 Auditor tenure

Following the recommendation of the Audit Committee, we were appointed by shareholders on 9 May 2019 to audit the financial statements for the year ending 31 December 2019 and subsequent financial periods. The period of total uninterrupted engagement including previous renewals and reappointments of the firm is 7 years, covering the years ending 31 December 2019 to 31 December 2025.

15.2 Consistency of the audit report with the additional report to the Audit Committee

Our audit opinion is consistent with the additional report to the Audit Committee we are required to provide in accordance with ISAs (UK).



Independent auditor's report to the members of Rathbones Group Plc

16. Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

As required by the Financial Conduct Authority (FCA) Disclosure Guidance and Transparency Rule (DTR) 4.1.15R – DTR 4.1.18R, these financial statements will form part of the Electronic Format Annual Financial Report filed on the National Storage Mechanism of the FCA in accordance with DTR 4.1.15R – DTR 4.1.18R. This auditor's report provides no assurance over whether the Electronic Format Annual Financial Report has been prepared in compliance with DTR 4.1.15R – DTR 4.1.18R.

Simon Cleveland, FCA

(Senior Statutory Auditor)

For and on behalf of Deloitte LLP

Statutory Auditor

London, United Kingdom

26 February 2026



Consolidated Statement of Comprehensive Income

For the year ended 31 December 2025

	Note	2025 £m	2024 £m
Interest and similar income		159.8	147.8
Interest expense and similar charges		(73.1)	(83.9)
Net interest income	<u>4</u>	86.7	63.9
Fee and commission income		858.9	835.1
Fee and commission expense		(38.2)	(34.3)
Net fee and commission income	<u>5</u>	820.7	800.8
Other operating income	<u>6</u>	15.9	31.2
Operating income		923.3	895.9
Charges in relation to client relationships and goodwill		(45.3)	(44.6)
Acquisition-related and integration costs	<u>8</u>	(39.9)	(83.4)
Other operating expenses		(685.2)	(668.3)
Operating expenses	<u>7</u>	(770.4)	(796.3)
Profit before tax		152.9	99.6
Taxation	<u>10</u>	(40.6)	(34.1)
Profit after tax		112.3	65.5
Profit for the year attributable to equity holders of the company		112.3	65.5
Other comprehensive income			
Items that will not be reclassified to profit or loss:			
Net remeasurement of defined benefit asset or liability	<u>28</u>	0.1	(10.6)
Deferred tax relating to net remeasurement of defined benefit asset or liability	<u>20</u>	-	2.7
Other comprehensive income net of tax		0.1	(7.9)
Total comprehensive income for the year attributable to equity holders of the company		112.4	57.6
Dividends paid and proposed for the year per ordinary share	<u>11</u>	99.0p	93.0p
Dividends paid and proposed for the year		102.7	96.9
Earnings per share for the year attributable to equity holders of the company:	<u>12</u>		
- basic		107.9p	63.0p
- diluted		104.7p	60.4p

The accompanying notes form an integral part of the consolidated financial statements.



Consolidated Statement of Changes in Equity

For the year ended 31 December 2025

	Note	Share capital £m	Share premium £m	Merger reserve £m	Other reserve £m	Own shares £m	Retained earnings £m	Total equity £m
At 1 January 2024		5.4	312.3	824.4	–	(55.6)	263.7	1,350.2
Profit for the year		–	–	–	–	–	65.5	65.5
Net remeasurement of defined benefit liability	28	–	–	–	–	–	(10.6)	(10.6)
Deferred tax relating to components of other comprehensive income	20	–	–	–	–	–	2.7	2.7
Other comprehensive income net of tax		–	–	–	–	–	(7.9)	(7.9)
Total comprehensive income for the period		–	–	–	–	–	57.6	57.6
Dividends paid	11	–	–	–	–	–	(56.9)	(56.9)
Issue of share capital	29	0.1	5.5	–	–	–	–	5.6
Share-based payments:								
– cost of share-based payment arrangements	31	–	–	–	–	–	29.1	29.1
– cost of vested employee remuneration and share plans	31	–	–	–	–	–	(4.2)	(4.2)
– cost of own shares vesting	30	–	–	–	–	9.5	(9.5)	–
– cost of own shares acquired	30	–	–	–	–	(22.0)	–	(22.0)
– tax on share-based payments		–	–	–	–	–	–	–
At 31 December 2024		5.5	317.8	824.4	–	(68.1)	279.8	1,359.4
Profit for the year		–	–	–	–	–	112.3	112.3
Net remeasurement of defined benefit asset	28	–	–	–	–	–	0.1	0.1
Deferred tax relating to components of other comprehensive income	20	–	–	–	–	–	–	–
Other comprehensive income net of tax		–	–	–	–	–	0.1	0.1
Total comprehensive income for the period		–	–	–	–	–	112.4	112.4
Dividends paid	11	–	–	–	–	–	(98.4)	(98.4)
Issue of share capital	29	–	6.9	–	–	–	–	6.9
Cancellation of Share Premium	29	–	(317.8)	–	–	–	317.8	–
Share buyback	29	(0.1)	–	–	0.1	–	(36.1)	(36.1)
Share-based payments:								
– cost of share-based payment arrangements	31	–	–	–	–	–	27.5	27.5
– cost of vested employee remuneration and share plans	31	–	–	–	–	–	(2.0)	(2.0)
– cost of own shares vesting	30	–	–	–	–	23.7	(23.7)	–
– cost of own shares acquired	30	–	–	–	–	(18.9)	–	(18.9)
– tax on share-based payments		–	–	–	–	–	2.5	2.5
Tax arising on consideration received	35	–	–	–	–	–	(1.3)	(1.3)
At 31 December 2025		5.4	6.9	824.4	0.1	(63.3)	578.5	1,352.0

The accompanying notes form an integral part of the consolidated financial statements.



Consolidated Statement of Financial Position

As at 31 December 2025

	Note	2025 £m	2024 £m
Assets			
Cash and balances with central banks	13	1,504.0	1,166.0
Settlement balances		89.5	128.3
Loans and advances to banks	14	264.7	293.2
Loans and advances to customers	15	168.5	96.1
Investment securities at amortised cost	16	1,864.3	1,278.2
Accrued income, prepayments and other assets	17	247.6	242.8
Current tax asset (UK)		9.4	6.8
Property, plant and equipment	18	49.5	53.2
Right-of-use assets	19	72.1	42.3
Intangible assets	21	947.0	982.7
Net defined benefit asset	28	0.6	0.5
Total assets		5,217.2	4,290.1
Liabilities			
Deposits by banks	22	8.4	3.8
Settlement balances		98.8	133.6
Due to customers	23	3,284.4	2,352.1
Accruals and other liabilities	24	251.2	249.9
Current tax liabilities (overseas)		0.8	0.5
Net deferred tax liability	20	67.7	78.0
Subordinated loan notes	27	39.9	39.9
Provisions	25	39.1	28.1
Lease liabilities	26	74.9	44.8
Total liabilities		3,865.2	2,930.7

	Note	2025 £m	2024 £m
Equity			
Share capital	29	5.4	5.5
Share premium	29	6.9	317.8
Merger reserve	29	824.4	824.4
Other reserves	29	0.1	–
Own shares	30	(63.3)	(68.1)
Retained earnings		578.5	279.8
Total equity		1,352.0	1,359.4
Total liabilities and equity		5,217.2	4,290.1

The financial statements were approved by the Board of Directors and authorised for issue on 26 February 2026 and were signed on its behalf by:

Jonathan Sorrell
Group Chief Executive Officer

Iain Hooley
Group Chief Financial Officer

Company registered number: 01000403

The accompanying notes form an integral part of the consolidated financial statements.



Consolidated Statement of Cash Flows

For the year ended 31 December 2025

	Note	2025 £m	2024 £m
Cash flows from operating activities			
Profit before tax		152.9	99.6
Net interest income	4	(86.7)	(63.9)
Impairment losses on financial instruments	32	(0.1)	-
Net charge for provisions	25	9.2	14.9
Depreciation, amortisation and impairment		67.2	80.4
Loss on disposal of property, plant and equipment		-	0.1
(Gain)/loss on modification of leases		0.5	(13.5)
Foreign exchange movements	16	3.0	(1.0)
Defined benefit pension scheme credits	28	-	(0.4)
Defined benefit pension contributions paid	28	-	(3.7)
Share-based payment charges		27.5	29.1
Interest paid		(69.5)	(79.8)
Interest received		154.6	147.6
		258.6	209.4
Changes in operating assets and liabilities:			
Net (increase)/decrease in loans and advances to customers		(72.3)	21.8
Net decrease in settlement balance debtors		38.8	37.4
Net decrease/(Increase) in accrued income, prepayments and other assets		0.6	(12.1)
Net increase in amounts due to customers and deposits by banks		937.0	90.2
Net decrease in settlement balance creditors		(34.8)	(38.5)
Net (decrease)/increase in accruals, provisions and other liabilities		(9.6)	27.2

	Note	2025 £m	2024 £m
Cash generated from operations		1,118.3	335.4
Tax paid		(52.1)	(41.8)
Net cash inflow from operating activities		1,066.2	293.6
Cash flows from investing activities			
Purchase of property, plant, equipment and intangible assets		(8.8)	(56.6)
Purchase of investment securities	16	(2,689.2)	(2,028.0)
Proceeds from sale and redemption of investment securities	16	2,100.1	2,046.6
Net cash used in investing activities		(597.9)	(38.0)
Cash flows from financing activities			
Issue of ordinary shares	36	6.9	5.6
Repurchase of ordinary shares	36	(18.9)	(22.0)
Share buyback	36	(36.1)	-
Dividends paid	11	(98.4)	(56.9)
Payment of lease liabilities	26	(7.0)	(20.9)
Interest paid		(5.3)	(5.1)
Net cash used in financing activities		(158.8)	(99.3)
Net increase in cash and cash equivalents		309.5	156.3
Cash and cash equivalents at the beginning of the year		1,459.2	1,302.9
Cash and cash equivalents at the end of the year	36	1,768.7	1,459.2

The accompanying notes form an integral part of the consolidated financial statements.



Notes to the Consolidated Statements

1 Principal accounting policies

Rathbones Group Plc ('the company') is a public company limited by shares incorporated and domiciled in England and Wales under the Companies Act 2006.

1.1 Basis of preparation

The consolidated and company financial statements have been prepared in accordance with UK-adopted International Accounting Standards. The company financial statements are presented on pages 187 to 206.

The financial statements have been prepared on the historical cost basis, except for certain financial instruments that are measured at fair value (notes 1.9, 1.12, 1.16 and 1.18). The principal accounting policies adopted are set out in this note and, unless otherwise stated, have been applied consistently to all periods presented in the consolidated financial statements.

1.2 Basis of consolidation

The consolidated financial statements incorporate the financial statements of the company and entities controlled by the company (its subsidiaries), together 'the Group', made up to 31 December each year.

The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is obtained, and no longer consolidated from the date that control ceases; their results are included in the consolidated financial statements up to the date that control ceases. Inter-company transactions and balances between Group companies are eliminated on consolidation.

1.3 Developments in reporting standards and interpretations

Standards and interpretations affecting the reported results or the financial position

The following amendments to standards have been adopted in the current period, but have not had a significant impact on the amounts reported in these financial statements:

- Lack of Exchangeability – Amendments to IAS 21

Future new standards and interpretations

The following standards are effective for annual periods beginning on or after 1 January 2026 and earlier application is permitted; however, the Group has not early-adopted the amended standards in preparing these consolidated financial statements.

The following standard is expected to have a material impact on the Group's financial statements. This standard has not yet been endorsed in the UK.

Standards available for early adoption	Effective date
IFRS 18 Presentation and Disclosure in Financial Statements	1 January 2027

The following standards are not expected to have a material impact on the Group's financial statements.

Standards available for early adoption	Effective date
Amendments to the Classification and Measurement of Financial Instruments – Amendments to IFRS 9 and IFRS 7	1 January 2026
Contracts Referencing Nature-dependent Electricity – Amendments to IFRS 9 and IFRS 7	1 January 2026
Annual Improvements to IFRS Accounting Standards – Amendments to IFRS 1, IFRS 7, IFRS 9, IFRS 10 and IAS 7	1 January 2026
IFRS 19 Subsidiaries without Public Accountability: Disclosures (not yet endorsed in the UK)	1 January 2027

1.4 Business combinations

Business combinations are accounted for using the acquisition method. The consideration for each acquisition is measured at the aggregate of the fair values (at the date of exchange) of assets transferred, liabilities assumed and equity instruments issued by the Group in exchange for control of the acquiree. Acquisition-related costs are recognised in profit or loss as incurred.

Where applicable, the consideration for the acquisition includes any asset or liability resulting from a contingent consideration arrangement, measured at its acquisition-date fair value. Subsequent changes in such fair values are adjusted against the cost of acquisition where they qualify as measurement period adjustments. All other subsequent changes in the fair value of contingent consideration classified as an asset or liability are accounted for in accordance with relevant asset/liability recognition and measurement guidance in IFRS. Changes in the fair value of contingent consideration classified as equity are not recognised.



Notes to the Consolidated Statements

1 Principal accounting policies continued

1.5 Going concern

At the time of approving the financial statements, the directors have a reasonable expectation that the Company and the Group have adequate resources to continue in operational existence. In forming this view, the directors considered the Company's and the Group's prospects for a period of at least 12 months from the date of approval of the Annual Report.

In assessing the appropriateness of adopting the going concern basis, the directors considered a range of forward-looking scenario analyses. These included the Group's 3 Year Plan, which forecasts the Group's profit and capital position, together with the 2025 Internal Liquidity Adequacy Assessment Process and 2025 Internal Capital Adequacy Assessment Process ('ICAAP'), which incorporate capital and liquidity stress testing and reverse stress testing, including the potential impacts of climate-related risks on the Group. In evaluating these scenarios, the directors also assessed the management actions available to mitigate potential adverse impacts.

Under all stress test scenarios considered, the Group is expected to maintain sufficient capital for at least 12 months from the date of approval of the Annual Report, with capital ratios remaining comfortably in excess of minimum regulatory requirements.

Separately from the management of the Group's capital position, the Group adopts a conservative approach to funding and liquidity risk, focused on maintaining a simple and transparent balance sheet, a diversified funding base and a prudent level of high-quality liquid assets. As a result, the weighted average maturity of the Group's funding exceeds that of its lending portfolio. These factors were considered by the directors as part of their assessment in concluding on the appropriateness of the going concern basis.

The directors also ensured that the assumptions applied in the going concern assessment were consistent with those used in other forward-looking areas of the financial statements, including impairment testing.

Accordingly, the directors continue to adopt the going concern basis in preparing the Annual Report.

1.6 Foreign currencies

The functional and presentational currency of the company and its subsidiaries is sterling.

Transactions in currencies other than the relevant Group entity's functional currency are recorded at the rates of exchange prevailing on the dates of the transactions. At each balance sheet date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the balance sheet date. Gains and losses arising on retranslation are included in profit or loss for the year.

1.7 Income

Net interest income

Interest income or expense is recognised within net interest income using the effective interest method.

The effective interest method is the method of calculating the amortised cost of a financial asset or liability (or group of assets and liabilities) and of allocating the interest income or interest expense over the relevant period. The effective interest rate is the rate that exactly discounts the expected future cash payments or receipts through the expected life of the financial instrument, or when appropriate, a shorter period, to:

- the gross carrying amount of the financial asset; or
- the amortised cost of the financial liability.

The application of the method has the effect of recognising income (or expense) receivable (or payable) on the instrument evenly in proportion to the amount outstanding over the period to maturity or repayment. In calculating effective interest, the Group estimates cash flows considering all contractual terms of the financial instrument but excluding the impact of future credit losses.

The interest charged on the Group's lease liabilities and subordinated loan notes is included within cash used in financing activities in the Group statement of cash flows. Interest charged on client funds is included within cash generated from operations.

Net fee and commission income

Portfolio or investment management fees, commissions receivable or payable and fees from advisory services are recognised on a continuous basis over the period that the related service is provided.

Commission charges for executing transactions on behalf of clients are recognised when the transaction is dealt at the trade date.

The Group has made an assessment as to whether the work performed to earn such fees constitutes the transfer of services and, therefore, fulfils any performance obligation(s). Where this is the case, the fees are recognised when the relevant performance obligation has been satisfied; otherwise, the fees are recognised in the period in which the services are provided.

A breakdown of the timing of revenue recognition can be found in note 3.

Other income

In cases where cash held within client portfolios does not represent a banking deposit, the Group invests this cash in cash securities with approved financial institutions. The margin earned on these funds, being the difference between the rate of interest paid by the custodian bank and that paid to clients, represents the rate of return available to the Group through the pooling of client funds. This margin is included within other operating income in the financial statements.



Notes to the Consolidated Statements

1 Principal accounting policies continued

1.8 Leases

At inception of a contract, the Group assesses whether a contract is, or contains, a lease.

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group uses the definition of a lease in IFRS 16.

The Group recognises a right-of-use asset and a lease liability at the inception date of the lease. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of dilapidation costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The estimate for recognition of dilapidation assets, which reflect costs to dismantle and remove structural changes made to leased premises is 50%. The remaining 50% is charged to profit or loss over the useful life of the lease and recognised as a provision for restoration obligations.

The right-of-use assets and dilapidations assets are subsequently depreciated on a straight-line basis over the shorter of the expected life of the asset and the lease term, adjusted for any remeasurements of the lease liability. At the end of each reporting period, the assets are assessed for indicators of impairment in accordance with IAS 36.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. The Group uses an incremental borrowing rate of 5.6%, derived from its subordinated loan notes (note 27), as the discount rate for all leases entered into prior to the acquisition of IW&I on 21 September 2023. For all leases entered into or modified after this date, an incremental borrowing rate is determined on a lease-by-lease basis, with reference to the lease term and rental payments specific to each lease.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee; and
- the exercise price under a purchase option that the Group is reasonably certain to exercise, lease payments in an optional renewal period if the Group is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Group is reasonably certain not to terminate early.

The lease liability is subsequently measured by adjusting the carrying amount to reflect the interest charge, the lease payments made and any reassessment or lease modifications. The lease liability is remeasured if the Group changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

Where the Group is an intermediate lessor in a sub-lease, it accounts for its interests in the head lease and the sub-lease separately. It assesses the lease classification of a sub-lease with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset.

Leases that qualify for the low-value asset exemption or short-term lease exemption do not fall within the scope of IFRS 16 and continue to be treated as off balance sheet.

1.9 Share based payments

The Group engages in equity-settled and cash-settled share-based payment transactions in respect of services received from its employees.

Equity-settled awards

For equity-settled share-based payments, the fair value of the award is measured by reference to the fair value of the shares or share options granted on the grant date. The cost of the employee services received in respect of the shares or share options granted is recognised in profit or loss over the vesting period, with a corresponding credit to equity.

The fair value of the awards or options granted is determined using a binomial pricing model, which takes into account the current share price, the risk-free interest rate, the expected volatility of the company's share price over the life of the option or award, any applicable exercise price and other relevant factors. Only those vesting conditions that include terms related to market conditions are taken into account in estimating fair value. Non-market vesting conditions are taken into account by adjusting the number of shares or share options included in the measurement of the cost of employee services so that, ultimately, the amount recognised in profit or loss reflects the number of vested shares or share options, with a corresponding adjustment to equity. Where vesting conditions are related to market conditions, the charges for the services received are recognised regardless of whether or not the market-related vesting condition is met, provided that any non-market vesting conditions are also met. Shares purchased and issued are recorded directly in equity.

Cash-settled awards

For cash-settled share-based payments, a liability is recognised for the services received, and the related employer's taxes, at the balance sheet date, measured at the fair value of the liability. At each subsequent balance sheet date and at the date on which the liability is settled, the fair value of the liability is remeasured with any changes in fair value recognised in profit or loss.



Notes to the Consolidated Statements

1 Principal accounting policies continued

1.10 Taxation

The tax charge is calculated based on the estimated amount payable as at the balance sheet date. Any subsequent differences between these estimates and the actual amounts paid are recorded as adjustments in respect of prior years.

Current tax

Current tax is the expected tax payable or receivable on net taxable income for the year. Current tax is calculated using tax rates enacted or substantively enacted by the balance sheet date, together with any adjustment to tax payable or receivable in respect of previous years.

Deferred tax

Deferred tax is accounted for under the balance sheet liability method in respect of temporary differences using tax rates (and laws) that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the liability is settled or when the asset is realised.

Deferred tax liabilities are recognised for all temporary differences and deferred tax assets are recognised to the extent that it is probable that sufficient taxable profits will be available against which deductible temporary differences and tax losses may be utilised, except where the temporary difference arises:

- from the initial recognition of goodwill;
- from the initial recognition of other assets and liabilities in a transaction, which affects neither the tax profit nor the accounting profit, other than in a business combination; or
- in relation to investments in subsidiaries and associates, where the Group is able to control the reversal of the temporary difference and it is the Group's intention not to reverse the temporary difference in the foreseeable future.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

The Group has applied the temporary exemption, introduced in May 2023, from the accounting requirements for deferred taxes in IAS 12, so that the Group neither recognises nor discloses information about deferred tax assets and liabilities related to Pillar II income taxes.

Current and deferred tax are recognised:

- in other comprehensive income if they relate to items recognised in other comprehensive income; or
- directly in retained earnings if they relate to items recognised directly in retained earnings.

1.11 Cash and cash equivalents

Cash comprises cash in hand and demand deposits.

Demand deposits include balances with central banks which are realisable on demand.

Cash equivalents includes loans and advances to banks with a maturity of less than three months from the date of acquisition.

For the purposes of the consolidated statement of cash flows, cash and cash equivalents consist of cash and cash equivalents as defined above, net of outstanding bank overdrafts (overnight cash book overdraft balances – Note 22), which are included in the Group's cash management.

1.12 Financial assets

Initial recognition and measurement

Financial assets, excluding trade debtors, are initially recognised when the Group becomes party to the contractual provisions of the asset. Trade debtors are recognised when cash is advanced to the borrowers.

Financial assets are initially recognised at fair value plus transaction costs that are directly attributable to their acquisition (except those assets classified at fair value through profit or loss). Trade debtors without a significant financing component are initially measured at the transaction price.

Financial assets are not reclassified subsequent to their initial recognition unless the Group changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

For settlement balances, trade date accounting is applied to all regular way purchases and sales of assets.

Classification and subsequent measurement

Financial assets are classified and measured in the following categories:

- amortised cost

Financial assets are measured at amortised cost if their contractual terms give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding and they are held within a business model whose objective is to hold assets to collect contractual cash flows.

Assets are measured at amortised cost using the effective interest rate method (note 1.7), less any impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

- at fair value through other comprehensive income (FVOCI)

Debt instruments are measured at FVOCI if their contractual terms give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding and they are held within a business model whose objective is both to hold assets to collect contractual cash flows and to sell the assets.

For debt instruments, interest income is calculated using the effective interest method. For equity instruments, dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. All other gains and losses on assets at FVOCI are recognised in OCI.



Notes to the Consolidated Statements

1 Principal accounting policies continued

1.12 Financial assets continued

- at fair value through profit or loss (FVTPL)

All equity instruments are measured at FVTPL unless the instrument is not held for trading, the Group irrevocably elects to measure the instrument at FVOCI. This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or FVOCI at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Net gains and losses, including any interest or dividend income, are recognised in profit or loss.

At 31 December 2025, the Group held no financial assets measured at fair value through other comprehensive income or at fair value through profit or loss.

Business model assessment

The Group assesses the objective of the business model in which a financial asset is held at a portfolio level. The information considered includes:

- the objectives for the portfolio and how those tie in to the current and future strategy of the Group;
- how the performance of the portfolio is evaluated and reported to the Group's management.
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- how Group employees are compensated, e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Payments of principal and interest criterion

In assessing whether the contractual cash flows are solely payments of principal and interest, the Group considers:

- the contractual terms of the instrument, checking consistency with basic lending criteria;
- the impact of the time value of money;
- features that would change the amount or timing of contractual cash flows; and
- other factors, such as prepayment or extension features.

Derecognition

Financial assets are derecognised when the contractual rights to receive cash flows have expired or the Group has transferred substantially all the risks and rewards of ownership.

Impairment of financial assets

The Group recognises loss allowances for expected credit losses (ECLs) on financial assets measured at amortised cost and FVOCI and loan commitments held off balance sheet.

A financial asset will attract a loss allowance equal to either:

- 12-month ECLs (losses resulting from possible defaults within the next 12 months); or
- lifetime ECLs (losses resulting from possible defaults over the remaining life of the financial asset).

The latter applies if there has been a significant deterioration in the credit quality of the asset; albeit lifetime ECLs will always be recognised for trade receivables, contract assets or lease receivables without a significant financing component.

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

The Group measures loss allowances at an amount equal to lifetime ECLs, except for treasury book and investment management loan book exposures (see note 32) for which credit risk has not increased significantly since initial recognition, which are measured at 12-month ECLs.

Loss allowances for trust and financial planning debtors are always measured at an amount equal to lifetime ECLs.

When assessing whether the credit risk of a financial asset has increased significantly between the reporting date and initial recognition, quantitative and qualitative indicators are used. More detail can be found at note 32.

Measurement of ECLs

Treasury book and investment management loan book

The Group has developed a model for calculating ECLs on its treasury book and investment management loan book (which includes loan commitments held off balance sheet). The Group has developed three different economic scenarios: a base case, an upside and a downside.

The base case is assigned a 60% probability of occurring with the upside and downside each assigned a 20% probability of occurring.

The economic scenarios are based on the projections of GDP, inflation, unemployment rates, house price indices, financial markets and interest rates as set out in the banking system stress testing scenario published annually by the PRA.

Management adjust the projections for the economic variables in arriving at the upside and downside scenarios.



Notes to the Consolidated Statements

1 Principal accounting policies continued

1.12 Financial assets continued

Under each resultant scenario, an ECL is forecast for each exposure in the treasury book and investment management loan book. The ECL is calculated based on management's estimate of the probability of default, the loss given default and the exposure at default of each exposure taking into account industry credit loss data, the Group's own credit loss experience, the expected repayment profiles of the exposures and the level of collateral held. Industry credit loss information is drawn from data on credit defaults for different categories of exposure published by the Council of Mortgage Lenders and Standard & Poor's.

The model adopts a staging allocation methodology, primarily based on changes in the internal and/or external credit rating of exposures to identify significant increases in credit risk since inception of the exposure.

The Group has not rebutted the presumption that if an exposure is more than 30 days past due, the associated credit risk has significantly increased.

More detail on the Group's staging criteria is provided in note 32.

ECLs are discounted back to the balance sheet date at the effective interest rate of the asset.

Trust and financial planning debtors

The Group's trust and financial planning debtors are generally short term and do not contain significant financing components. Therefore, the Group has applied a practical expedient by using a provision matrix to calculate lifetime ECLs based on actual credit loss experience over the past four years.

Credit-impaired financial assets

At each reporting date, the Group assesses whether financial assets carried at amortised cost and FVOCI are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred. The Group's definition of default is given in note 32.

Presentation of impairment

The carrying amount of financial assets measured at amortised cost is reduced by a loss allowance. The carrying value of assets measured at FVOCI, is not adjusted by loss allowance but instead the loss allowance is recorded in equity.

Impairment losses related to the Group's treasury book and investment management loan book are presented in 'interest expense and similar charges' and those related to all other financial assets (including trust and financial planning debtors) are presented under 'other operating expenses'. No losses are presented separately on the statement of the comprehensive income and there have been no reclassifications of amounts previously recognised under IAS 39.

1.13 Property, plant and equipment

All property, plant and equipment is stated at historical cost, which includes directly attributable acquisition costs, less accumulated depreciation and impairment losses. Depreciation is charged so as to write off the cost of assets to their estimated residual value over their estimated useful lives, using the straight-line method, on the following bases:

- leasehold improvements: 10 years or over the lease term
- plant, equipment and computer hardware: over 3 to 10 years.

The assets' residual lives are reviewed, and adjusted if appropriate, at each balance sheet date. Gains and losses on disposals are determined by comparing proceeds with the carrying amount and these are included in profit or loss.

1.14 Intangible assets

Goodwill

Goodwill arises through business combinations and represents the excess of the cost of acquisition over the Group's interest in the fair value of the identifiable assets, liabilities and contingent liabilities of a business at the date of acquisition.

Goodwill is recognised as an asset and measured at cost less accumulated impairment losses. It is allocated to Groups of cash-generating units, which represent the lowest level at which goodwill is monitored for internal management purposes. Cash-generating units are identified as the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets, and are no larger than the Group's operating segments, as set out in note 3.

On disposal of a subsidiary, the attributed amount of goodwill that has not been subject to impairment is included in the determination of the profit or loss on disposal.

Client relationships

Client relationships acquired as part of a business combination are initially recognised at fair value (note 1.4). Determining whether a transaction that involves the purchase of client relationships is treated as a business combination or a separate purchase of intangible assets requires judgement. The factors that the Group takes into consideration in making this judgement are set out in note 2.1.

Individually purchased client relationships are initially recognised at cost. Where a transaction to acquire client relationship intangible assets includes an element of variable deferred consideration, an estimate is made of the value of consideration that will ultimately be paid. The client relationship intangible asset recognised on the balance sheet is adjusted for any subsequent change in the value of deferred consideration. Note 2.1 sets out the approach taken by the Group where judgement is required to determine whether payments made for the introduction of client relationships should be capitalised as intangible assets or charged to profit or loss.



Notes to the Consolidated Statements

1 Principal accounting policies continued

1.14 Intangible assets continued

Client relationship intangible assets are subsequently carried at the amount initially recognised less accumulated amortisation, which is calculated using the straight-line method over their estimated useful lives (normally 10 to 15 years, but not more than 15 years).

Computer software and software development costs

Costs incurred to acquire and bring to use computer software licences are capitalised and amortised through profit or loss over their expected useful lives (3 to 4 years).

Costs that are directly associated with the production of identifiable and unique software products controlled by the Group are recognised as intangible assets when the Group is expected to benefit from future use of the software and the costs are reliably measurable. Other costs of producing software are charged to profit or loss as incurred. Computer software development costs recognised as assets are amortised using the straight-line method over their useful lives (not exceeding 4 years).

Where services provided by a software-as-a-service arrangement do not result in the recognition of an intangible asset, non-distinct configuration and customisation costs are expensed when access to the software is provided. The cost is spread over the contractual term.

1.15 Impairment of goodwill and intangible assets

At each balance sheet date, the Group reviews the carrying amounts of its intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where the asset does not generate cash flows that are independent from other assets, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. The recoverable amount is the higher of fair value less costs to sell and value in use. See note 2.1 for further detail.

Goodwill is tested for impairment at least annually. For the purposes of impairment testing, goodwill is allocated to groups of cash-generating units. The carrying amount of each group of cash-generating units is compared to its value in use, calculated using a discounted cash flow method. If the recoverable amount of the group of cash-generating units is less than the carrying amount of the group of units, the impairment loss is allocated first to reduce the carrying amount of the goodwill allocated to that group of units and then to the other assets of the group of units pro rata on the basis of the carrying amount of each asset in the group of units.

Client relationship intangible assets are reviewed bi-annually for indicators of impairment.

Intangible assets acquired through business combinations are tested for impairment by reviewing the key inputs supporting the initial valuation of the asset at acquisition against the Group's current forecasts of those inputs, including revenue margins and net client flows. Intangible assets acquired through newly recruited investment managers under contractual agreements are tested for impairment by reviewing lost client relationships in the period. In determining whether a client relationship is lost, the Group considers factors such as the level of funds withdrawn and the existence of other retained family relationships. When client relationships are lost, the full amount of unamortised cost is recognised immediately in profit or loss and the intangible asset is derecognised. See note 2.1 for further detail.

If the recoverable amount of any asset other than goodwill or client relationships is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount.

Any impairment loss is recognised immediately in profit or loss.

1.16 Financial liabilities

Initial recognition and measurement

Financial liabilities are initially recognised at fair value plus transaction costs that are directly attributable to their acquisition or issue.

Classification and subsequent measurement

Financial liabilities are classified as measured at amortised cost or at fair value through profit or loss.

The Group has not designated any liabilities as fair value through profit or loss and holds no liabilities as held for trading. Financial liabilities are measured at amortised cost using the effective interest method (note 1.7). Amortised cost is calculated by taking into account any issue costs and any discounts or premiums on settlement. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

For settlement balances, trade date accounting is applied to all regular way purchases and sales of assets.

Derecognition

The Group derecognises financial liabilities when its contractual obligations are discharged, cancelled or expired, or when the financial liability is substantially modified.



Notes to the Consolidated Statements

1 Principal accounting policies continued

1.17 Provisions and contingent liabilities

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of economic benefits, that can be reliably estimated, will occur. Provisions are measured at the present value of the expenditures expected to be required to settle the obligation, discounted using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation.

Contingent liabilities are possible obligations that depend on the outcome of uncertain future events or those present obligations where the outflows of resources are uncertain or cannot be measured reliably. Contingent liabilities are not recognised in the financial statements but are disclosed unless the likelihood of crystallisation is judged to be remote.

1.18 Retirement benefit obligations on retirement benefit schemes

The Group's net liability/asset in respect of defined benefit pension plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in return for their service in the current and prior years; that benefit is discounted to determine its present value, and the fair value of any plan assets (at bid price), including the value of any bulk annuity policies, is deducted. Any asset resulting from this calculation is limited to the present value of available refunds and reductions in future contributions to the plan.

The cost of providing benefits under defined benefit plans is determined using the projected unit credit method, with actuarial valuations being carried out at each balance sheet date. Net remeasurements of the defined benefit liability/asset are recognised in full in the period in which they occur in other comprehensive income.

Past service costs or gains are recognised in profit or loss immediately in the period of a plan amendment. Interest income on defined benefit assets and interest expense on the defined benefit obligations are also recognised in profit or loss in the period.

The amount recognised in the balance sheet for death-in-service benefits represents the present value of the estimated obligation, reduced by the extent to which any future liabilities will be met by insurance policies.

The company determines the net interest on the net defined benefit liability/asset for the year by applying the discount rate used to measure the defined benefit obligation at the beginning of the year to the net defined benefit liability/asset.

Contributions to defined contribution retirement benefit schemes are charged to profit or loss as an expense as they fall due.

1.19 Segmental reporting

The Group determines and presents operating segments based on the information that is provided internally to the Group Executive Committee, which is the Group's chief operating decision-maker. Operating segments are organised around the services provided to clients.

Transactions between operating segments are reported within the income or expenses for those segments; intra-segment income and expenditure is eliminated at Group level. Indirect costs are allocated between segments in proportion to the principal cost driver for each category of indirect costs that is generated by each segment.

1.20 Fiduciary activities

The Group commonly acts as trustee and in other fiduciary capacities that result in the holding or placing of assets on behalf of individuals, trusts, retirement benefit plans and other institutions. Such assets and income arising thereon are excluded from these financial statements, as they are not assets of the Group. Largely as a result of cash and settlement processing, the Group holds money on behalf of some clients in accordance with the Client Money Rules of the Financial Conduct Authority, the Jersey Financial Services Commission, the Guernsey Financial Services Commission and the Solicitors' Accounts Rules issued by the Solicitors Regulation Authority, as applicable. Such monies and the corresponding amounts due to clients are not shown on the balance sheet as the Group is not beneficially entitled to them.

1.21 Merger reserve

The merger reserve is used where more than 90% of the share capital in a subsidiary is acquired, and the consideration includes the issue of new shares by the Company, thereby attracting merger relief under Section 612 of the Companies Act 2006.

1.22 Fair value measurement

The fair values of quoted financial instruments in active markets are based on current bid prices. Such instruments would be included in level 1 of the fair value hierarchy. If an active market for a financial asset does not exist, the Group establishes fair value by using valuation techniques. These include the use of recent arm's length transactions, discounted cash flow analysis, option pricing models and other valuation techniques commonly used by market participants. These instruments would be classified under level 3 in the fair value hierarchy.

The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.



Notes to the Consolidated Statements

2 Critical accounting judgements and key sources of estimation uncertainty

The Group makes judgements and estimates that affect the application of the Group's accounting policies and reported amounts of assets, liabilities, income and expenses within the next financial year. Estimates and assumptions are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The following key accounting policies involve critical judgements made in applying the accounting policies and involve material estimation uncertainty.

2.1 Client relationship intangibles (note 21)

Critical judgements

Client Relationship intangibles purchased through corporate transactions

When the Group purchases client relationships through transactions with other businesses, a judgement is made as to whether the transaction should be accounted for as a business combination or as a separate purchase of intangible assets. In making this judgement, the Group assesses the assets, liabilities, operations and processes that were the subject of the transaction against the definition of a business combination in IFRS 3. In particular, consideration is given to whether ownership of a corporate entity has been acquired, among other factors. During the year, no business combinations have occurred.

Payments to newly recruited investment managers

The Group assesses whether payments made to newly recruited investment managers under contractual agreements represent payments to acquire investment management contract or remuneration for ongoing services provided to the Group. If these payments are incremental costs of acquiring investment management contracts and are deemed to be recoverable (i.e. through future revenues earned from the FUMA that relate to the investment management contract), they are capitalised as client relationship intangible assets (note 21). Otherwise, the payments are judged to be in relation to the provision of ongoing services and are expensed as remuneration costs in the period that they are transferred. Upfront payments made to investment managers upon joining are expensed as incurred, as they are not judged to be incremental costs for acquiring investment management contracts. At 31 December 2025, these intangible assets totalled £45.5 million (2024: £39.2 million).

Estimation uncertainty

Impairment review of client relationship intangible assets

At the end of each reporting period, the Group reviews the carrying amount of its client relationship intangible assets acquired through business combinations to determine whether there is any indication of impairment. At 31 December 2025, these intangible assets totalled £391.4 million (2024: £429.3 million). Significant judgment is required in determining whether certain events or circumstances constitute indicators of impairment, and in calculating the recoverable amount of the intangible assets when required.

If an indication of impairment exists, the recoverable amount of the asset is estimated, being the higher of fair value less costs to sell and value-in-use. Where value-in-use is used to calculate the recoverable amount, discounted cash flow forecasts associated with the acquired client relationships are produced, reflecting key assumptions for operating profit margin, net client flows and pre-tax discount rates. Future cash flows are based on the latest financial budgets approved by the Board, or historic data, where relevant. Discount rates are aligned with the Group cost of capital. Where fair value is estimated to calculate the recoverable amount of an asset, indicative trading multiples from recent market acquisitions of comparable businesses in the same industry are used. Changes in these inputs may impact the amount of any impairment loss recognised in operating expenses.

At 31 December 2025, no indicators of impairment relating to the Group's client relationship intangible assets were identified.

The largest individual client relationship intangible asset relates to the acquisition of IW&I in 2023, with a carrying amount of £292.7 million at 31 December 2025 and this asset was determined as the asset with the greatest potential for material impairment. During the year, this was assessed for indicators of impairment using a fair value less cost to sell model. Our estimate of the fair value less costs to sell, based on the comparable business FUM multiples, would have to fall by approximately 38% in order to trigger a possible impairment of the client relationship intangible asset.

2.2 Business combinations

2.2.1 Investec Wealth & Investment

Critical judgements

In 2023, the Group acquired the entire share capital of Investec Wealth & Investment Limited (IW&I). The Group accounted for the transaction as a business combination

Consideration receivable

The consideration receivable recognised in the prior year led to an adjustment to the value of IW&I goodwill by £5.1 million due to new information received during the IFRS 3 measurement period about facts and circumstances that existed at the date of acquisition. The consideration receivable was settled during the year and, consequently, this is no longer considered a critical judgement.

3 Segmental information

IFRS 8 requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the chief operating decision-maker, which takes the form of the Group Executive Committee, in order to allocate resources to the segment and to assess its performance.



Notes to the Consolidated Statements

3 Segmental information continued

For management purposes, the Group is organised into two operating segments: Wealth Management and Asset Management. Centrally incurred shared services are allocated to these operating segments on the basis of the cost drivers that generate the expenditure; principally, these are the headcount of income generating teams within the segment, the value of funds under management and administration of the segment, the segment's total revenue, and the segment's share of total expenditure. The allocation of these costs is shown in a separate column in the table below, alongside the information presented for internal reporting. Wealth Management Segmental Assets relate to assets held within the Investment Management (which includes Financial Planning advice), Banking and Trust Business Segments. Asset Management Segmental Assets are assets held solely within the Asset Management Business Segment. Unallocated Segmental Assets relate to the Net Defined Benefit Asset held on the balance sheet.

The integration of IW&I during 2025 has resulted in a movement in the individual operating expense line items in the Wealth Management segment. During 2024, IW&I was not making significant use of group shared services and was maintaining the cost of IW&I-specific enablement functions. Post integration in 2025 these functions all now form part of the shared service functions which explains the reduction in total staff costs and the increase in the allocation of shared services relative to the prior year.

	Note	Wealth Management £m	Asset Management £m	Shared Services £m	Total £m
31 December 2025					
Net investment management fee income		584.6	82.5	–	667.1
Net commission income		95.4	–	–	95.4
Net interest income		84.8	2.1	–	86.9
Fees from advisory services		58.2	–	–	58.2
Other income		14.9	0.8	–	15.7
Operating income		837.9	85.4	–	923.3
Staff costs – fixed		(219.1)	(9.9)	(75.7)	(304.7)
Staff costs – variable		(117.7)	(14.8)	(32.9)	(165.4)
Total staff costs		(336.8)	(24.7)	(108.6)	(470.1)
Other direct expenses		(74.5)	(17.7)	(122.9)	(215.1)
Allocation of shared services		(219.7)	(11.8)	231.5	–
Underlying operating expenses		(631.0)	(54.2)	–	(685.2)
Underlying profit before tax		206.9	31.2	–	238.1
Charges in relation to client relationships and goodwill	21	(26.5)	–	(18.8)	(45.3)
Acquisition-related and integration costs	8	(39.9)	–	–	(39.9)
Segment profit before tax		140.5	31.2	(18.8)	152.9
Profit before tax attributable to equity holders of the company					152.9
Taxation	10				(40.6)
Profit for the year attributable to equity holders of the company					112.3
		Wealth Management £m	Asset Management £m	Unallocated Assets £m	Total £m
Segment total assets		5,108.3	108.3	0.6	5,217.2



Notes to the Consolidated Statements

3 Segmental information continued

31 December 2024	Note	Wealth Management £m	Asset Management £m	Shared Services £m	Total £m
Net investment management fee income		575.1	79.4	–	654.5
Net commission income		91.8	–	–	91.8
Net interest income		62.3	1.6	–	63.9
Fees from advisory services		54.5	–	–	54.5
Other income		30.5	0.7	–	31.2
Operating income		814.2	81.7	–	895.9
Staff costs – fixed		(233.9)	(7.9)	(54.6)	(296.4)
Staff costs – variable		(129.5)	(20.5)	(18.2)	(168.2)
Total staff costs		(363.4)	(28.4)	(72.8)	(464.6)
Other direct expenses		(108.3)	(15.4)	(80.0)	(203.7)
Allocation of shared services		(140.3)	(12.5)	152.8	–
Underlying operating expenses		(612.0)	(56.3)	–	(668.3)
Underlying profit before tax		202.2	25.4	–	227.6
Charges in relation to client relationships and goodwill	21	(44.6)	–	–	(44.6)
Acquisition-related and integration costs	8	(83.4)	–	–	(83.4)
Segment profit before tax		74.2	25.4	–	99.6
Profit before tax attributable to equity holders of the company					99.6
Taxation	10				(34.1)
Profit for the year attributable to equity holders of the company					65.5
		Wealth Management £m	Asset Management £m	Unallocated Assets £m	Total £m
Segment total assets		4,218.8	70.8	0.5	4,290.1



Notes to the Consolidated Statements

3 Segmental information continued

The following table reconciles underlying operating expenses to operating expenses:

	Note	2025 £m	2024 £m
Underlying operating expenses		685.2	668.3
Charges in relation to client relationships and goodwill	21	45.3	44.6
Acquisition-related costs	8	39.9	83.4
Operating expenses		770.4	796.3

Geographic analysis

The following table presents operating income analysed by the geographical location of the Group entity providing the service:

	2025 £m	2024 £m
United Kingdom	899.3	874.4
Channel Islands	24.0	21.5
Operating income	923.3	895.9

The following is an analysis of the carrying amount of non-current assets analysed by the geographical location of the assets:

	2025 £m	2024 £m
United Kingdom	1,063.5	1,075.2
Channel Islands	5.2	3.0
Non-current assets	1,068.7	1,078.2

Timing of revenue recognition

The following table presents operating income analysed by the timing of revenue recognition of the operating segment providing the service:

	2025		2024	
	Wealth Management £m	Asset Management £m	Wealth Management £m	Asset Management £m
Products and services transferred at a point in time	98.1	–	96.9	–
Products and services transferred over time	739.8	85.4	717.3	81.7
	837.9	85.4	814.2	81.7

Major clients

The Group is not reliant on any one client or group of connected clients for generation of revenues.

4 Net interest income

	Note	2025 £m	2024 £m
Interest income			
Cash and balances with central banks		68.1	56.3
Amortised cost investment securities		73.6	73.0
Loans and advances to banks		11.0	12.2
Loans and advances to customers		7.1	6.3
		159.8	147.8
Interest expense			
Due to customers		(67.9)	(78.8)
Lease liabilities		(2.9)	(2.8)
Subordinated loan notes	27	(2.3)	(2.3)
		(73.1)	(83.9)
Net interest income		86.7	63.9

All net interest income is calculated using the effective interest method (note 1.7).



Notes to the Consolidated Statements

5 Net fee and commission income

	2025 £m	2024 £m
Fee and commission income		
Wealth Management	773.5	752.4
Asset Management	85.4	82.7
	858.9	835.1
Fee and commission expense		
Wealth Management	(36.7)	(32.5)
Asset Management	(1.5)	(1.8)
	(38.2)	(34.3)
Net fee and commission income	820.7	800.8

6 Other operating income

	2025 £m	2024 £m
Net client money interest income	10.1	28.0
Other operating income	5.8	3.2
	15.9	31.2

Other operating income of £15.9 million (2024: £31.2 million) comprised net interest income from client money deposits £10.1 million (2024: £28.0 million) of which £6.1 million relates to IW&I (2024: £26.5 million) and other operating income of £5.8 million (2024: £3.2 million).

7 Operating expenses

	Note	2025 £m	2024 £m
Staff costs (excluding acquisition-related staff costs)	9	470.1	464.6
Depreciation and impairment charges of property, plant and equipment	18	8.6	7.2
Depreciation and impairment charges of right-of-use assets	19	9.1	14.6
Amortisation of internally generated intangible assets	21	1.6	2.2
Amortisation and impairment of purchased software	21	2.8	3.9
Auditor's remuneration (see detailed table of Audit fees)		2.7	2.6
Impairment charges on loans and advances to customers	32	–	–
Administration and other expenses		190.3	173.2
Other operating expenses		685.2	668.3
Charges in relation to client relationships and goodwill	21	45.3	44.6
Acquisition-related and integration costs	8	39.9	83.4
Total operating expenses		770.4	796.3

Administration and other expenses largely comprise costs relating to indirect staff costs including benefits in kind and training; market settlement, administration and dealing charges; client servicing costs; marketing; IT and licensing costs; and legal and professional fees.

The Group has not recognised any impairments during the year (2024: no impairment recognised).

A more detailed analysis of auditor's remuneration is provided below:

	2025 £m	2024 £m
Fees payable to the company's auditor for the audit of the company's annual financial statements	0.3	0.1
Fees payable to the company's auditor and their associates for other services to the Group:		
– audit of the company's subsidiaries pursuant to legislation	1.4	1.6
– audit-related assurance services	0.7	0.6
– other services	0.3	0.3
	2.7	2.6

Audit-related assurance services includes costs relating to audits of the Group's client money and independent reporting to third parties on internal controls under ISAE 3402.



Notes to the Consolidated Statements

8 Acquisition-related and integration costs

During 2025 £39.9 million of material acquisition-related and integration costs were incurred (2024: £83.4 million).

	2025 £m	2024 £m
Acquisition of Investec Wealth & Investment	39.9	75.5
Acquisition of Saunderson House	–	7.9
Acquisition-related and Integration costs	39.9	83.4

During the year acquisition-related staff costs of £15.0 million (2024: £21.4 million) were incurred. These costs comprised equity-settled share-based payments of £8.0 million (2024: £12.8 million) and cash settled awards of £7.0 million (2024: £8.6 million) (note 2). These costs were predominately driven by IW&I deferred incentive awards but also include accelerated costs of non-IW&I schemes.

Costs relating to the acquisition of Investec Wealth & Investment (IW&I)

The Group has incurred the following costs in relation to the acquisition of IW&I, summarised by the following classification within the income statement:

	Note	2025 £m	2024 £m
Integration costs:			
Integration related staff costs	2	28.2	48.3
Other Integration Costs		11.7	27.2
Integration costs		39.9	75.5

Integration-related staff costs of £28.2 million (2024: £48.3 million) predominately relate to deferred incentive awards of £14.6 million (2024: £20.4 million).

Other integration costs of £11.7 million (2024: £27.2 million) includes costs relating to the wind down of IW&I platforms and associated project management and governance costs.

Deferred Incentive awards

Deferred awards and contingent payments were granted to certain IW&I employees under the Rathbones Integration Incentive Scheme. These payments require the recipients of the awards to remain in employment with the Group for the duration of the respective deferral periods, and therefore these amounts have not been included in the accounting for the acquisition under IFRS 3 Business Combinations. The cost for these equity-settled awards is being charged to profit or loss in line with IFRS 2 and spread over each respective vesting period. Details of the share awards are as follows:

	Gross amount £m	Grant date	Grant date fair value £m	Final vesting date
Rathbones Integration Incentive Scheme	39.4	6 October 2023	31.2	22 September 2027

The Rathbone Integration Incentive Scheme award of £39.4 million is payable in shares, and will vest in three equal tranches annually on the second, third and fourth anniversaries of the acquisition completion date, subject to conditions relating to the client migration process. Vesting of the final one-third of the shares on the fourth anniversary of the date of grant will be subject to satisfactory engagement in the client migration process. The gross amount of £39.4 million represents management's best estimate of the extent to which these conditions will be met. The fair value at the date of grant was determined with reference to the share price at the date of grant less the value of expected dividends receivable over the period up to vesting, as no dividends will be receivable during the vesting period. There are no market-related performance conditions attached to these awards.

A Business Enablement award of £6.9 million was also granted during the acquisition year which was payable in cash to different groups of employees in key business enablement functions. The final tranche of the award fully vested during the year on 31 March 2025. There is no longer a liability for this award at the balance sheet date as this has been settled during the year.

In the prior year, two additional awards were granted to certain employees of Rathbones Group Plc, conditional upon the delivery of the integration plan for Rathbones clients. One of the awards vested during the year, while the other is payable in cash in 2027. Both awards have been recognised in accordance with IAS 19.

The charge in the income statement for IW&I specific incentive awards is as follows:

	2025 £m	2024 £m
Incentivisation awards	14.6	15.9

Costs relating to the acquisition of Saunderson House

No costs have been incurred by the Group during the year in relation to the acquisition of Saunderson House Group. The classification within the income statement of amounts incurred in the prior year is as follows:

	Note	2025 £m	2024 £m
Acquisition costs:			
Staff costs	2	–	3.3
Integration costs:			
Other Integration Costs		–	4.6
Acquisition-related and Integration costs		–	7.9

Integration costs of £nil (2024: £4.6 million) have not been allocated to a specific operating segment (note 3).

Staff costs of £nil (2024: £3.3 million) relate to deferred remuneration.



Notes to the Consolidated Statements

9 Staff costs

	Note	2025 £m	2024 £m
Wages and salaries		364.9	366.8
Social security costs		55.0	49.5
Acquisition-related equity-settled share-based payments	<u>8</u>	8.0	12.8
Acquisition-related cash-settled staff costs	<u>8</u>	7.0	8.6
Other equity-settled share-based payments		19.5	16.4
Pension costs:	<u>28</u>		
– Defined benefit schemes		–	(0.4)
– Defined contribution schemes		30.7	32.3
		30.7	31.9
Total staff costs		485.1	486.0
Acquisition-related staff costs	<u>8</u>	(15.0)	(21.4)
Underlying staff costs	<u>3</u>	470.1	464.6

The monthly average number of employees on a full-time equivalent basis during the year was as follows:

	2025	2024
Wealth Management	2,261	2,231
Asset Management	68	58
Shared services	1,077	1,233
	3,406	3,522

The actual number of Group employees at 31 December 2025 was 3,251 (2024: 3,545).

10 Income tax expense

	Note	2025 £m	2024 £m
Current tax:			
– charge for the year		51.7	41.1
– adjustments in respect of prior years		(3.1)	(2.2)
Deferred tax:	<u>20</u>		
– credit for the year		(11.8)	(6.4)
– adjustments in respect of prior years		3.8	1.6
Taxation		40.6	34.1

The tax charge in the statement of comprehensive income is higher (2024: higher) than the charge calculated by applying the standard rate of corporation tax in the UK of 25.0% (2024: 25.0%) to the accounting profit.

The differences are explained below:

	2025 £m	2024 £m
Tax on profit from ordinary activities at the standard rate of 25% (2024: 25%)	38.3	24.9
Effects of:		
– disallowable expenses	3.2	7.1
– share-based payments	(0.7)	2.9
– effect of lower tax rates on overseas earnings	(0.9)	(0.8)
– adjustments in respect of prior year	0.7	(0.6)
– Tax impact on intra-group dividends	–	0.6
	40.6	34.1

On 11 July 2023, the government of the United Kingdom, where the parent company is incorporated, enacted the Pillar II income taxes legislation effective from 1 January 2024. Under the legislation, the parent company will be required to pay, in the United Kingdom, top-up tax on profits of its subsidiaries located in territories outside the United Kingdom that are taxed at an effective tax rate of less than 15%. We have undertaken a review of the regime and determined that the Group will not be in scope for Pillar II income tax reporting until the year ended 31 December 2026, we will continue to monitor the potential impact on the Group.



Notes to the Consolidated Statements

11 Dividends

	2025 £m	2024 £m
Amounts recognised as distributions to equity holders in the year:		
- final dividend for the year ended 31 December 2024 of 63.0p (2023: 24.0p) per share	65.8	25.2
- interim dividend for the year ended 31 December 2025 of 31.0p (2024: 30.0p) per share	32.6	31.7
Dividends paid in the year of 94.0p (2024: 54.0p) per share	98.4	56.9
Proposed final dividend for the year ended 31 December 2025 of 68.0p (2024: 63.0p) per share	70.1	65.2

An interim dividend of 31.0p per share was paid on 1 October 2025 to shareholders on the register at the close of business on 5 September 2025 (2024: 30.0p).

A final dividend declared of 68.0p per share (2024: 63.0p) is payable on 13 May 2026 to shareholders on the register at the close of business on 17 April 2026. The final dividend is subject to approval by shareholders at the Annual General Meeting on 7 May 2026 and has not been included as a liability in these financial statements.

12 Earnings per share

Earnings used to calculate earnings per share on the bases reported in these financial statements were:

Note	2025			2024		
	Pre-tax £m	Taxation £m	Post-tax £m	Pre-tax £m	Taxation £m	Post-tax £m
Underlying profit attributable to shareholders of the Company	238.1	(60.7)	177.4	227.6	(59.9)	167.7
Charges in relation to client relationships and goodwill	21 (45.3)	10.1	(35.2)	(44.6)	10.2	(34.4)
Acquisition-related costs	8 (39.9)	10.0	(29.9)	(83.4)	15.6	(67.8)
Profit attributable to shareholders of the Company	152.9	(40.6)	112.3	99.6	(34.1)	65.5

Basic earnings per share has been calculated by dividing profit attributable to shareholders by the weighted average number of shares in issue throughout the year, excluding own shares, of 104,078,246 (2024: 103,729,536). This includes 17,481,868 convertible non-voting shares issued as consideration for the IW&I transaction.

Diluted earnings per share is the basic earnings per share, adjusted for the effect of contingently issuable shares and outstanding employee share options.

	2025	2024
Weighted average number of ordinary shares in issue during the year – basic	104,078,246	103,729,536
Dilutive effect of share options and awards	3,243,302	4,481,773
Weighted average number of diluted ordinary shares outstanding	107,321,548	108,211,309

	2025	2024
Earnings per share for the year attributable to equity holders of the company:		
- basic	107.9p	63.0p
- diluted	104.7p	60.4p
Underlying earnings per share for the year attributable to equity holders of the company:		
- basic	170.5p	161.6p
- diluted	165.3p	154.9p

Underlying earnings per share is calculated in the same way as earnings per share, but by reference to underlying profit attributable to shareholders.



Notes to the Consolidated Statements

13 Cash and balances with central banks

	2025 £m	2024 £m
Balances with central banks	1,504.0	1,166.0
Less impairment loss allowance	–	–
	1,504.0	1,166.0
	2025 £m	2024 £m
Repayable:		
– on demand	1,504.0	1,166.0
Less impairment loss allowance	–	–
	1,504.0	1,166.0
Amounts include balances:		
– with variable interest rates	1,504.0	1,166.0
Less impairment loss allowance	–	–
	1,504.0	1,166.0

The increase in cash and balances with central banks compared with the prior year reflects the impact of the IW&I migration.

The Group's exposure to credit risk arising from cash and balances with central banks is described in note [32](#).

14 Loans and advances to banks

	2025 £m	2024 £m
Current accounts	218.3	247.5
Fixed term deposits/notice accounts	46.4	45.7
Less impairment loss allowance	–	–
	264.7	293.2
	2025 £m	2024 £m
Repayable:		
– on demand	218.3	247.5
– within 3 months or less excluding on demand	26.4	45.7
– within 1 year but over 3 months	20.0	–
	264.7	293.2
Amounts include loans and advances:		
– with variable interest rates	217.4	257.9
– with fixed interest rates	26.3	18.7
– which are non-interest-bearing	21.0	16.6
Less impairment loss allowance	–	–
	264.7	293.2

Loans and advances to banks included in cash and cash equivalents at 31 December 2025 were £264.7 million (note [36](#)) (2024: £293.2 million).

The Group's exposure to credit risk arising from loans and advances to banks is described in note [32](#).



Notes to the Consolidated Statements

15 Loans and advances to customers

	2025 £m	2024 £m
Overdrafts	18.1	15.9
Investment management loan book	146.8	76.0
Trust and financial planning debtors	2.4	2.5
Other debtors	1.3	1.9
Less impairment loss allowance	(0.1)	(0.2)
	168.5	96.1

The fair value of loans and advances to customers is not materially different to their carrying amount. Fair value has been calculated as the discounted amount of estimated future cash flows expected to be received using current market rates. Debtors arising from the trust and financial planning businesses are non-interest-bearing or subject to a fixed interest rate.

	2025 £m	2024 £m
Repayable:		
– on demand	21.0	18.5
– within 3 months or less excluding on demand	16.4	10.2
– within 1 year but over 3 months	59.0	31.8
– within 5 years but over 1 year	72.2	35.8
Less impairment loss allowance	(0.1)	(0.2)
	168.5	96.1
Amounts include loans and advances:		
– with variable interest rates	164.8	93.0
– which are non-interest-bearing	3.8	3.2
– with fixed interest rates	–	0.1
Less impairment loss allowance	(0.1)	(0.2)
	168.5	96.1

The Group's exposure to credit risk arising from loans and advances to customers is described in note 32.

16 Investment securities

Fair value through profit or loss

As at 31 December 2025, the Group held no investment securities measured at fair value through profit or loss (2024: nil).

Amortised cost

	2025 £m	2024 £m
Debt securities:		
– unlisted	1,864.3	1,278.3
Less impairment loss allowance	–	(0.1)
	1,864.3	1,278.2

Debt securities comprise certificates of deposit that are all due to mature within one year (2024: all within one year), and treasury bills that are due to mature within one year (2024: all within one year). All the debt securities held by the Group have a fixed interest rate (2024: all fixed interest rate).

The fair value of debt securities is disclosed in note 32.

The change in the Group's holdings of investment securities in the year is summarised below.

	Fair value through profit or loss £m	Amortised cost £m	Total £m
At 1 January 2024	1.2	1,294.6	1,295.8
Additions	–	2,028.0	2,028.0
Disposals (sales and redemptions)	(1.2)	(2,045.4)	(2,046.6)
Foreign exchange movements	–	1.0	1.0
At 1 January 2025	–	1,278.2	1,278.2
Additions	–	2,689.2	2,689.2
Disposals (sales and redemptions)	–	(2,100.1)	(2,100.1)
Foreign exchange movements	–	(3.0)	(3.0)
31 December 2025	–	1,864.3	1,864.3

Included within fair value through profit or loss are disposals of £nil million (2024: £1.2 million) of financial instruments that are not classified as cash and cash equivalents.



Notes to the Consolidated Statements

17 Accrued income, prepayments and other assets

	2025 £m	2024 £m
Work in progress	4.9	4.4
Prepayments	9.3	17.3
Other Assets	19.6	63.1
Accrued income	213.8	158.0
	247.6	242.8

Other assets include temporary client receivables, which are subject to daily movements as a result of outstanding client transactions.

Work in progress reflects time and materials charged at year end but not invoiced to clients.

Accrued income reflects investment management fees receivable, which are billed on a quarterly basis in arrears.

18 Property, plant and equipment

	Short term leasehold improvements £m	Plant and equipment £m	Total £m
Cost			
At 1 January 2024	27.8	35.5	63.3
Additions	43.8	3.1	46.9
Disposals	(0.6)	(3.9)	(4.5)
At 1 January 2025	71.0	34.7	105.7
Additions	1.5	3.3	4.8
Disposals	–	(1.2)	(1.2)
At 31 December 2025	72.5	36.8	109.3
Depreciation			
At 1 January 2024	19.3	27.9	47.2
Charge for the year	6.5	3.2	9.7
Disposals	(0.6)	(3.8)	(4.4)
At 1 January 2025	25.2	27.3	52.5
Charge for the year	5.5	3.1	8.6
Other movements	(0.1)	–	(0.1)
Disposals	–	(1.2)	(1.2)
At 31 December 2025	30.6	29.2	59.8
Carrying amount at 31 December 2025	41.9	7.6	49.5
Carrying amount at 31 December 2024	45.8	7.4	53.2
Carrying amount at 1 January 2024	8.5	7.6	16.1



Notes to the Consolidated Statements

19 Right-of-use assets

	Property £m	Motor vehicles and equipment £m	Total £m
Cost			
At 1 January 2024	90.1	0.3	90.4
Additions	22.1	–	22.1
Disposals	(42.8)	–	(42.8)
Other movements	(0.8)	–	(0.8)
At 1 January 2025	68.6	0.3	68.9
Additions	3.3	–	3.3
Disposals	(3.0)	(0.3)	(3.3)
Other movements	36.1	–	36.1
At 31 December 2025	105.0	–	105.0
Depreciation and impairment			
At 1 January 2024	25.7	0.2	25.9
Charge for the year	18.8	–	18.8
Disposals	(18.1)	–	(18.1)
Other movements	–	–	–
At 1 January 2025	26.4	0.2	26.6
Charge for the year	9.0	0.1	9.1
Disposals	(2.6)	(0.3)	(2.9)
Other movements	0.1	–	0.1
At 31 December 2025	32.9	–	32.9
Carrying amount at 31 December 2025	72.1	–	72.1
Carrying amount at 31 December 2024	42.2	0.1	42.3
Carrying amount at 1 January 2024	64.4	0.1	64.5

During the year, the Group entered into a revised lease agreement for the 30 Gresham Street office, under which the tenancy was transferred from IW&I to the Company. The revised lease agreement resulted in a £36.1 million lease modification being recognised in the Group as the tenancy of the lease was extended.

For further information on the corresponding lease liability and cash flow movements please see notes 26 and 36.



Notes to the Consolidated Statements

20 Net deferred tax (liability)/asset

Deferred income taxes are calculated on all temporary differences under the liability method using the tax rate expected to apply when the relevant temporary differences are forecast to unwind.

The movement on the deferred tax account is as follows:

	Deferred capital allowances £m	Pensions £m	Share-based payments £m	Staff-related costs £m	Other £m	Intangible assets £m	Total £m
As at 1 January 2025	(0.2)	(0.1)	7.2	19.1	–	(104.0)	(78.0)
Recognised in profit or loss	(0.8)	–	(0.3)	0.5	(0.4)	9.0	8.0
Recognised in other comprehensive income	–	–	–	–	–	–	–
Recognised in equity	–	–	2.3	–	–	–	2.3
Transfer relating to business combinations	–	–	5.0	(5.0)	–	–	–
As at 31 December 2025	(1.0)	(0.1)	14.2	14.6	(0.4)	(95.0)	(67.7)
Deferred tax assets	–	–	14.2	14.6	–	–	28.8
Deferred tax liabilities	(1.0)	(0.1)	–	–	(0.4)	(95.0)	(96.5)
As at 31 December 2025	(1.0)	(0.1)	14.2	14.6	(0.4)	(95.0)	(67.7)

	Deferred capital allowances £m	Pensions £m	Share-based payments £m	Staff-related costs £m	Fair value through profit or loss £m	Intangible assets £m	Total £m
As at 1 January 2024	7.5	(1.8)	8.7	13.4	(0.3)	(113.5)	(86.0)
Recognised in profit or loss	(7.7)	(1.0)	(1.0)	5.3	0.3	8.9	4.8
Recognised in other comprehensive income	–	2.7	–	–	–	–	2.7
Recognised in equity	–	–	(0.5)	0.4	–	0.6	0.5
As at 31 December 2024	(0.2)	(0.1)	7.2	19.1	–	(104.0)	(78.0)
Deferred tax assets	–	–	7.2	19.1	–	–	26.3
Deferred tax liabilities	(0.2)	(0.1)	–	–	–	(104.0)	(104.3)
As at 31 December 2024	(0.2)	(0.1)	7.2	19.1	–	(104.0)	(78.0)



Notes to the Consolidated Statements

21 Intangible assets

	2025 £m	2024 £m
Goodwill	504.9	504.9
Other intangible assets	442.1	477.8
	947.0	982.7

Goodwill

Goodwill acquired in a business combination is allocated, at acquisition, to the cash-generating units (CGUs) that are expected to benefit from that business combination.

The carrying amount of goodwill has been allocated as follows:

	Wealth Management £m	Asset Management £m	Total £m
Cost			
At 1 January 2024	507.8	1.9	509.7
Other movements	(2.9)	–	(2.9)
At 1 January 2025	504.9	1.9	506.8
Other movements	–	–	–
At 31 December 2025	504.9	1.9	506.8
Impairment			
At 1 January 2024	–	1.9	1.9
Charge for the year	–	–	–
At 1 January 2025	–	1.9	1.9
Charge for the year	–	–	–
At 31 December 2025	–	1.9	1.9
Carrying amount at 31 December 2025	504.9	–	504.9
Carrying amount at 31 December 2024	504.9	–	504.9
Carrying amount at 1 January 2024	507.8	–	507.8

Impairment

The recoverable amounts of the CGUs to which goodwill is allocated are assessed using value-in-use calculations. The Group prepares cash flow forecasts derived from the most recent financial budgets approved by the Board, which cover the three year period from the end of the current financial year. This is extrapolated to five years based on recent historic annual revenue and cost growth for each CGU (see table below), adjusted for significant historic fluctuations in industry growth rates where relevant, as well as the Group's expectation of future growth.

A five-year extrapolation period is chosen as this aligns with the period covered by the Group's Internal Capital Adequacy Assessment Process (ICAAP) modelling. A terminal growth rate is applied to year five cash flows, which takes into account the net growth forecasts over the extrapolation period and the long-term economic growth rate. The Group estimates discount rates using pre-tax rates that reflect current market assessments of the time value of money and the risks specific to each CGU.

The pre-tax rate used to discount the forecast cash flows for each CGU is shown in the table below; these are based on a risk-adjusted weighted average cost of capital. The Group judges that these discount rates appropriately reflect the markets in which each CGU operates.

There was no impairment to the goodwill allocated to the Wealth Management CGU during the period. The Group has considered any reasonably foreseeable changes to the assumptions used in the value-in-use calculation and the level of risk associated with those cash flows. Based on this assessment, no such change would result in an impairment of goodwill.

At 31 December	Wealth Management	
	2025	2024
Discount rate	15.9%	16.1%
Terminal growth rate	1.4%	1.5%

The terminal growth rate of 1.4% is aligned with current expectations of long-term UK economic growth. The increase in the average annual revenue growth rate since the prior year primarily reflects forecast growth in funds under management. The decrease in the average annual cost growth rate reflects ongoing realisation of synergies from the integration of IW&I into the Group's Wealth Management operating segment.



Notes to the Consolidated Statements

21 Intangible assets continued

Other intangible assets

	Client relationships £m	Software development costs £m	Purchased software £m	Total £m
Cost				
At 1 January 2024	651.0	16.2	59.1	726.3
Internally developed in the year	–	1.0	–	1.0
Acquired through business combinations	(1.2)	–	–	(1.2)
Purchased in the year	11.6	–	0.8	12.4
Disposals	(2.4)	–	(5.5)	(7.9)
At 1 January 2025	659.0	17.2	54.4	730.6
Purchased in the year	13.6	–	0.3	13.9
Disposals	(3.8)	–	–	(3.8)
At 31 December 2025	668.8	17.2	54.7	740.7
Amortisation and impairment				
At 1 January 2024	148.3	11.8	48.7	208.8
Amortisation charge	44.6	2.2	5.1	51.9
Disposals	(2.4)	–	(5.5)	(7.9)
At 1 January 2025	190.5	14.0	48.3	252.8
Amortisation charge	45.3	1.6	2.8	49.7
Disposals	(3.9)	–	–	(3.9)
At 31 December 2025	231.9	15.6	51.1	298.6
Carrying amount at 31 December 2025	436.9	1.6	3.6	442.1
Carrying amount at 31 December 2024	468.5	3.2	6.1	477.8
Carrying amount at 1 January 2024	502.7	4.4	10.4	517.5

Purchases of client relationships of £13.6 million (2024: £11.6 million) in the year relate to payments made to investment managers and third parties in respect of the costs to acquire investment management contracts.

22 Deposits by banks

Deposits by banks at 31 December 2025 comprise a temporary overnight cash book balance of £8.4 million (2024: £3.8 million). This balance is covered by physical cash balances shown in Loans and advances to banks (note 14). The Group does not rely on the firm's overdraft facilities in the management of its working capital.

The fair value of deposits by banks was not materially different to their carrying value. Fair value has been calculated as the discounted amount of estimated future cash flows expected to be paid using current market rates.

23 Due to customers

	2025 £m	2024 £m
Repayable:		
– on demand	2,799.6	1,810.5
– within 3 months or less excluding on demand	456.8	492.3
– within 1 year or less but over 3 months	28.0	49.3
	3,284.4	2,352.1
Amounts include balances:		
– with variable interest rates	2,774.5	1,793.8
– with fixed interest rates	450.2	523.1
– which are non-interest-bearing	59.7	35.2
	3,284.4	2,352.1

The fair value of amounts due to customers was not materially different from their carrying value. The estimated fair value of deposits with no stated maturity, which include non-interest-bearing deposits, is the amount at which deposits could be transferred to a third party at the measurement date. The estimated fair value of fixed-interest-bearing deposits is based on discounted cash flows using interest rates for new debts with similar remaining maturity.

The increase in due to customers compared with the prior year reflects the impact of the IW&I migration.



Notes to the Consolidated Statements

24 Accruals and other liabilities

	Note	2025 £m	2024 £m
Amounts due to associates	35	0.1	6.2
Trade creditors		3.1	6.2
Other creditors		30.9	22.1
Accruals		217.1	215.4
		251.2	249.9

Other creditors largely comprises VAT and other taxes (excluding corporation tax).

25 Provisions

	Deferred, variable costs to acquire investment management contracts £m	Deferred consideration in business combinations £m	Legal & compensation £m	Property- related £m	Onerous Contract £m	Total £m
At 1 January 2024	4.7	3.3	4.9	11.4	1.2	25.5
Charged to profit or loss	–	–	6.4	13.1	3.1	22.6
Unused amount credited to profit or loss	–	–	(2.6)	(4.9)	(0.2)	(7.7)
Net charge to profit or loss	–	–	3.8	8.2	2.9	14.9
Other movements	11.6	–	–	–	–	11.6
Utilised/paid during the year	(7.9)	(0.7)	(2.6)	(11.2)	(1.5)	(23.9)
At 1 January 2025	8.4	2.6	6.1	8.4	2.6	28.1
Charged to profit or loss	–	–	10.3	1.0	0.2	11.5
Unused amount credited to profit or loss	–	–	(1.6)	(0.5)	(0.2)	(2.3)
Net charge to profit or loss	–	–	8.7	0.5	–	9.2
Other movements	13.5	–	–	(1.8)	–	11.7
Utilised/paid during the year	(3.8)	(2.1)	(2.2)	(1.0)	(0.8)	(9.9)
At 31 December 2025	18.1	0.5	12.6	6.1	1.8	39.1
Payable within 1 year	0.9	0.5	12.6	0.6	1.8	16.4
Payable after 1 year	17.2	–	–	5.5	–	22.7
	18.1	0.5	12.6	6.1	1.8	39.1

Deferred, variable costs to acquire investment management contracts

Deferred consideration recognised represents an estimate of the amount ultimately payable on the investment management contracts. As the final amount payable is not determinable until the end of the contractual period with the relevant investment managers, the balance is classified as a provision rather than an accrual.

Other movements in provisions relate to deferred consideration associated with investment management contracts recognised during the year.

Legal & compensation

During the ordinary course of business the Group may, from time to time, determine that clients have suffered detriment as a result of past events or be subject to complaints or actual or potential legal proceedings (which may include lawsuits brought on behalf of clients or other third parties) both in the UK and overseas. Any such material matters are periodically reassessed, with the assistance of external professional advisers where appropriate, to determine the likelihood of the Group incurring a liability. In those instances where it is concluded that it is more likely than not that a payment will be made and the amount can be estimated reliably, a provision is established, representing the Group's best estimate of the amount required to settle the obligation at the relevant balance sheet date, taking into account any legal or professional advice that has been received and management's expectation of the most likely outcome. The timing of settlement of provisions for client compensation or litigation is dependent, in part, on the duration of negotiations with third parties and the time required to calculate the specific amounts due.

Property-related

Property-related provisions of £6.1 million relate to dilapidation obligations expected to arise in respect of leasehold premises held by the Group (2024: £8.4 million).

During the year, the Group entered into a reversionary lease for 30 Gresham Street, which led to a reassessment of the associated dilapidation provision. As a result, £1.8 million was released and recognised in the statement of comprehensive income and disclosed in note 43.

Onerous contract

The onerous contract provision of £1.8 million (2024: £2.6 million) relates to the estimated cost to exit contracts that are no longer required as a result of the combination of IW&I with Rathbones, where the term of the contract exceeds the period over which IW&I, or the wider Rathbones Group, is expected to derive benefit from that contract.

Amounts payable after one year

Property-related provisions of £5.5 million are expected to be settled within 13 years of the balance sheet date, which corresponds to the longest lease for which a dilapidations provision is being held. Remaining provisions payable after one year are expected to be settled within 11 years of the balance sheet date.



Notes to the Consolidated Statements

26 Lease liabilities

	2025 £m	2024 £m
Maturity analysis		
Less than one year	3.7	10.0
One to five years	18.3	25.8
More than five years	52.9	9.0
Lease liabilities at 31 December	74.9	44.8
Current	3.7	10.0
Non-current	71.2	34.8
	74.9	44.8

The increase for the year is attributable to the reversionary lease relating to 30 Gresham Street.

The total cash outflow for Group leases during the year was £9.9 million (2024: £23.8 million).

27 Subordinated loan notes

	2025 £m	2024 £m
Subordinated loan notes		
– face value	40.0	40.0
– carrying value	39.9	39.9

Rathbones Group Plc holds £39.9 million of Tier 2 subordinated notes with a contractual maturity of 10 years, issued in October 2021. The notes include a call option exercisable in October 2026 and annually thereafter. The Group has recognised these instruments on the basis that they will be redeemed at the first call date.

The Issuer requires the Group's subsidiaries to comply with all laws and governmental rules or regulations to which they are subject. Interest is payable at a fixed rate of 5.6% per annum until the first call option date in 2026, and at a fixed rate of 4.9% over Compounded Daily SONIA thereafter. An interest expense of £2.3 million (2024: £2.3 million) was recognised in the year.



Notes to the Consolidated Statements

28 Long-term employee benefits

Defined contribution pension scheme

The Group operates two defined contribution group personal pension scheme and contributes to various other personal pension arrangements for certain directors and employees. The total contributions made to these schemes during the year were £30.5 million (2024: £32.3 million). The Group also operates a defined contribution scheme for overseas employees, for which the total contributions were £0.2 million (2024: £0.1 million).

Defined benefit pension schemes

The Group operates two defined benefit pension schemes that operate within the UK legal and regulatory framework: the Rathbone 1987 Scheme and the Laurence Keen Retirement Benefit Scheme. The schemes' investments are managed on a discretionary basis, in accordance with the statements of investment principles agreed by the trustees. Scheme assets are held separately from those of the Group.

The trustees of the schemes are required to act in the best interest of the schemes' beneficiaries. The appointment of trustees is determined by the schemes' trust documentation and legislation. The Group has a policy that one third of all trustees should be nominated by members of the schemes.

The Laurence Keen Scheme was closed to new entrants and future accrual with effect from 30 September 1999. Past service benefits continue to be calculated by reference to final pensionable salaries. From 1 October 1999, all the active members of the Laurence Keen Scheme were included under the Rathbone 1987 Scheme for accrual of retirement benefits for further service. The Rathbone 1987 Scheme was closed to new entrants with effect from 31 March 2002 and to future accrual from 30 June 2017.

The schemes are valued by independent actuaries at least every three years using the projected unit credit method, which looks at the value of benefits accruing over the years following the valuation date based on projected salary to the date of termination of services, discounted to a present value using a rate that reflects the characteristics of the liability. The valuations are updated at each balance sheet date in between full valuations. The latest full actuarial valuations were carried out as at 31 December 2022.

In June 2023, the High Court handed down a judgement that casts doubt on the validity of previous pension scheme amendments made by schemes which were previously contracted out. This was in the Court Case of Virgin Media Limited vs NTL Pension Trustees II Limited, where it was determined that a Deed of Amendment was not valid because the accompanying written actuarial confirmation under Section 37 of the Pensions Act 1995 was not present. An appeal to the ruling in July 2024 upheld the original ruling. There remains a risk that the benefits of schemes affected by the ruling turn out to be incorrect. The Rathbone 1987 Scheme was never contracted out and so is not impacted by this ruling, however there could be a potential impact on the Laurence Keen Scheme if any amendments are found to be invalid. Based on initial advice and subsequent legislative developments, it is considered unlikely that the ruling will have a material impact. The matter will continue to be kept under review.

The assumptions used by the actuaries, to estimate the schemes' liabilities, are the best estimates chosen from a range of possible actuarial assumptions. Due to the timescale covered by the liability, these assumptions may not necessarily be borne out in practice.

The principal actuarial assumptions used, which reflect the different membership profiles of the schemes, were:

	Laurence Keen Scheme		Rathbone 1987 Scheme	
	2025 % (unless stated)	2024 % (unless stated)	2025 % (unless stated)	2024 % (unless stated)
Rate of increase of salaries	n/a	n/a	n/a	n/a
Rate of increase of pensions in payment	3.6	3.7	2.9	3.0
Rate of increase of deferred pensions	3.0	3.2	3.0	3.2
Discount rate	5.6	5.4	5.6	5.4
Inflation*	3.0	3.2	3.0	3.2
Percentage of members transferring out of the schemes per annum	–	–	–	–
Average age of members at date of transferring out (years)	n/a	n/a	n/a	n/a

• Inflation assumptions are based on the Retail Prices Index



Notes to the Consolidated Statements

28 Long-term employee benefits continued

Over the year, the financial assumptions have been amended to reflect changes in market conditions. Specifically:

1. the discount rate has increased by 0.15% to reflect an increase in the yields available on AA-rated Corporate Bonds
2. the assumed rate of future inflation has decreased by 0.2% and reflects expectations of long-term inflation as implied by changes in the Bank of England inflation yield curve
3. the assumed rates of future increases to pensions in payment, where linked to inflation, have decreased by 0.1% for both the Rathbone 1987 Scheme and the Laurence Keen Scheme.

Over the year the mortality assumptions have been updated. The standard mortality tables known as Series 4 tables (2024: Series 4) are used, with the 'Light' version of the tables used to reflect an expectation that members of the schemes will experience longer than average life expectancies. The CMI model used to project future improvements in mortality has been updated from the 2023 version to the 2024 version.

The proportion of members assumed to be married at retirement age is 80% (2024: 80%).

The assumed duration of the liabilities for the Laurence Keen Scheme is 12 years (2024: 12 years) and the assumed duration for the Rathbone 1987 Scheme is 15 years (2024: 15 years).

The normal retirement age for members of the Laurence Keen Scheme is 65 (60 for certain former directors). The normal retirement age for members of the Rathbone 1987 Scheme is 60 for service prior to 1 July 2009 and 65 thereafter, following the introduction of pension benefits based on Career-Average Revalued Earnings (CARE) from that date.

The assumed life expectancies on retirement were:

		2025		2024	
		Males	Females	Males	Females
Retiring today:	aged 60	27.7	29.3	27.4	29.2
	aged 65	23.0	24.4	22.7	24.2
Retiring in 20 years:	aged 60	29.5	31.1	29.2	31.0
	aged 65	24.4	26.1	24.2	25.9

The amount included in the balance sheet arising from the Group's assets in respect of the schemes is as follows:

	2025			2024		
	Laurence Keen Scheme £m	Rathbone 1987 Scheme £m	Total £m	Laurence Keen Scheme £m	Rathbone 1987 Scheme £m	Total £m
Present value of defined benefit obligations	(6.1)	(82.5)	(88.6)	(6.2)	(81.7)	(87.9)
Fair value of scheme assets	6.4	82.8	89.2	6.5	81.9	88.4
Net defined benefit asset	0.3	0.3	0.6	0.3	0.2	0.5

The amounts recognised in profit or loss, within operating expenses, are as follows:

	2025			2024		
	Laurence Keen Scheme £m	Rathbone 1987 Scheme £m	Total £m	Laurence Keen Scheme £m	Rathbone 1987 Scheme £m	Total £m
Interest expense	–	–	–	–	(0.4)	(0.4)
	–	–	–	–	(0.4)	(0.4)

Remeasurements of the net defined benefit asset have been reported in other comprehensive income.



Notes to the Consolidated Statements

28 Long-term employee benefits continued

Movements in the present value of defined benefit obligations were as follows:

	2025			2024		
	Laurence Keen Scheme £m	Rathbone 1987 Scheme £m	Total £m	Laurence Keen Scheme £m	Rathbone 1987 Scheme £m	Total £m
At 1 January	6.3	81.7	88.0	7.3	93.8	101.1
Interest cost	0.3	4.3	4.6	0.4	4.1	4.5
Actuarial experience gains/(losses)	-	0.8	0.8	-	(0.1)	(0.1)
Actuarial gains/(losses) arising from:						
– demographic assumptions	0.1	2.1	2.2	(0.1)	(0.4)	(0.5)
– financial assumptions	(0.2)	(3.5)	(3.7)	(0.8)	(12.8)	(13.6)
Past service cost	-	-	-	-	-	-
Benefits paid	(0.4)	(2.9)	(3.3)	(0.6)	(2.9)	(3.5)
At 31 December	6.1	82.5	88.6	6.2	81.7	87.9

Movements in the fair value of scheme assets were as follows:

	2025			2024		
	Laurence Keen Scheme £m	Rathbone 1987 Scheme £m	Total £m	Laurence Keen Scheme £m	Rathbone 1987 Scheme £m	Total £m
At 1 January	6.5	81.9	88.4	8.2	99.9	108.1
Remeasurement of net defined benefit asset/(liability)						
– interest income	0.3	4.4	4.7	0.4	4.4	4.8
– return on scheme assets (excluding amounts included in interest income)	-	(0.6)	(0.6)	(1.5)	(23.2)	(24.7)
Contributions from the sponsoring companies	-	-	-	-	3.7	3.7
Benefits paid	(0.4)	(2.9)	(3.3)	(0.6)	(2.9)	(3.5)
At 31 December	6.4	82.8	89.2	6.5	81.9	88.4

On 9 April 2024 both Schemes invested in a bulk annuity policy to match their liabilities as part of a 'buy-in' process. The Schemes' assets are therefore almost entirely invested in bulk policies, with some residual funds in the Schemes' bank accounts or cash deposits. In accordance with IAS 19, the fair value of the bulk annuity policies has been calculated to be equal to the value of the liabilities the policies cover. The actual return on scheme assets was a rise in value of £0.3 million (2024: fall of £1.2 million) for the Laurence Keen Scheme and a rise in value of £3.8 million (2024 fall of £18.7 million) for the Rathbones 1987 scheme.

Following the purchase of the bulk annuities which match the Schemes' liabilities, the risks relating to interest rates, inflation and mortality have been transferred to the insurer. The residual risks to the Group arising from both schemes are in respect of the following:

- counterparty default risk – risk of insurer default is considered low, with a number of protections in place against this.
- risk that there are changes to the premium – final premium payable to the insurer is subject to confirmation following a period of data cleanse, no significant adjustments expected.
- Regulatory risk - there is a risk that external events outside the control of the trustees and Company lead to unexpected liabilities, which are not covered by the bulk annuity policy.
- Policy risk - whilst considerable effort was made to ensure that the bulk annuity policies cover all liabilities of the Schemes, there is the potential for some unintentional mismatches to arise where there has been a misinterpretation of the Schemes' rules or incorrect data provided to the insurer.

The analysis of the scheme assets, measured at bid prices, at the balance sheet date was as follows:

	2025	2024	2025	2024
	Fair value £m	Fair value £m	Current allocation %	Current allocation %
Laurence Keen Scheme				
Liability-driven investments	-	-	-	-
Cash	0.3	0.4	5	5
Annuities	6.1	6.1	95	95
At 31 December	6.4	6.5	100	100



Notes to the Consolidated Statements

28 Long-term employee benefits continued

	2025 Fair value £m	2024 Fair value £m	2025 Current allocation %	2024 Current allocation %
Rathbone 1987 Scheme				
Liability-driven investments	–	–	–	–
Cash	0.3	0.2	–	–
Annuities	82.5	81.7	100	100
At 31 December	82.8	81.9	100	100

The key assumptions affecting the results of the valuation are the discount rate, future inflation, mortality. In order to demonstrate the sensitivity of the results to these assumptions, the actuary has recalculated the defined benefit obligations for each scheme by varying each of these assumptions in isolation whilst leaving the other assumptions unchanged. Changes to these assumptions of a different, but similar, magnitude would result in a broadly proportional change in these figures. Where the changes to these assumptions are more significant the impact will be more significant, but potentially not proportional. These events within the sensitivity analysis are unlikely to occur in isolation. For example, in order to demonstrate the sensitivity of the results to the discount rate, the actuary has recalculated the defined benefit obligations for each scheme using a discount rate that is 0.5% higher than that used for calculating the disclosed figures. A similar approach has been taken to demonstrate the sensitivity of the results to the other key assumptions. A summary of the sensitivities in respect of the total of the two schemes' defined benefit obligations is set out below.

	Combined impact on schemes' liabilities	
	(Decrease)/ increase £m	(Decrease)/ increase %
0.5% increase in:		
– discount rate	(6.7)	(7.6)
0.5% increase in:		
– rate of inflation	4.0	4.5
1-year increase to:		
– longevity at 60	3.8	4.3

No contributions were made by the Group to the 1987 Scheme during the year (2024: £3.7 million).

There have been no contributions (2024: £nil) made by the Group to the Laurence Keen Scheme during the year.

Per IAS 19, companies are required to limit the value of any defined benefit asset to the lower of the surplus in the plan and the defined benefit asset ceiling, where the asset ceiling is the present value of economic benefits available in the form of refunds from the plan or reductions in future contributions to the plan. The company expects to access any surplus assets remaining in the plan once all members have left after gradual settlement of the liabilities. Therefore, the net asset is deemed to be recoverable and the effect of the asset ceiling is £nil.



Notes to the Consolidated Statements

29 Share capital, share premium and merger reserve

The following movements in share capital occurred during the year:

	Share Capital – Voting shares	Convertible Share Capital – Non-voting shares	Exercise/ issue price Pence	Share capital £m	Share premium £m	Merger reserve £m	Total £m
At 1 January 2024	90,584,129	17,481,868	–	5.4	312.3	824.4	1,142.1
Shares issued:							
– to Share Incentive Plan	317,313	–	1,556.0 - 1,884.0	–	5.4	–	5.4
– to Save As You Earn scheme	6,178	–	1,365.0 - 1,394.0	–	0.1	–	0.1
– to Employee Benefit Trust	1,017,900	–	5.00	0.1	–	–	0.1
At 1 January 2025	91,925,520	17,481,868	–	5.5	317.8	824.4	1,147.7
Cancellation of Share Premium	–	–	–	–	(317.8)	–	(317.8)
Share buyback	(1,988,322)	–	1,737.9 - 1,938.7	(0.1)	–	–	(0.1)
Shares issued:							
– to Share Incentive Plan	403,484	–	1,562.0 - 1,920.0	–	6.9	–	6.9
– to Save As You Earn scheme	4,025	–	1,394.00	–	–	–	–
– to Employee Benefit Trust	938,700	–	5.00	–	–	–	–
At 31 December 2025	91,283,407	17,481,868	–	5.4	6.9	824.4	836.7

The total number of issued and fully paid up ordinary shares at 31 December 2025 was 108,765,275 (2024: 109,407,388) with a par value of 5p per share.

The holders of ordinary shares are entitled to receive dividends as declared from time to time, and are entitled to one vote per share at meetings of the company. The ordinary shareholders are entitled to any residual assets on the winding up of the company.

The convertible non-voting shares rank pari passu with the ordinary shares, except that they do not carry voting rights. Both the ordinary shares and convertible non-voting shares qualify as common equity Tier 1 capital.

Following Court approval, on 11 June 2025, £317,824,953 of the company's share premium account was cancelled and converted to distributable retained earnings to allow for more efficient management of shareholders' capital. The cancellation had no net impact on the Company's total equity.

On 29 July 2025, the Rathbones Group Plc board authorised a share buyback programme of the Company's own shares to a total value of £50 million. Following this, the Group purchased and cancelled 1,988,322 of ordinary shares in the second half of 2025. The shares were acquired at an average price of £18.25 per share, with prices ranging from £17.38 to £19.39. The nominal value of the ordinary shares repurchased, amounting to £99,416 at 5p per share, was deducted from share capital, with the remaining consideration of £36.1 million deducted from retained earnings.



Notes to the Consolidated Statements

30 Own shares

The following movements in own shares occurred during the year:

	Number of Shares	£m
At 1 January 2024	4,443,517	55.6
Additions in the year	2,286,618	22.0
Released on vesting	(781,922)	(9.5)
At 1 January 2025	5,948,213	68.1
Additions in the year	2,057,326	18.9
Released on vesting	(2,264,974)	(23.7)
At 31 December 2025	5,740,565	63.3

Own shares represent the cost of the company's own shares, either purchased in the market or issued by the company, that are held by the company or in an Employee Benefit Trust ('EBT') to satisfy future awards under the Group's share-based payment schemes (note 31). A total of 5,398,867 shares were held in the EBT at 31 December 2025 (2024: 4,950,545), and 341,698 of shares were held by the trustees of the Share Incentive Plan but were not unconditionally gifted to employees (2024: 997,668).

31 Share based payments

The Group recognised total charges of £27.5 million in relation to share-based payment transactions in 2025 (2024: £29.1 million) (see note 2). This includes acquisition-related share-based payments (see note below), and excludes social security costs of £5.4 million (2024: £1.9 million).

The impact on retained earnings of employee remuneration and share plans vesting in the year, where shares were not released from the Group employee benefit trust, was a debit of £2.0 million (2024: debit of £4.2 million).

Share Incentive Plan

The Group operates a Share Incentive Plan (SIP), which is available to all employees. Employees can contribute up to £150 per month to acquire partnership shares in Rathbones Group Plc, which are purchased or allotted in monthly accumulation periods. The Group currently matches employee contributions on a one-for-one basis to acquire matching shares.

From time to time the Group also provides free shares to eligible employees on a discretionary basis. The maximum allocation per employee is £3,600 per annum.

For UK employees, SIP dividends are reinvested and used to purchase dividend shares, whilst for Jersey employees dividends are paid in cash.

Fair value assumptions required by IFRS 2 are used to calculate the relevant fair values for this award. The assumptions have been set with reference to market conditions at the grant date. The fair value of free shares has been calculated as the value of an option with a zero exercise price and exercise date 15 months from the date of grant. Once free share awards are allocated, they accrue dividends, which become payable once the awards vest. The dividend yield has been calculated based on the share price at grant and 12 months' historical dividends at each grant date.

As at 31 December 2025, the trustees of the SIP held 1,816,637 (2024: 1,842,374) ordinary shares of 5p each in Rathbones Group Plc with a total market value of £35.1 million (2024: £30.6 million).

The Group recognised a charge of £2.3 million in relation to this scheme in 2025 (2024: £2.1 million).

Savings-related share option or Save As You Earn (SAYE) plan

Under the SAYE plan, employees can contribute up to £500 per month to acquire shares at the end of a three- or five-year savings period.

Options with an aggregate estimated fair value of £2.1 million, determined using a binomial valuation model including expected dividends, were granted on 8 April 2025 to directors and staff under the SAYE plan. The inputs into the binomial model for options granted during 2025, as at the date of issue, were as follows:

	2025	2024
Share price (pence)	1,618	1,503
Exercise price (pence)	1,295	1,203
Expected volatility	27.0%	28.0%
Risk-free rate	4.1%	4.1%
Expected dividend yield	5.4%	5.7%

The number of share options outstanding for the SAYE plan at the end of the year, the period in which they were granted and the dates on which they may be exercised are given below.



Notes to the Consolidated Statements

31 Share based payments continued

Year of grant	Exercise price Pence	Exercise price period	2025	2024
			Number of share options	Number of share options
2019	1,813.0	2022 and 2024	–	661
2020	1,085.0	2023 and 2025	2,764	488,682
2021	1,365.0	2024 and 2026	40,673	45,547
2022	1,394.0	2025 and 2027	45,161	221,437
2023	1,524.0	2026 and 2028	116,562	156,678
2024	1,203.0	2027 and 2029	1,041,986	1,220,843
2025	1,295.0	2028 and 2030	554,332	–
At 31 December			1,801,478	2,133,848

Movements in the number of share options outstanding for the SAYE plan were as follows:

	2025		2024	
	Number of share options	Weighted average exercise price Pence	Number of share options	Weighted average exercise price Pence
At 1 January	2,133,848	1,223.0	1,403,646	1,313.0
Granted in the year	602,465	1,295.0	1,257,914	1,203.0
Forfeited or cancelled in the year	(240,884)	1,268.0	(382,078)	1,450.0
Exercised in the year	(693,951)	1,173.0	(145,634)	1,325.0
At 31 December	1,801,478	1,260.0	2,133,848	1,223.0

The fair value assumptions for each SAYE award granted are set with reference to market conditions at the grant date. Factors affecting the fair value of the award are the volatility of the share return, dividend policy, expected leaving service rates and early exercise.

In setting the assumption for future share return volatility, historical volatility is calculated, using the Group's historical share price and calculating the return on a weekly basis. The historical annualised volatility of the Group's share return is then measured over rolling one, three and five periods. The most appropriate historical volatility measure, based on weekly share price data, is then used for the purposes of setting the volatility assumption for both awards. Consistent with previous practice, a 5-year historical volatility measure was used, creating a volatility assumption of 27% per annum (2024: 28% per annum).

The weighted average share price at the dates of exercise for share options exercised during the year was £11.70 (2024: £13.25). The options outstanding at 31 December 2025 had a weighted average contractual life of 2.8 years (2024: 2.6 years) and a weighted average exercise price of £12.60 (2024: £12.23).

The Group recognised a charge of £2.1 million in relation to this scheme in 2025 (2024: £3.0 million).

Executive Incentive Plan

Under the remuneration policy, 40% of the total award will be given in cash with the remaining 60% of the award granted in shares. The Group treats the cash element of the award as an employee benefit under IAS 19 and the share element of the award as an equity-settled share-based payment under IFRS 2. The fair value has been determined with reference to the share price at grant.

In 2021 this award was replaced with the Executive Share Performance Plan.

The Group recognised a charge of £0.1 million in relation to the equity-settled share-based payment element of this scheme in 2025 (2024: £0.2 million).

The number of outstanding options left to vest for the EIP scheme as at 31 December 2025 is 35,102 (2024: 104,707).

Executive Share Performance Plan

The scheme was launched in 2021 to replace the Executive Incentive Plan. Details of the general terms of this plan are set out in the remuneration committee report on [page 101](#).

Under the remuneration policy, 50% of the annual bonus award is paid in cash and 50% is deferred in shares, although this split can be altered subject to Remuneration Committee approval. An annual restricted stock plan award is also granted under the scheme, and payment is deferred in shares. In 2024, the annual restricted stock plan was replaced with the annual performance share plan (PSP), with payment deferred in shares, please see the remuneration committee report on [page 101](#) for further details.

The Group treats the cash element of the award as an employee benefit under IAS 19 and the share element of the awards as equity-settled share-based payments under IFRS 2. The fair value has been determined with reference to the share price at grant.

The Group recognised a charge of £4.8 million in relation to the equity-settled share-based payment element of this scheme in 2025 (2024: £3.2 million).

The number of outstanding options left to vest for the ESPP scheme as at 31 December 2025 is 1,269,574 (2024: 819,049).



Notes to the Consolidated Statements

31 Share based payments continued

Staff Equity Plan

The Key Employee Equity Plan (KEEP) was launched in 2022 for individuals within Rathbones Investment Management and Rathbones Investment Management International, as well as employees within the Group's support functions.

Under the scheme, participants were granted awards under the plan in the form of an option with an exercise price of £nil. The option awards are subject to certain service and performance conditions. There are no market-related performance conditions attached to these awards.

The awards will vest and become exercisable on the fifth anniversary of the grant date for the front office employees, and on the third anniversary of the grant date for employees in support functions. The fair value has been determined with reference to the share price at grant. There are no market-related performance conditions attached to this award.

The Group recognised a charge of £5.9 million for the KEEP awards during the year (2024: £4.6 million).

The number of outstanding options left to vest for the KEEP scheme as at 31 December 2025 was 1,839,030 (2024: 1,522,182).

Other schemes

The Group operates a number of other plans for rewarding employees. Participants are granted awards under these plans in the form of options, which vest automatically on an anniversary of the grant date (generally between one and five years). As the intention is to settle the options in such plans in shares, the awards are treated as equity-settled share-based payments under IFRS 2.

The Group recognised a charge of £1.0 million for the Rathbones Exceptional Performance Plan (REPP) scheme in 2025 (2024: £0.7 million). The number of outstanding options left to vest for the REPP scheme as at 31 December 2025 was 192,916 (2024: 148,567).

The Group recognised a charge of £3.0 million for the Rathbone Enhanced Profit Share Plan (EPSP) scheme in 2025 (2024: £2.5 million). The number of outstanding options left to vest for the EPSP scheme as at 31 December 2025 was 677,793 (2024: 577,783).

Acquisition-related share-based payments

Details of the general terms of share-based payments associated with the acquisition of Saunderson House and IW&I are set out in note 8.

The Group recognised a charge of £8.2 million for the Rathbones Integration Incentive Scheme (IW&I) (RIIS) in 2025 (2024: £9.3 million). The number of outstanding options left to vest for the RIIS scheme as at 31 December 2025 was 1,229,746 (2024: 1,919,502).

The Group recognised a charge of £nil for the Saunderson House Limited Remuneration Incentive Scheme in 2025 (2024: £3.1 million).

32 Financial risk management

The Group has identified the financial, business and operational risks arising from its activities and has established policies and procedures to manage these items in accordance with its risk appetite, as described in the Group Risk Committee report on [pages 95 to 96](#).

The Group categorises its financial risks into the following primary areas:

- (i) credit risk (which includes counterparty default risk)
- (ii) liquidity risk
- (iii) market risk (which includes fair value interest rate risk, cash flow interest rate risk, foreign exchange risk and price risk)
- (iv) pension risk.

The Group's exposures to pension risk are set out in [note 28](#).

The Group's financial risk management policies are designed to identify and analyse the financial risks that the Group faces, to set appropriate risk tolerances, limits and controls, and to monitor the financial risks and adherence to limits by means of reliable and up-to-date information systems. The Group regularly reviews its financial risk management policies and systems to reflect changes in the business, counterparties, markets and the range of financial instruments that it utilises.

The treasury department, reporting through the banking committee, has principal responsibility for monitoring exposure to credit risk, liquidity risk and market risk. Procedures and delegated authorities are documented in a Group treasury manual and policy documents prescribe the management and monitoring of each type of risk. The primary objective of the Group's treasury policy is to manage short-term liquidity requirements whilst maintaining an appropriate level of exposure to other financial risks in accordance with the Group's risk appetite.

(i) Credit risk

The Group takes on exposure to credit risk, which is the risk that a counterparty will be unable to pay amounts in full when due, through its banking, treasury, trust and financial planning activities. The principal source of credit risk arises from holding interest-bearing securities. The Group also has exposure to credit risk through its client loan book.

It is the Group's policy to place funds generated internally and from deposits by clients with a range of high-quality, investment grade financial institutions and the Bank of England. Investments with financial institutions are spread to avoid excessive exposure to any individual counterparty. Loans made to clients are secured against clients' assets that are held and managed by Group companies.

Exposure to credit risk is managed through setting appropriate ratings requirements and lending limits. Limits are reviewed regularly, taking into account the ability of borrowers and potential borrowers to meet repayment obligations.



Notes to the Consolidated Statements

32 Financial risk management continued

(i) Credit risk continued

The Group categorises its exposures based on the long-term ratings awarded to counterparties by Fitch, Moody's or S&P. Each exposure is assessed individually, both at inception and in ongoing monitoring. In addition to formal external ratings, the banking committee also utilises market intelligence information to assist with its ongoing monitoring. The Group's financial assets are categorised as follows:

Balances with central banks (note 13)

The Group has exposure to central banks through its deposits held with the Bank of England.

Loans and advances to banks (note 14) and debt and other securities (note 16)

The Group has exposures to a wide range of financial institutions through its treasury portfolio, which includes bank deposits, certificates of deposit and UK Government treasury bills. These exposures principally arise from the placement of clients' cash, where it is held under a banking relationship, and the Group's own reserves.

Balances with central banks, loans and advances to banks and debt and other securities (excluding equity securities) are collectively referred to as the Group's treasury book.

Treasury book	2025 £m	2024 £m
Balances with central banks	1,504.0	1,166.0
Loans and advances to banks – fixed deposits/notice accounts	46.4	45.7
Unlisted debt securities	1,864.3	1,278.2
Gross amount	3,414.7	2,489.9

The Group's policy requires that all such exposures are only taken with counterparties that have been awarded a minimum long-term rating of single A by Fitch or equivalent rating by Moody's or S&P. Counterparty limits are also in place to limit exposure to an individual counterparty or connected group of counterparties. Counterparty exposures are monitored on a daily basis by the treasury department and reviewed by the banking committee on a monthly basis, or more frequently when necessary. The banking committee may suspend dealing in a particular counterparty, or liquidate specific holdings, in the light of adverse market information.

Loans and advances to customers (note 15)

The Group provides loans to clients through its investment management operations ('the investment management loan book'). The Group is also exposed to credit risk on overdrafts on clients' investment management accounts, work in progress arising from the trust, tax and financial planning businesses ('trust and financial planning debtors') and other debtors.

(a) Overdrafts

Overdrafts on clients' investment management accounts arise from time to time due to short-term timing differences between the purchase and sale of assets on a client's behalf. Overdrafts are actively monitored and reported to the banking committee on a monthly basis. Credit exposure is considered limited, as the overdraft balances are collateralised by the related client accounts.

(b) Investment management loan book

Loans are provided as a service to investment management clients, who are generally asset-rich but have short- to medium-term cash requirements. Such loans are normally made on a fully secured basis against portfolios held in Rathbones' nominee name, and some loans may be partially secured by property. Extensions to the initial loan period may be granted subject to credit criteria, which may result in loan modifications. However, there were no material modifications or forbearance arrangements at the year end.

All lending exposures undergo an initial assessment of creditworthiness according to Rathbones' internal affordability model. On an ongoing basis, the assessment is repeated at least annually, or sooner in the event of a trigger, such as a decline in portfolio value due to withdrawal or market conditions, as this would highlight a potential deterioration in creditworthiness.

At 31 December 2025, the total lending exposure limit for the investment management loan book was £250.0 million (2024: £250.0 million), of which £145.1 million had been advanced (2024: £74.9 million) and a further £15.1 million had been committed (2024: £14.8 million).

(c) Trust and financial planning debtors

Trust and financial planning debtors relate to fees which have been invoiced but not yet settled by clients. The collection and ageing of trust and financial planning debtors are reviewed on a monthly basis by the management committees of the Group's trust and financial planning businesses.

(d) Other debtors

Other loans and advances to customers relate to management fees receivable. Credit exposure in respect of these balances is considered limited, as the amounts are short-term in nature and arise in the ordinary course of business.

Settlement balances

Settlement risk arises in any situation where a payment in cash or transfer of a security is made in the expectation of a corresponding delivery of a security or receipt of cash. The majority of transactions are carried out on a delivery versus payment basis, which results in securities and cash being exchanged within a very close timeframe. Settlement balances outside standard terms are monitored on a daily basis.

The Wealth Management and Asset Management segments have exposure to market counterparties in the settlement of trades. Settlement balances arising in the Investment Management segment are primarily in relation to client trades and risk of non-settlement is borne by clients.



Notes to the Consolidated Statements

32 Financial risk management continued

(i) Credit risk continued

Maximum exposure to credit risk

	2025 £m	2024 £m
Credit risk relating to on-balance-sheet exposures:		
Cash and balances with central banks	1,504.0	1,166.0
Settlement balances	89.5	128.3
Loans and advances to banks	264.7	293.2
Loans and advances to customers:		
– overdrafts	18.1	15.9
– investment management loan book	146.8	76.0
– trust and financial planning debtors	2.4	2.5
– other debtors	1.2	1.9
Investment securities:		
– unlisted debt securities	1,864.3	1,278.3
Other financial assets	226.7	211.9
Credit risk relating to off-balance-sheet exposures:		
Loan commitments	15.1	14.8
	4,132.8	3,188.8

The above table represents the Group's gross credit risk exposure at 31 December 2025 and 2024, without taking account of any associated collateral held or other credit enhancements. For on-balance-sheet assets, the exposures set out above are based on gross carrying amounts.

Of the total maximum exposure, 10.5% is derived from loans and advances to banks and customers (2024: 12.2%) and 45.1% represents investment securities (2024: 40.1%).

Impairment of financial instruments

The Group's accounting policy governing impairment of financial assets is given in note 1.12.

Impairment losses on financial assets recognised in profit or loss were as shown in the table below.

The main class of asset these impairment losses have arisen against is cash and balances held with central banks.

	2025 £m	2024 £m
Impairment losses/(reversals) arising from:		
– trust and financial planning debtors	0.1	–
	0.1	–

Expected Credit Loss (ECL) assessment

At each reporting date, for both the treasury book and investment management loan book, the Group assesses whether there has been a significant increase in credit risk of exposures since initial recognition, by comparing the change in the risk of a default occurring over the expected life of the instrument between the reporting date and the date of initial recognition. The following criteria are used to identify significant increases in credit risk and are monitored and reviewed periodically for appropriateness by the treasury team.

The Group's ECL model was calibrated during a time of benign inflation, and thus inflation was historically negatively correlated with the Probability of Default (PD). Given current inflation is supply-driven, a post-model adjustment was made to flatten the inflation forecast to remove the dampening effect on the PD.

Quantitative indicators

The lifetime probability of default at the reporting date is compared to the original lifetime probability of default at initial recognition and if the difference exceeds a predefined threshold (for the current analysis this threshold is set at 50% of the value at initial recognition) the exposure is moved to stage 2.

Probability of defaults used for identifying significant increases in credit risk for staging purposes are calculated using the same methodology and data used for estimating probability of defaults for the purpose of measuring expected credit losses.

The '30 days past due' backstop indicator has not been rebutted by the Group, albeit it is not a significant driver of stage movements as the opportunity for a counterparty to miss a payment is low due to the fact that over the life of exposure, any interest and/or principal is directly debited from the counterparty's investment balance and investment income, which is in turn held as collateral under the Group's custody.

Qualitative indicators

The Group periodically monitors its exposures and uses a set of defined criteria to flag any counterparties that may be experiencing financial difficulties. Such exposures are monitored by the treasury team, and those that are considered to have experienced a significant increase in credit risk are classified as 'stage 2', on which a lifetime ECL is recognised.



Notes to the Consolidated Statements

32 Financial risk management continued

(i) Credit risk continued

Materially all exposures in both the treasury book and investment management loan book follow a bullet repayment structure; therefore, the exposure at any point in time reflects the outstanding balance of the instrument at that point in time.

Definition of default

The Group considers an investment management loan book exposure to be in default when a client fails to respond to three sets of default notices (every 30 days for a period of 90 days). A treasury book exposure is deemed to be in default when a payment is past due by more than one working day (grace period).

Probability of default (PD)

The Group uses a lifetime PD for each exposure, which is the probability-weighted result of considering three economic scenarios: a base case, an upside scenario and a downside scenario. These scenarios include the forecast of the macroeconomic factors that have been identified as relevant to the Group's exposures, which are incorporated into the estimation of lifetime PDs.

The methodology for estimating lifetime PDs and adjustments for macroeconomic scenarios used for identifying significant increases in credit risk are as follows:

Treasury book assessment

The 12-month PD for each exposure is initially estimated as the historical 12-month PD sourced from Standard & Poor's, by credit rating and country of exposure. In order to estimate the PDs occurring over the lifetime of an underlying exposure, the Group applies its expectations of future progression in point in time ('PiT') default probabilities, which inherently revolve around expectations of future development of macroeconomic factors relevant to treasury assets, namely UK GDP, UK unemployment rates, UK inflation and UK interest rates.

Loss given default (LGD) for treasury book assets is dependent on the nature of the counterparty and the region in which the instrument was issued. For sovereign exposures, the Group applies a flat LGD rate, which is externally sourced from Moody's most recent sovereign default and recovery rates research statistics, by country of issuer. For unsecured corporate exposures, a time series of historical corporate recovery rates is sourced from Moody's annual publication on corporate defaults and recovery rates.

The following table presents an analysis of the credit quality of treasury book exposures at amortised cost and FVTPL. It indicates whether assets measured at amortised cost were subject to a 12-month ECL or lifetime ECL allowance and, in the latter case, whether they were credit-impaired:

	2025				2024			
	At amortised cost							
	Fair value through profit or loss £m	12-month ECL £m	Lifetime ECL – not credit-impaired £m	Lifetime ECL – credit-impaired £m	Fair value through profit or loss £m	12-month ECL £m	Lifetime ECL – not credit- impaired £m	Lifetime ECL – credit-impaired £m
AAA	-	-	-	-	-	-	-	-
AA+ to AA-	-	2,617.9	-	-	-	1,842.0	-	-
A+ to A	-	796.9	-	-	-	648.0	-	-
Gross carrying amounts	-	3,414.8	-	-	-	2,490.0	-	-
Loss allowance	-	(0.1)	-	-	-	(0.1)	-	-
Carrying amount	-	3,414.7	-	-	-	2,489.9	-	-
Cash and balances with central banks	-	1,504.0	-	-	-	1,166.0	-	-
Loans and advances to banks	-	46.4	-	-	-	45.7	-	-
Unlisted debt securities	-	1,864.3	-	-	-	1,278.2	-	-
Carrying amount	-	3,414.7	-	-	-	2,489.9	-	-



Notes to the Consolidated Statements

32 Financial risk management continued

(i) Credit risk continued

The movement in allowance for impairment for the treasury book during the year was as follows.

	12-month ECL £m	Lifetime ECL – not credit-impaired £m	Lifetime ECL – credit-impaired £m	Total ECL £m
Balance at 1 January 2025	0.1	–	–	0.1
Net remeasurement of loss allowance	–	–	–	–
Balance at 31 December 2025	0.1	–	–	0.1
Cash and balances with central banks	–	–	–	–
Loans and advances to banks	–	–	–	–
Unlisted debt securities	0.1	–	–	0.1
ECL provision	0.1	–	–	0.1

Investment management loan book assessment

Due to the lack of historical defaults within the investment management loan book, the model uses publicly available default data for UK secured lending as a starting point in order to obtain an initial estimate for PD. The 12-month PD is estimated as the historical long-term default rate on lending in the UK as sourced from the Council of Mortgage Lenders (CML).

In order to estimate the PDs occurring over the lifetime of an underlying exposure, the Group develops its expectations of future progression in PiT default probabilities, which inherently revolves around expectations of future development of macroeconomic factors relevant to the bank's lending portfolio, namely UK GDP (GDP) and UK unemployment rates (UR).

In order to develop and apply such forward-looking expectations, a historical relationship between PD, GDP and UR is estimated statistically through a multi-factor regression analysis of past movements between these variables. The relationship resulting from this analysis reflects the relative quantitative behaviour of the regressed macroeconomic factors against PD.

Using the calculated 12-month PiT PD as a starting point, conditional PDs for each future period within the period of exposure are estimated by applying the GDP and UR coefficients to the Group's forecasts of UK GDP and UK UR respectively, as sourced from International Monetary Fund (IMF) forecast data. This analysis forms the base case scenario for estimating lifetime PDs. The same methodology is applied for separate upside and downside scenarios as required by the standard.

The following table presents an analysis of the credit quality of investment management loan book exposures at amortised cost. It indicates whether assets measured at amortised cost were subject to a 12-month ECL or lifetime ECL allowance and, in the latter case, whether they were credit-impaired.

The categories below reflect the Group's internal affordability tests, which consider a range of factors for the client, including their portfolio value, Experian score, and the length of their relationship with the Group. 'High' is an indication the client poses a high risk in terms of being able to afford repayment of the loan facility. 'Medium' is an indication of a possibility the client may pose a risk in terms of being able to afford repayment of the loan facility. 'Low' is where the risk of a client not being able to repay the loan facility is considered reasonably low. 'Very low' is where the risk of a client not being able to repay the loan facility is considered extremely low.



Notes to the Consolidated Statements

32 Financial risk management continued

(i) Credit risk continued

	2025			2024		
	At amortised cost					
	12-month ECL £m	Lifetime ECL – not credit-impaired £m	Lifetime ECL – credit-impaired £m	12-month ECL £m	Lifetime ECL – not credit-impaired £m	Lifetime ECL – credit-impaired £m
Very low	29.6	–	–	24.5	–	–
Low	114.2	–	–	45.5	–	–
Medium	2.5	–	–	5.1	–	–
High	0.5	–	–	0.9	–	–
Gross carrying amounts	146.8	–	–	76.0	–	–
Loss allowance	–	–	–	–	–	–
Carrying amount	146.8	–	–	76.0	–	–

The movement in allowance for impairment of the investment management loan book during the year was as follows.

	12-month ECL £m	Lifetime ECL – not credit-impaired £m	Lifetime ECL – credit-impaired £m	Total ECL £m
Balance at 1 January 2025	–	–	–	–
Net remeasurement of loss allowance	–	–	–	–
Balance at 31 December 2025	–	–	–	–

Trust and financial planning debtors assessment

The Group uses a provision matrix to measure the ECLs of trust and financial planning debtors, which comprise a large number of small balances. For such debts, a normal settlement period of up to 30 days is expected.

The weighted average loss rates are calculated with reference to the historic credit losses as a proportion of the overall debtor balance within each ageing category at the time of default. The current period of assessment for the provision is five years.

The following table provides information about the exposure to credit risk and ECLs for trust and financial planning debtors as at 31 December 2025:

	2025 £m	2024 £m
Rathbones Trust Company	1.4	1.6
Rathbones Trust & Legal Services	0.3	0.2
Rathbone Financial Planning	0.7	0.7
Saunderson House	–	–
Gross carrying amounts	2.4	2.5
Loss allowance	(0.1)	(0.1)
Carrying amount	2.3	2.4

Rathbones Trust Company	Weighted average loss rate	Gross carrying amount £m	Loss allowance		Total £m
			Not credit-impaired £m	Credit-impaired £m	
<90 days overdue	0.4%	0.5	–	–	–
90-180 days overdue	1.7%	0.5	–	–	–
180-270 days overdue	2.9%	0.1	–	–	–
270-365 days overdue	5.5%	0.1	–	–	–
>365 days overdue	13.5%	0.2	(0.1)	–	(0.1)
		1.4	(0.1)	–	(0.1)

At the prior year end, £(0.1) million was recognised as an expected credit loss provision for Rathbones Trust Company.



Notes to the Consolidated Statements

32 Financial risk management continued

(i) Credit risk continued

Rathbones Trust & Legal Services	Weighted average loss rate	Gross carrying amount £m	Loss allowance		Total £m
			Not credit-impaired £m	Credit-impaired £m	
<90 days overdue	0.8%	0.3	–	–	–
90-180 days overdue	3.9%	–	–	–	–
180-270 days overdue	7.0%	–	–	–	–
270-365 days overdue	12.7%	–	–	–	–
>365 days overdue	11.9%	–	–	–	–
		0.3	–	–	–

At the prior year end, £nil was recognised as an expected credit loss provision for Rathbones Trust & Legal Services.

Rathbone Financial Planning	Weighted average loss rate	Gross carrying amount £m	Loss allowance		Total £m
			Not credit-impaired £m	Credit-impaired £m	
<90 days overdue	0.0%	0.3	–	–	–
90-180 days overdue	0.0%	0.2	–	–	–
180-270 days overdue	0.0%	0.1	–	–	–
270-365 days overdue	0.0%	–	–	–	–
>365 days overdue	0.0%	0.1	–	–	–
		0.7	–	–	–

At the prior year end £nil was recognised as an expected credit loss provision for Rathbone Financial Planning.

The movement in allowance for impairment in respect of trust and financial planning debtors during the year is set out below.

Movement in impairment provision during the year	Trust and financial planning debtors £m
At 1 January	0.1
Amounts written off	(0.1)
Change in credit risk	–
At 31 December 2025	–

Concentration of credit risk

The Group has counterparty credit risk within its financial assets in that exposure is to a number of similar credit institutions. The banking committee actively monitors counterparties and may reduce risk by either suspending dealing or liquidating investments in light of adverse market information, for example in anticipation of or in response to any formal Fitch or Moody's rating downgrade. This may happen in relation to specific banks or banks within a particular country or sector.



Notes to the Consolidated Statements

32 Financial risk management continued

(i) Credit risk continued

(a) Geographical sectors

The following table analyses the Group's credit exposures, at their carrying amounts, by geographical region as at the balance sheet date. In this analysis, exposures are categorised based on the country of domicile of the counterparty.

At 31 December 2025	United Kingdom £m	Eurozone £m	Rest of the World £m	Total £m
Cash and balances with central banks	1,504.0	–	–	1,504.0
Settlement balances	85.0	1.9	2.6	89.5
Loans and advances to banks	236.0	–	28.7	264.7
Loans and advances to customers:				
– overdrafts	17.1	0.1	0.9	18.1
– investment management loan book	126.3	0.5	20.0	146.8
– trust and financial planning debtors	2.4	–	–	2.4
– other debtors	1.2	–	–	1.2
Investment securities:				
– unlisted debt securities	467.6	532.5	864.2	1,864.3
Other financial assets	198.5	10.5	17.7	226.7
	2,638.1	545.5	934.1	4,117.7

At 31 December 2024	United Kingdom £m	Eurozone £m	Rest of the World £m	Total £m
Cash and balances with central banks	1,166.0	–	–	1,166.0
Settlement balances	115.1	5.6	7.6	128.3
Loans and advances to banks	271.2	7.2	14.8	293.2
Loans and advances to customers:				
– overdrafts	15.1	0.2	0.5	15.8
– investment management loan book	60.6	0.1	15.3	76.0
– trust and financial planning debtors	2.4	–	–	2.4
– other debtors	1.9	–	–	1.9
Investment securities:				
– unlisted debt securities and money market funds	293.0	484.7	500.5	1,278.2
Other financial assets	185.2	11.8	14.9	211.9
	2,110.5	509.6	553.6	3,173.7

At 31 December 2025, materially all eurozone exposures were to counterparties based in the Netherlands, Germany, France, Denmark and Finland (2024: Netherlands, France and Finland) and materially all rest of the world exposures were to counterparties based in Sweden, Norway, Canada, Japan, United States of America and Australia (2024: Denmark, Sweden, Norway, Canada, Japan, United States of America and Australia). At 31 December 2025, the Group had exposure to the UK government through the holding of treasury bills (2024: UK government through the holding of treasury bills).



Notes to the Consolidated Statements

32 Financial risk management continued

(i) Credit risk continued

(b) Industry sectors

The Group's credit exposures at the balance sheet date, analysed by the primary industry sectors in which our counterparties operate, were:

At 31 December 2025	Public sector £m	Financial institutions £m	Clients and other corporate £m	Total £m
Cash and balances with central banks	1,504.0	–	–	1,504.0
Settlement balances	–	89.5	–	89.5
Loans and advances to banks	–	264.7	–	264.7
Loans and advances to customers:	–	–	–	–
– overdrafts	–	–	18.1	18.1
– investment management loan book	–	–	146.8	146.8
– trust and financial planning debtors	–	–	2.4	2.4
– other debtors	–	–	1.2	1.2
Investment securities:	–	–	–	–
– unlisted debt securities	274.2	1,590.1	–	1,864.3
Other financial assets	2.4	35.3	189.0	226.7
	1,780.6	1,979.6	357.5	4,117.7

At 31 December 2024	Public sector £m	Financial institutions £m	Clients and other corporate £m	Total £m
Cash and balances with central banks	1,166.0	–	–	1,166.0
Settlement balances	–	90.5	37.8	128.3
Loans and advances to banks	–	293.2	–	293.2
Loans and advances to customers:	–	–	–	–
– overdrafts	–	–	15.8	15.8
– investment management loan book	–	–	76.0	76.0
– trust and financial planning debtors	–	–	2.4	2.4
– other debtors	–	–	1.9	1.9
Investment securities:	–	–	–	–
– unlisted debt securities and money market funds	53.2	1,225.0	–	1,278.2
Other financial assets	2.0	52.2	157.7	211.9
	1,221.2	1,660.9	291.6	3,173.7

(ii) Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset.

The primary objective of the Group's treasury policy is to manage short- to medium-term liquidity requirements. In addition to setting the treasury policy, Rathbones Investment Management (the Bank) performs an annual assessment of liquidity adequacy in accordance with the regulatory requirements of the Prudential Regulation Authority (PRA) (our Internal Liquidity Adequacy Assessment Process). The Bank faces two principal risks, namely that a significant proportion of client funds are withdrawn over a short period of time (retail funding risk) and the risk that marketable assets may not be capable of being realised in the time and at the value required (marketable assets risk).

Funding risks are monitored using expected cash and asset maturity profiles and regular forecasting work. This is supported by stress tests which cover firm-specific idiosyncratic scenarios and/or the effects of unforeseen market-wide stresses. Marketable assets risk is primarily managed by holding cash and marketable instruments which are realisable at short notice. The Group operates strict criteria to ensure that investments are liquid and placed with high-quality, investment grade counterparties. A minimum liquid assets buffer (to be held in eligible liquid assets) is set by the Board at least annually in conjunction with an amount prescribed by the PRA.



Notes to the Consolidated Statements

32 Financial risk management continued

(ii) Liquidity risk continued

Non-derivative cash flows

The table below presents the undiscounted cash flows receivable and payable by the Group under non-derivative financial assets and liabilities analysed by the remaining contractual maturities at the balance sheet date.

	Carrying value £m	On demand £m	Not more than 3 months £m	After 3 months but not more than 1 year £m	After 1 year but not more than 5 years £m	After 5 years £m	No fixed maturity date £m	Total £m
At 31 December 2025								
Cash and balances with central banks	1,504.0	1,504.0	2.4	–	–	–	–	1,506.4
Settlement balances	89.5	–	89.5	–	–	–	–	89.5
Loans and advances to banks	264.7	218.3	26.4	20.0	–	–	–	264.7
Loans and advances to customers	168.5	21.0	15.9	60.4	88.5	–	–	185.8
Debt securities	1,864.3	–	724.4	1,204.4	–	–	–	1,928.8
Other financial assets	191.0	0.3	189.3	1.0	0.9	–	–	191.5
Cash flows arising from financial assets	4,082.0	1,743.6	1,047.9	1,285.8	89.4	–	–	4,166.7
Deposits by banks	8.4	8.4	–	–	–	–	–	8.4
Settlement balances	98.8	–	98.8	–	–	–	–	98.8
Due to customers	3,284.4	2,799.7	459.2	28.7	–	–	–	3,287.6
Subordinated loan notes	39.9	–	–	42.3	–	–	–	42.3
Lease liabilities	74.9	–	1.2	9.1	31.9	63.2	–	105.4
Other financial liabilities	78.3	0.7	58.8	0.5	17.9	4.8	–	82.7
Cash flows arising from financial liabilities	3,584.7	2,808.8	618.0	80.6	49.8	68.0	–	3,625.2
Net liquidity gap	497.3	(1,065.2)	429.9	1,205.2	39.6	(68.0)	–	541.5
Cumulative net liquidity gap	497.3	(1,065.2)	(635.3)	569.9	609.5	541.5	541.5	–



Notes to the Consolidated Statements

32 Financial risk management continued

(ii) Liquidity risk continued

At 31 December 2024	Carrying value £m	On demand £m	Not more than 3 months £m	After 3 months but not more than 1 year £m	After 1 year but not more than 5 years £m	After 5 years £m	No fixed maturity date £m	Total £m
Cash and balances with central banks	1,166.0	1,166.0	2.0	–	–	–	–	1,168.0
Settlement balances	128.3	3.9	124.4	–	–	–	–	128.3
Loans and advances to banks	293.2	247.5	45.7	–	–	–	–	293.2
Loans and advances to customers	96.1	18.2	10.0	33.2	43.7	–	–	105.1
Debt securities and money market funds	1,278.2	–	365.7	970.0	–	–	–	1,335.7
Equity securities	–	–	–	–	–	–	–	–
Other financial assets	207.9	0.6	178.3	1.6	1.5	–	–	182.0
Cash flows arising from financial assets	3,169.7	1,436.2	726.1	1,004.8	45.2	–	–	3,212.3
Deposits by banks	3.8	3.8	–	–	–	–	–	3.8
Settlement balances	133.6	4.3	129.3	–	–	–	–	133.6
Due to customers	2,352.1	1,810.6	496.5	50.5	–	–	–	2,357.6
Subordinated loan notes	39.9	–	–	2.3	42.2	–	–	44.5
Lease liabilities	44.8	–	2.9	9.6	30.7	10.0	–	53.2
Other financial liabilities	77.8	2.0	43.1	19.0	11.5	2.5	–	78.1
Cash flows arising from financial liabilities	2,652.0	1,820.7	671.8	81.4	84.4	12.5	–	2,670.8
Net liquidity gap	517.7	(384.5)	54.3	923.4	(39.2)	(12.5)	–	541.5
Cumulative net liquidity gap	517.7	(384.5)	(330.2)	593.2	554.0	541.5	541.5	–

Liabilities which do not have a contractual maturity date are categorised as 'on demand'. Included within the amounts due to customers on demand are balances which historical experience shows are unlikely to be called in the short term. A prudent level of highly liquid assets is retained to cover reasonably foreseeable short-term changes in client deposits. All debt securities are readily marketable and can be realised through disposals.



Notes to the Consolidated Statements

32 Financial risk management continued

(ii) Liquidity risk continued

Off-balance-sheet items

Cash flows arising from the Group's off-balance-sheet financial liabilities (note 34) are summarised in the table below.

The contractual value of the Group's commitments to extend credit to clients are analysed by the duration of the commitment. Capital commitments are summarised by the earliest expected date of payment.

At 31 December 2025	Not more than 3 months £m	After 3 months but not more than 1 year £m	After 1 year but not more than 5 years £m	After 5 years £m	Total £m
Loan commitments	15.1	–	–	–	15.1
Capital commitments	0.2	–	–	–	0.2
Total off-balance-sheet items	15.3	–	–	–	15.3

At 31 December 2024	Not more than 3 months £m	After 3 months but not more than 1 year £m	After 1 year but not more than 5 years £m	After 5 years £m	Total £m
Loan commitments	14.8	–	–	–	14.8
Capital commitments	1.1	–	–	–	1.1
Total off-balance-sheet items	15.9	–	–	–	15.9

Total liquidity requirement

At 31 December 2025	On demand £m	Not more than 3 months £m	After 3 months but not more than 1 year £m	After 1 year but not more than 5 years £m	After 5 years £m	Total £m
Cash flows arising from financial liabilities	2,808.8	618.0	80.6	49.8	68.0	3,625.2
Total off-balance-sheet items	–	15.3	–	–	–	15.3
Total liquidity requirement	2,808.8	633.3	80.6	49.8	68.0	3,640.5

At 31 December 2024	On demand £m	Not more than 3 months £m	After 3 months but not more than 1 year £m	After 1 year but not more than 5 years £m	After 5 years £m	Total £m
Cash flows arising from financial liabilities	1,820.7	671.8	81.4	84.4	12.5	2,670.8
Total off-balance-sheet items	–	15.9	–	–	–	15.9
Total liquidity requirement	1,820.7	687.7	81.4	84.4	12.5	2,686.7

(iii) Market risk

Interest rate risk

Cash flow interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Fair value interest rate risk is the risk that the value of a financial instrument will fluctuate because of changes in market interest rates.

The Group's principal exposure to cash flow interest rate risk arises from the mismatch between the repricing of its financial assets and liabilities. In particular, customer accounts and loan balances are repriced very shortly after changes in base rates, whereas the yield on the Group's interest-bearing assets is correlated to the future expectation of base rates and varies depending on the maturity profile of the Group's treasury portfolio. The average maturity mismatch is controlled by the banking committee, which generally lengthens the mismatch when the yield curve is rising and shortens it when the yield curve is falling.



Notes to the Consolidated Statements

32 Financial risk management continued

(iii) Market risk continued

The table below shows the consolidated repricing profile of the Group's financial assets and liabilities, stated at their carrying amounts, categorised by the earlier of contractual repricing or maturity dates.

At 31 December 2025	Not more than 3 months £m	After 3 months but not more than 6 months £m	After 6 months but not more than 1 year £m	After 1 year but not more than 5 years £m	After 5 years £m	Non- interest- bearing £m	Total £m
Assets							
Cash and balances with central banks	1,504.0	-	-	-	-	-	1,504.0
Settlement balances	-	-	-	-	-	89.5	89.5
Loans and advances to banks	223.7	20.0	-	-	-	21.0	264.7
Loans and advances to customers	164.8	-	-	-	-	3.7	168.5
Investment securities:							
- equity securities	-	-	-	-	-	-	-
- unlisted debt securities	703.6	506.5	654.2	-	-	-	1,864.3
Other financial assets	0.6	-	-	-	-	226.1	226.7
Total financial assets	2,596.7	526.5	654.2	-	-	340.3	4,117.7
Liabilities							
Deposits by banks	8.4	-	-	-	-	-	8.4
Settlement balances	-	-	-	-	-	98.8	98.8
Due to customers	3,196.6	28.1	-	-	-	59.7	3,284.4
Subordinated loan notes	-	-	39.9	-	-	-	39.9
Lease liabilities	0.1	1.3	2.8	18.3	52.4	-	74.9
Other financial liabilities	-	-	-	-	-	78.4	78.4
Total financial liabilities	3,205.1	29.4	42.7	18.3	52.4	236.9	3,584.8
Interest rate repricing gap	(608.4)	497.1	611.5	(18.3)	(52.4)	103.4	532.9



Notes to the Consolidated Statements

32 Financial risk management continued

(iii) Market risk continued

At 31 December 2024	Not more than 3 months £m	After 3 months but not more than 6 months £m	After 6 months but not more than 1 year £m	After 1 year but not more than 5 years £m	After 5 years £m	Non- interest- bearing £m	Total £m
Assets							
Cash and balances with central banks	1,166.0	–	–	–	–	–	1,166.0
Settlement balances	–	–	–	–	–	128.3	128.3
Loans and advances to banks	237.9	38.7	–	–	–	16.6	293.2
Loans and advances to customers	92.8	–	0.3	–	–	3.0	96.1
Investment securities:							
– equity securities	–	–	–	–	–	–	–
– unlisted debt securities and money market funds	351.8	352.4	574.0	–	–	–	1,278.2
Other financial assets	0.5	–	–	–	–	211.4	211.9
Total financial assets	1,849.0	391.1	574.3	–	–	359.3	3,173.7
Liabilities							
Deposits by banks	3.8	–	–	–	–	–	3.8
Settlement balances	–	–	–	–	–	133.6	133.6
Due to customers	2,267.6	49.3	–	–	–	35.2	2,352.1
Subordinated loan notes	–	–	–	39.9	–	–	39.9
Other financial liabilities	2.3	3.0	5.6	27.1	9.0	77.8	124.8
Total financial liabilities	2,273.7	52.3	5.6	67.0	9.0	246.6	2,654.2
Interest rate repricing gap	(424.7)	338.8	568.7	(67.0)	(9.0)	112.7	519.5

The banking committee has set an overall pre-tax interest rate exposure tolerance of £18.9 million (2024: £8.0 million) the increase in the exposure tolerance was attributable to the expected increase in banking assets following migration of IW&I clients to RIM. The potential total loss is calculated on the basis of the average number of days to repricing of the interest-bearing liabilities compared with the period to repricing on a corresponding amount of interest-bearing assets.

At 31 December 2025, the Bank had a net present value sensitivity of £10.7 million (2024: £8.1 million) for an upward 2% shift in rates.

The Group has assessed the impact of climate change on the carrying amount of its financial assets and liabilities at year-end, and considers there to be no material impact.



Notes to the Consolidated Statements

32 Financial risk management continued

(iii) Market risk continued

Foreign exchange risk

The Group is exposed to translational foreign exchange risk as it undertakes transactions in foreign currencies and is therefore exposed to foreign exchange rate fluctuations. The Group monitors its currency exposures that arise in the ordinary course of business on a daily basis and significant exposures are managed through the use of spot contracts, from time to time, so as to reduce any currency exposure to a minimal amount. The Group has no structural foreign currency exposure.

The Group does not have any material exposure to transactional foreign exchange risk. The table below summarises the Group's exposure to foreign currency translation risk at 31 December 2025. Included in the table are the Group's financial assets and liabilities, at carrying amounts, categorised by currency.

At 31 December 2025	Sterling £m	US dollar £m	Euro £m	Other £m	Total £m
Assets					
Cash and balances with central banks	1,504.0	–	–	–	1,504.0
Settlement balances	85.2	2.6	1.2	0.5	89.5
Loans and advances to banks	190.9	39.9	17.8	16.1	264.7
Loans and advances to customers	156.8	3.8	6.7	1.2	168.5
Investment securities:					
– unlisted debt securities	1,757.2	107.1	–	–	1,864.3
Other financial assets	224.9	1.1	0.6	0.1	226.7
Total financial assets	3,919.0	154.5	26.3	17.9	4,117.7
Liabilities					
Deposits by banks	8.4	–	–	–	8.4
Settlement balances	83.0	13.6	1.9	0.3	98.8
Due to customers	3,112.3	136.6	21.2	14.3	3,284.4
Subordinated loan notes	39.9	–	–	–	39.9
Lease liabilities	74.9	–	–	–	74.9
Other financial liabilities	78.3	–	0.1	–	78.4
Total financial liabilities	3,396.8	150.2	23.2	14.6	3,584.8
Net on-balance-sheet position	522.2	4.3	3.1	3.3	532.9
Loan commitments	15.1	–	–	–	15.1



Notes to the Consolidated Statements

32 Financial risk management continued

(iii) Market risk continued

At 31 December 2024

	Sterling £m	US dollar £m	Euro £m	Other £m	Total £m
Assets					
Cash and balances with central banks	1,166.0	–	–	–	1,166.0
Settlement balances	109.1	14.5	1.1	3.6	128.3
Loans and advances to banks	260.4	14.2	14.6	4.0	293.2
Loans and advances to customers	89.3	5.4	1.4	–	96.1
Investment securities:					
– equity securities	–	–	–	–	–
– unlisted debt securities and money market funds	1,250.5	27.7	–	–	1,278.2
Other financial assets	210.4	0.9	0.4	0.2	211.9
Total financial assets	3,085.7	62.7	17.5	7.8	3,173.7
Liabilities					
Deposits by banks	3.8	–	–	–	3.8
Settlement balances	105.7	17.9	4.2	5.8	133.6
Due to customers	2,291.8	45.3	12.4	2.6	2,352.1
Subordinated loan notes	39.9	–	–	–	39.9
Other financial liabilities	124.7	0.1	–	–	124.8
Total financial liabilities	2,565.9	63.3	16.6	8.4	2,654.2
Net on-balance-sheet position	519.8	(0.6)	0.9	(0.6)	519.5
Loan commitments	14.8	–	–	–	14.8

A 10% weakening of the US dollar against sterling, occurring on 31 December 2025, would have reduced equity and profit after tax by £0.3 million (2024: increased by £0.5 million). In addition, a 10% weakening of the euro against sterling, occurring on 31 December 2025, would have reduced equity and profit after tax by £0.2 million (2024: reduced by £0.6 million). A 10% strengthening of the US dollar or euro would have had an equal and opposite effect. This analysis assumes that all other variables, in particular other exchange rates, remain constant.

Price risk

Price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from interest rate risk or foreign exchange risk). The Group is exposed to price risk through its holdings of equity investment securities, which are reported at their fair value (note 16).



Notes to the Consolidated Statements

32 Financial risk management continued

(iii) Market risk continued

Fair values

The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred. There have been no transfers between levels during the year (2024: none).

The fair values of the Group’s other financial assets and liabilities are not materially different from their carrying values, with the exception of the following:

- Investment debt securities measured at amortised cost (note 16) comprise bank and building society certificates of deposit, which have fixed coupons, and treasury bills. The fair value of the debt securities at 31 December 2025 was £1,865.7 million (2024: £1,249.4 million) and the carrying value was £1,864.3 million (2024: £1,278.2 million). Fair value of debt securities is based on market bid prices, and hence would be categorised as level 1 within the fair value hierarchy.
- Subordinated loan notes (note 27) comprise Tier 2 loan notes. The fair value of the loan notes at 31 December 2025 was £31.7 million (2024: £34.2 million) and the carrying value was £39.9 million (2024: £39.9 million). Fair value of the loan notes is based on discounted future cash flows using current market rates for debts with similar remaining maturity, and hence would be categorised as level 2 in the fair value hierarchy.

Level 3 financial instruments

Fair value through profit or loss

At 31 December 2023, the Group held 517 shares in Euroclear Holdings SA, which were valued at £1.2 million by reference to the price secured from the sale of 1,292 of the Group’s shares during 2023. In 2024, the Group sold its total remaining shares in Euroclear at the same price used to value its shareholding at 31 December 2023.

Changes in the fair values of financial instruments categorised as level 3 within the fair value hierarchy were as follows:

	2025 £m	2024 £m
At 1 January	-	1.2
Total unrealised gains/(losses) recognised in profit or loss	-	-
Total disposals	-	(1.2)
At 31 December	-	-

The gains or losses relating to the fair value through profit or loss equity securities is included within ‘other operating income’ in the consolidated statement of comprehensive income.

There were no other gains or losses arising from changes in the fair value of financial instruments categorised as level 3 within the fair value hierarchy.



Notes to the Consolidated Statements

32 Financial risk management continued

(iv) Pension risk

The main risks to the Group arising from both schemes are in respect of:

- Volatility of assets: In accordance with the requirements of IAS19, the discount rate used for valuing the Schemes' defined benefit obligations has been derived from the yield available on suitably dated 'high quality' (AA-rated) corporate bonds at the effective date. The schemes' assets are invested in instruments other than such bonds, and so relative under-performance will lead to a fall in the balance sheet position
- Changes in Bond yields: A change in the yields of corporate bonds used to set the discount rate will affect the value placed on the Schemes' defined benefit obligations. This is expected to be partially mitigated by the holding of corporate bonds by the schemes
- Inflation: The value placed on the schemes' defined benefit obligations are linked to inflation. If actual levels of inflation are higher or lower than the assumed rate of inflation, or the assumed rate of inflation changes, this will affect the value of the schemes' defined benefit obligations. Both schemes hold investments linked to future inflation rates (including Liability Driven Investments), which act to provide protection to the balance sheet position from inflation changes.
- Life Expectancy (mortality): Members and their spouses receive benefits payable over their lifetime, so an increase in future life expectancies will result in pensions being assumed to be paid for longer, and an increase in the defined benefit obligation.

33 Capital management

Rathbones Group Plc's capital is defined for accounting purposes as total equity. As at 31 December 2025 this totalled £1,352.0 million (2024: £1,359.4 million).

In 2021 Rathbones Group Plc issued £40.0 million of 10-year Tier 2 notes with a call option in October 2026 and annually thereafter (note 27). As at 31 December 2025, the carrying value of the notes was £39.9 million (2024: £39.9 million). From time to time, the Group also runs small overnight overdraft balances as part of working capital.

The Group's objectives when managing capital are to:

- safeguard the Group's ability to continue as a going concern so that it can continue to provide returns for shareholders and benefits for other stakeholders
- maintain a strong capital base in a cost-efficient manner to be able to support the development of the business when required
- optimise the distribution of capital across Group companies, reflecting the requirements of each business
- strive to make capital freely transferable across the Group where possible
- comply with regulatory requirements at all times.

Rathbones is classified for capital purposes as a banking group and performs an ICAAP, which is prepared on an annual basis and presented to the PRA on request. Regulatory capital resources for ICAAP purposes are calculated in accordance with published rules. These require certain adjustments to and certain deductions from accounting capital, the latter largely in respect of intangible assets. The ICAAP compares regulatory capital resources against regulatory capital requirements derived using the PRA's Pillar 1 and Pillar 2 methodology. The Group has adopted the standardised approach to calculating its Pillar 1 credit risk component and the basic indicator approach to calculating its operational risk component. Capital management policy and practices are applied at both Group and entity level.

At 31 December 2025 the Group's regulatory capital resources, including retained earnings for 2025, were £539.3 million (2024: £520.4 million). The increase in reserves during 2025 is due to an increase in the Group's retained earnings, on account of profits generated in the year, and newly issued shares in the year for employee remuneration awards.

During the year, the Group cancelled and converted £317.8 million of the Company's share premium into distributable retained earnings to enable more efficient capital management. In addition, a share buyback programme was authorised, resulting in the cancellation of 1,988,322 ordinary shares. Further details are provided in Note 29.

In addition to a variety of stress tests performed as part of the ICAAP process, and daily reporting in respect of treasury activity, capital levels are monitored and forecast on a monthly basis to ensure that dividends and investment requirements are appropriately managed and appropriate buffers are kept against adverse business conditions.

No breaches were reported to the PRA during the financial years ended 31 December 2024 and 2025.

The Group has not applied transitional relief in recognising expected credit losses (ECLs) in regulatory capital resources. As such, there is no difference between accounting ECLs and regulatory capital ECLs.



Notes to the Consolidated Statements

34 Contingent liabilities and commitments

- (a) Capital expenditure authorised and contracted for at 31 December 2025 but not provided in the financial statements amounted to £0.2 million relating to expenditure on fixtures and fittings and software (2024: £1.1 million).
- (b) The contractual amounts of the Group's commitments to extend credit to its clients are as follows:

	2025 £m	2024 £m
Undrawn commitments to lend of 1 year or less	10.0	11.5
Undrawn commitments to lend of more than 1 year	5.1	3.3
	15.1	14.8

- (c) The arrangements put in place by the Financial Services Compensation Scheme (FSCS) to protect depositors and investors from loss in the event of failure of financial institutions has resulted in significant levies on the industry in recent years. The financial impact of unexpected FSCS levies is largely out of the Group's control as they result from other industry failures.

There is uncertainty over the level of future levies from the Financial Services Compensation Scheme (FSCS) as the annual levy is set each year by the FSCS and is dependent on their assessment of the ultimate cost to the FSCS of industry failures. The FSCS levy comprises differing classes which relate to specific types of service activity. The Group contributes to the deposit class, investment fund management class and investment intermediation levy classes and recognises the cost of the levy at the point the obligation arises to pay the levy for any given year.

- (d) The Group operates in a legal and regulatory environment that exposes it to litigation and operational risks and other regulatory actions. Consequently, the Group will be subject to obligations to pay redress, legal claims or regulatory reviews and investigations from time to time which may result in, among other things, actions being taken by governmental or regulatory authorities. Material matters are reassessed periodically to determine the likelihood of the Group incurring a liability for costs resulting from legal claims, remedial actions or fines and associated costs.

Where, for a particular matter, it is concluded that it is not probable that a quantifiable payment will be made because the facts of the matter are not sufficiently clear, or a reasonable estimate of the expected payment cannot be made, no provision is recognised. Provisions that have been recognised by the Group at the balance sheet date are set out in note 25.

35 Related party transactions

Transactions with key management personnel

The remuneration of the key management personnel of the Group, who are defined as the company's directors and other members of senior management who are responsible for planning, directing and controlling the activities of the Group, is set out below.

Gains on options exercised by directors during the year totalled £nil (2024: £nil). Further information about the remuneration of individual Directors is provided in the audited part of the Directors' remuneration report on [page 107](#).

	2025 £m	2024 £m
Short-term employee benefits	6.5	8.4
Other long-term benefits	–	(0.1)
Share-based payments	2.7	2.4
	9.2	10.7

Dividends totalling £0.3 million were paid in the year (2024: £0.2 million) in respect of ordinary shares held by key management personnel and their close family members.

At 31 December 2025, key management personnel and their close family members had gross outstanding deposits of £1.7 million (2024: £0.9 million) and gross outstanding banking loans of £nil (2024: £nil). A number of the Group's key management personnel and their close family members make use of the services provided by companies within the Group. Charges for such services are made at various staff rates. All transactions were made on normal business terms.



Notes to the Consolidated Statements

35 Related party transactions continued

Other related party transactions

The Group's transactions with the pension funds are described in note 28. At 31 December 2025, no amounts were outstanding with either the Laurence Keen Scheme or the Rathbone 1987 Scheme (2024: none).

On 21 September 2023, the Group completed its acquisition of 100% of the ordinary share capital of Investec Wealth & Investment Limited (IW&I) from Investec Bank plc. Full details of the acquisition are set out in note 8 of the 2023 annual report and accounts.

Total consideration transferred to Investec Bank plc of £751.9 million comprised a share issue of 27,056,463 ordinary shares and 17,481,868 convertible non-voting ordinary shares. Based on Rathbones' issued share capital at completion, the total shares transferred to Investec Bank plc amounted to an economic interest in Rathbones Group Plc of 41.25% but, in accordance with the terms of the acquisition, 29.9% of the total voting rights in Rathbones Group Plc.

As a result of the IW&I transaction, Rathbones Group Plc is an associate of Investec Bank plc. Investec Bank plc currently provide services to Rathbones Group Plc under a Transitional Services Agreement (TSA), entered into on acquisition of IW&I. In April 2024 an Outsourced Service Agreement (OSA) was established.

As at 31 December 2025 there was a gross payable balance with Investec Bank plc of £0.7 million (2024: £12.6 million) which relates to services provided under the TSA and OSA agreements. In addition, there was a gross receivable balance of £2.6 million (2024: £6.4 million), which relates to recovery of tax on the prior year consideration received of £5.1 million. IW&I also has a small number of legacy client-related arrangements with Investec Bank plc.

The total expense recognised with respect to Investec Bank plc in the period is as follows:

	2025 £m	2024 £m
Expense incurred under TSA	5.2	10.7
Expense incurred under OSA	16.6	13.4
Expenses incurred on behalf of clients	1.1	0.5
	22.9	24.6

IW&I partially sublets certain regional office space to Investec Bank plc companies and in 2024 charges were made to Investec Bank plc for use of research, these recharges ceased in 2025. Total fees receivable under these arrangements at 31 December 2025 are as follows:

	2025 £m	2024 £m
Research fees	–	0.2
Property fees	0.5	0.4
	0.5	0.6

One Group subsidiary, Rathbones Asset Management Limited, has authority to manage the investments within a number of unit trusts. During 2025, the Group managed 27 unit trusts, Sociétés d'Investissement à Capital Variable (SICAVs) and open-ended investment companies (OEICs) (together, 'collectives') (2024: 28 unit trusts and OEICs).

The Group charges each fund an annual management fee for these services, but does not earn any performance fees on the unit trusts. The management charges are calculated on the bases published in the individual fund prospectuses, which also state the terms and conditions of the management contract with the Group.

The following transactions and balances relate to the Group's interest in the unit trusts:

Year ended 31 December	2025 £m	2024 £m
Total management fees	85.4	82.7

As at 31 December	2025 £m	2024 £m
Management fees owed to the Group	7.5	7.2
	7.5	7.2

Total management fees are included within 'fee and commission income' in the consolidated statement of comprehensive income.

Management fees owed to the Group are included within 'accrued income'.

All amounts outstanding with related parties are unsecured and will be settled in cash. No guarantees have been given or received. No expected credit loss provisions have been made in respect of the amounts owed by related parties.



Notes to the Consolidated Statements

36 Consolidated statement of cash flows

For the purposes of the consolidated statement of cash flows, cash and cash equivalents comprise the following balances with less than three months until maturity from the date of acquisition:

	Note	2025 £m	2024 £m
Cash and balances at central banks	13	1,504.0	1,166.0
Loans and advances to banks	14	264.7	293.2
At 31 December		1,768.7	1,459.2

Cash flows arising from the issue/(repurchase) of ordinary shares comprise:

	Note	2025 £m	2024 £m
Share capital issued	29	–	0.1
Share premium on shares issued	29	6.9	5.5
Proceeds from issue of share capital		6.9	5.6
Share buy back	29	(36.1)	–
Shares repurchased and placed into own shares	30	(18.9)	(22.0)
Net issue/(repurchase) of ordinary shares		(48.1)	(16.4)

During the year, £18.9 million (2024: £22.0 million) of shares were repurchased and recognised within the Group's own shares.



Notes to the Consolidated Statements

36 Consolidated statement of cash flows continued

A reconciliation of the movements of financing liabilities and equity to cash flows arising from financing activities is as follows:

	Subordinated loan notes £m	Lease liabilities £m	Liabilities from financing activities £m	Share capital/ premium £m	Reserves £m	Retained earnings £m	Total equity £m	Total £m
At 1 January 2025	39.9	44.8	84.7	323.3	756.3	279.8	1,359.4	1,444.1
Changes from financing cash flows								
Proceeds from issue of share capital	-	-	-	6.9	-	-	6.9	6.9
Payments for share repurchases	-	-	-	-	(18.9)	-	(18.9)	(18.9)
Share buy back	-	-	-	(0.1)	0.1	(36.1)	(36.1)	(36.1)
Dividends paid	-	-	-	-	-	(98.4)	(98.4)	(98.4)
Interest paid	(2.3)	(2.9)	(5.2)	-	-	-	-	(5.2)
Payment for lease liabilities	-	(7.0)	(7.0)	-	-	-	-	(7.0)
Payment on exit of property leases	-	-	-	-	-	-	-	-
Total financing cash flows	(2.3)	(9.9)	(12.2)	6.8	(18.8)	(134.5)	(146.5)	(158.7)
Cancellation of Share Premium	-	-	-	(317.8)	-	317.8	-	-
Total non-cash movements¹	2.3	40.0	42.3	(317.8)	23.7	433.2	139.1	181.4
At 31 December 2025	39.9	74.9	114.8	12.3	761.2	578.5	1,352.0	1,466.8

1. Non-cash movements during the year relate to interest expense, additions to lease liabilities, cost of own shares vesting in reserves, and other movements in retained earnings per the SOCIE

	Subordinated loan notes £m	Lease liabilities £m	Liabilities from financing activities £m	Share capital/ premium £m	Reserves £m	Retained earnings £m	Total equity £m	Total £m
At 1 January 2024	39.9	74.9	114.8	317.7	768.8	263.7	1,350.2	1,465.0
Changes from financing cash flows								
Proceeds from issue of share capital	-	-	-	5.6	-	-	5.6	5.6
Payments for share repurchases	-	-	-	-	(22.0)	-	(22.0)	(22.0)
Dividends paid	-	-	-	-	-	(56.9)	(56.9)	(56.9)
Interest paid	(2.3)	(2.8)	(5.1)	-	-	-	-	(5.1)
Payment for lease liabilities	-	(9.7)	(9.7)	-	-	-	-	(9.7)
Payment on exit of property leases	-	(11.2)	(11.2)	-	-	-	-	(11.2)
Total financing cash flows	(2.3)	(23.7)	(26.0)	5.6	(22.0)	(56.9)	(73.3)	(99.3)
Total non-cash movements	2.3	(6.4)	(4.1)	-	9.5	73.0	82.5	78.4
At 31 December 2024	39.9	44.8	84.7	323.3	756.3	279.8	1,359.4	1,444.1



Notes to the Consolidated Statements

37 Events after the balance sheet date

Subsequent to the year end, the £50 million share buyback programme was completed on 16 February 2026, with an additional 644,534 ordinary shares purchased and cancelled. On 27 February 2026 the Board announced an extension to the programme of up to £20 million, subject to regulatory approval. The buyback forms part of the Group's broader capital allocation strategy.

There have been no other material events occurring between the balance sheet date and the date of signing this report.

38 Country-by-country reporting

HM Treasury has transposed the requirements set out under the Capital Requirements Directive IV (CRD IV) and issued the Capital Requirements Country-by-Country Reporting Regulations 2013, effective 1 January 2014. The legislation requires Rathbones Group Plc (together with its subsidiaries, 'the Group') to publish certain additional information, on a consolidated basis, for the year ended 31 December 2025.

Basis of preparation:

<i>Country</i>	In most cases, we have determined the country by reference to the country of tax residence. Where an entity is not subject to tax (e.g. a partnership) we have considered the location of management or the jurisdiction in which the revenues are generated. In these cases it is possible that tax is paid in a different country to the one in which profits are reported.
<i>Nature of activities</i>	The nature of activities within the United Kingdom are described within our services on page 15 . Discretionary investment management is the sole activity which occurs in the Channel Islands.
<i>Turnover</i>	Turnover is defined as operating income. As the consolidated results are split by country, there is an element of double counting when inter-jurisdictional transactions (for example, the payment of dividends) occur. The entries to eliminate this double counting are included at the bottom of the table to enable the disclosed figures to agree to the published consolidated accounts of the Group.
<i>Profit/(loss) before taxation</i>	These are accounting profits. As with turnover some double counting may arise and again this has been eliminated at the bottom of the table. The majority of the total relates to the elimination of inter-jurisdictional dividends, which are reflected as profits in the United Kingdom.
<i>Tax paid</i>	This column reflects corporation tax actually paid in the year. Note that it is rare that tax paid in any given year relates directly to the profits earned in the same period.
<i>Public subsidies received</i>	The Group received no public subsidies in the year.
<i>Number of employees</i>	The number of employees reported is the average number of full-time employees who were permanently employed by the Group, or one of its subsidiaries, during the year. Contractors are excluded.
<i>Subsidiaries</i>	A list of the subsidiaries of the Group, including their main activity and country of incorporation, is shown within note 43 .

Country	Turnover £m	Profit/(loss) before taxation £m	Tax paid £m	Number of employees
United Kingdom	911.3	192.2	50.2	3,367
Channel Islands	18.7	0.6	0.4	39
Sub-total	930.0	192.8	50.6	3,406
Inter-group eliminations and other entries arising on consolidation	(6.7)	(39.9)	–	–
Total	923.3	152.9	50.6	3,406



Company Statement of Changes in Equity

For the year ended 31 December 2025

Note	Share capital £m	Share premium £m	Merger reserve £m	Other Reserve £m	Own shares £m	Retained earnings £m	Total equity £m
At 1 January 2024	5.4	312.3	792.5	–	(55.6)	135.3	1,189.9
Profit for the year	–	–	–	–	–	91.9	91.9
Net remeasurement of defined benefit liability	<u>51</u>	–	–	–	–	(10.6)	(10.6)
Deferred tax relating to components of other comprehensive income	<u>46</u>	–	–	–	–	2.7	2.7
Other comprehensive income net of tax	–	–	–	–	–	(7.9)	(7.9)
Dividends paid	<u>42</u>	–	–	–	–	(56.9)	(56.9)
Issue of share capital	<u>52</u>	0.1	5.5	–	–	–	5.6
Share-based payments:							
– cost of share-based payment arrangements		–	–	–	–	29.1	29.1
– cost of vested employee remuneration and share plans		–	–	–	–	(4.2)	(4.2)
– cost of own shares vesting	<u>52</u>	–	–	–	9.5	(9.5)	–
– cost of own shares acquired	<u>52</u>	–	–	–	(22.0)	–	(22.0)
– tax on share-based payments		–	–	–	–	(0.5)	(0.5)
31 December 2024	5.5	317.8	792.5	–	(68.1)	177.3	1,225.0
Profit for the year	–	–	–	–	–	91.7	91.7
Net remeasurement of defined benefit asset	<u>51</u>	–	–	–	–	0.1	0.1
Deferred tax relating to components of other comprehensive income	<u>46</u>	–	–	–	–	–	–
Other comprehensive income net of tax		–	–	–	–	0.1	0.1
Dividends paid	<u>42</u>	–	–	–	–	(98.4)	(98.4)
Issue of share capital	<u>52</u>	–	6.9	–	–	–	6.9
Cancellation of Share Premium		–	(317.8)	–	–	317.8	–
Share buyback		(0.1)	–	0.1	–	(36.1)	(36.1)
Share-based payments:							
– cost of share-based payment arrangements		–	–	–	–	26.1	26.1
– cost of vested employee remuneration and share plans		–	–	–	–	(0.9)	(0.9)
– cost of own shares vesting		–	–	–	23.7	(23.7)	–
– cost of own shares acquired	<u>52</u>	–	–	–	(18.9)	–	(18.9)
– tax on share-based payments		–	–	–	–	2.9	2.9
31 December 2025	5.4	6.9	792.5	0.1	(63.3)	456.8	1,198.4

The accompanying notes form an integral part of the company financial statements.



Company Statement of Financial Position

As at 31 December 2025

	Note	2025 £m	2024 £m
Non-current assets			
Investment in subsidiaries	43	1,217.2	1,228.2
Right-of-use assets	45	62.8	20.2
Deferred tax	46	15.7	8.1
Net defined benefit asset	51	0.6	0.5
		1,296.3	1,257.0
Current assets			
Trade and other receivables	44	163.8	67.6
Cash and cash equivalents		76.9	101.7
		240.7	169.3
Total assets		1,537.0	1,426.3
Current liabilities			
Trade and other payables	47	(210.6)	(128.8)
Lease liabilities	48	(2.6)	(3.5)
Provisions	49	(1.8)	(1.2)
		(215.0)	(133.5)
Net current assets		25.7	35.8
Non-current liabilities			
Provisions	49	(20.6)	(11.1)
Subordinated loan notes	50	(39.9)	(39.9)
Lease liabilities	48	(63.1)	(16.8)
		(123.6)	(67.8)
Total liabilities		(338.6)	(201.3)
Net assets		1,198.4	1,225.0

	Note	2025 £m	2024 £m
Equity			
Share capital	52	5.4	5.5
Share premium	52	6.9	317.8
Merger reserve	52	792.5	792.5
Other reserve	52	0.1	–
Own shares	52	(63.3)	(68.1)
Retained earnings		456.8	177.3
Equity shareholders' funds		1,198.4	1,225.0

As permitted by section 408 of the Companies Act 2006 the company has elected not to present its own statement of comprehensive income for the year. Rathbones Group Plc reported a profit after tax for the financial year ended 31 December 2025 of £91.7 million (2024: £91.9 million).

The financial statements were approved by the Board of Directors and authorised for issue on 26 February 2026 and were signed on its behalf by:

Jonathan Sorrell
Group Chief Executive Officer

Iain Hooley
Group Chief Financial Officer

Company registered number: 01000403

The accompanying notes form an integral part of the company financial statements.



Company Statement of Cash Flows

For the year ended 31 December 2025

	Note	2025 £m	2024 £m
Cash flows from operating activities			
Profit before tax		91.3	99.6
Change in fair value through profit or loss		–	–
Impairment in investment in subsidiary	43	12.8	–
Net interest and dividend income		(99.1)	(101.5)
Net charge for provisions	49	(1.6)	10.5
Depreciation and amortisation		5.6	12.1
Defined benefit pension scheme (credits)/charges	51	–	(0.4)
Defined benefit pension scheme contributions paid	51	–	(3.7)
Share-based payment charges	52	26.1	18.8
		35.1	35.4
Changes in operating assets and liabilities:			
Net (increase)/decrease in prepayments, accrued income and other assets		(93.4)	34.5
Net increase in accruals, provisions and other liabilities		89.5	10.1
Cash generated from operations		31.2	80.0
Tax paid		(4.9)	(6.2)
Net cash inflow from operating activities		26.3	73.8
Cash flows from investing activities			
Interest received		1.4	0.2
Inter-company dividends received		102.2	105.0
Proceeds from sale and redemption of investment securities		–	–
Net cash generated investing activities		103.6	105.2

	Note	2025 £m	2024 £m
Cash flows from financing activities			
Issue of ordinary shares	52	7.0	5.6
Share buyback	52	(36.1)	–
Repurchase of ordinary shares	52	(18.6)	(22.0)
Dividends paid	42	(98.4)	(56.9)
Payment of lease liabilities	48	(4.0)	(16.5)
Interest paid		(4.6)	(3.8)
Net cash used in financing activities		(154.7)	(93.6)
Net (decrease)/increase in cash and cash equivalents		(24.8)	85.4
Cash and cash equivalents at the beginning of the year		101.7	16.3
Cash and cash equivalents at the end of the year	57	76.9	101.7

The accompanying notes form an integral part of the consolidated financial statements.



Notes to the Company Statements

39 Significant accounting policies

Statement of compliance

The separate financial statements of the company are presented as required by the Companies Act 2006 and have been prepared in accordance with UK-adopted International Accounting Standards and IAS 27 ‘Separate Financial Statements’.

On publishing the parent company financial statements here together with the Group financial statements, the company is taking advantage of the exemption in section 408 of the Companies Act 2006 not to present its individual statement of comprehensive income and related notes that form a part of these approved financial statements.

Developments in reporting standards and interpretations

Developments in reporting standards and interpretations are set out in note 1.3 to the consolidated financial statements.

Principal accounting policies

The financial statements have been prepared on the historical cost basis, except for the revaluation of certain financial instruments. The principal accounting policies adopted are as set out below.

Investments in subsidiaries

Investments in subsidiaries are stated at cost less, where appropriate, provision for impairment.

Management charges

Intra-group management charges arise in relation to staff costs and other administrative expenses that are initially borne by the company and then recharged to other Group companies, when incurred.

Accounting policies in relation to impairment, interest income, dividend income, leases, foreign currency, retirement benefit obligations, taxation, cash and cash equivalents and share-based payments are set out in note 1 to the consolidated financial statements.

40 Critical accounting judgements and key sources of estimation uncertainty

In the year, there are no critical accounting judgements and key sources of estimation uncertainty for the company.

41 Expenses for the year

The auditor’s remuneration for audit and other services to the company is set out in note 7 to the consolidated financial statements.

The monthly average number of employees, on a full-time-equivalent basis, during the year was as follows:

	2025	2024
Wealth Management	2,002	1,437
Asset Management	68	58
Shared services	832	681
	2,902	2,176



Notes to the Company Statements

42 Dividends

Details of the company's dividends paid and proposed for approval at the Annual General Meeting are set out in note 11 to the consolidated financial statements.

The company's dividend policy is described in the directors' report on page 113.

The merger reserve is used where more than 90% of the share capital in a subsidiary is acquired and the consideration includes the issue of new shares by the Company, thereby attracting merger relief under Section 612 of the Companies Act 2006.

Reserves available for distribution as at 31 December were as follows:

	2025 £m	2024 £m
Net assets	1,198.4	1,225.0
Less:		
– share capital	(5.4)	(5.5)
– share premium	(6.9)	(317.8)
– merger reserve	(792.5)	(792.5)
– other reserve	(0.1)	–
– Unrealised profits	(9.6)	(9.6)
Distributable reserves	383.9	99.6

Movements in reserves available for distribution were as follows:

	2025 £m	2024 £m
As at 1 January	99.6	70.1
Profit for the year	91.7	91.9
Net remeasurement of defined benefit liability/asset	0.1	(7.9)
Dividends paid	(98.4)	(56.9)
Unrealised profits	–	–
Other movements	9.2	2.4
Cancellation of share premium	317.8	–
Share buyback	(36.1)	–
As at 31 December	383.9	99.6

43 Investments in subsidiaries

	Equities £m
At 1 January 2024	1,173.4
Additions	54.8
At 1 January 2025	1,228.2
Additions	1.8
Impairment	(12.8)
At 31 December 2025	1,217.2

The £1.8 million addition in the year relates to the release of a dilapidation provision originally recognised on the transfer of the 30 Gresham Street property lease from IW&I to the Company. Upon execution of the revisionary lease, the provision was released, resulting in a corresponding £1.8 million increase in the carrying amount of the investment in subsidiary.

During the year, an impairment charge of £12.8 million was recognised in relation to the Saunderson House Limited (SHL) subsidiary following the wind-down of the entity. The trade and assets of SHL were transferred to its sister company, Rathbones Investment Management Limited (RIM), in 2022.

An impairment review is undertaken at the end of each reporting period when indicators of potential impairment are identified. Where impairment may be indicated, a test of carrying value against the recoverable value is performed. The recoverable amount is calculated as the value in use (VIU) which is derived from the present value of future cash flows expected to be received from the investment. Impairment is recognised where the investment exceeds the recoverable amount. No indicators of impairment have been identified this financial period (2024: no indicators of impairments).



Notes to the Company Statements

43 Investments in subsidiaries continued

Equities

At 31 December 2025, the company's subsidiary undertakings, which have all been included in the Group's financial statements, were as follows:

Subsidiary undertaking	Activity and operation	Company registration number
Rathbones Investment Management Limited	Investment management and banking services	1448919
Rathbones Investment Management International Limited*	Investment management	50503
Rathbones Trust Company Limited	Trust and tax services	1688454
Rathbones Asset Management Limited	Asset Management	2376568
Arcticstar Limited**	Introducer of private clients	3898083
Vision Independent Financial Planning Limited	Financial planning services	6650476
Castle Investment Solutions Limited	Investment support services	7370865
Rathbones Legal Services Limited*	Trust and legal services	10514352
Laurence Keen Holdings Limited**	Intermediate holding company	2474285
Rathbone Directors Limited*	Corporate director services	4410000
Rathbone Secretaries Limited*	Corporate secretarial services	4627820
Laurence Keen Nominees Limited* (In Liquidation)	Corporate nominee	2801952
Neilson Cobbold Client Nominees Limited* (In Liquidation)	Corporate nominee	3217430
Rathbone Nominees Limited*	Corporate nominee	646336
Citywall Nominees Limited* (In Liquidation)	Corporate nominee	3070653
Penchart Nominees Limited*	Corporate nominee	2608726
Argus Nominee Limited (In Liquidation)	Corporate nominee	11395344
Rathbone Brothers Ltd	Non-trading	12866506
Rathbone Pension & Advisory Services Limited	Non-trading	5679426
Rathbone Stockbrokers Limited*	Non-trading	2483921
Dean River Asset Management Limited*	Non-trading	SC204313
R.M. Walkden & Co. Limited*	Non-trading	1246166
Speirs & Jeffrey Limited**	Investment management	SC098335
Speirs & Jeffrey Client Nominees Limited* (In Liquidation)	Corporate nominee	SC162589
Speirs & Jeffrey Portfolio Management Limited* (In	Corporate nominee	SC122842
Speirs & Jeffrey Fund Management Limited* (In	Corporate nominee	SC095908
Saunderson House Limited	Financial planning and investment management	940473
CastleCo Limited (Dissolved)	Non-trading	130602

Subsidiary undertaking	Activity and operation	Company registration number
HouseCo Limited (Dissolved)	Non-trading	130603
CabinCo Limited (Dissolved)	Non-trading	130601
CottageCo Limited (Dissolved)	Non-trading	131144
Investec Wealth & Investment Limited	Investment management	2122340
Bell Nominees Limited (Dissolved)	Non-trading	00625232
Investment Administration Nominees Limited (Dissolved)	Non-trading	02075505
R. & R. Nominees Limited (Dissolved)	Non-trading	00790828
Tudor Nominees Limited (Dissolved)	Non-trading	02016278
Carr PEP Nominees Limited (Dissolved)	Non-trading	02560336
Ferlim Nominees Limited	Corporate nominee	01022478
Murray Asset Management UK Limited (In Liquidation)	Non-trading	09447298
Castle Street Nominees UK Limited (In Liquidation)	Corporate nominee	09329323
Murray Asset Nominees UK Limited (In Liquidation)	Corporate nominee	09329081
Click Nominees Limited (Dissolved)	Non-trading	03276308
PEP Services (Nominees) Limited (Dissolved)	Non-trading	02368386
Murray Asset Management Limited (Dissolved)	Non-trading	SC173493
Murray Investment Management Limited (In Liquidation)	Non-trading	SC173492
Murray Asset Nominees Limited (In Liquidation)	Corporate nominee	SC196715
Spring Nominees Limited	Non-trading	01747036
Anston Trustees Limited	Non-trading	02826318
Carr Investment Services Nominees Limited (Dissolved)	Non-trading	02620560
Rathbones SIPP Trustees Limited	Trustee Company	02243919
Rensburg Client Nominees Limited	Corporate nominee	02020824
Scarwood Nominees Limited (In Liquidation)	Non-trading	01147539
Castle Street Nominees Limited (In Liquidation)	Corporate nominee	SC050721
Hero Nominees Limited	Corporate nominee	34543
Investec Wealth & Investment (Channel Islands) Limited	Investment management	54988
Torch Nominees Limited	Corporate nominee	54991
Rathbones Investment Management International (Ireland)	Investment Management	779150

* Held by subsidiary undertaking

** UK subsidiary has taken an exemption from audit under section 479A of the Companies Act 2006 for the year ended 31 December 2025



Notes to the Company Statements

43 Investments in subsidiaries continued

Equities continued

The registered office for all subsidiary undertakings is 30 Gresham Street, London, England EC2V 7QN except for the following:

Subsidiary undertaking	Registered office
Rathbones Investment Management Limited	Port of Liverpool Building, Pier Head, Liverpool L3 1NW
Rathbones Investment Management International Limited	25-26 Esplanade, St Helier, Jersey JE1 2RB
Vision Independent Financial Planning Limited	Vision House, Unit 6A Falmouth Business Park, Bickland Water Road, Falmouth, Cornwall TR11 4SZ
Castle Investment Solutions Limited	Vision House, Unit 6A Falmouth Business Park, Bickland Water Road, Falmouth, Cornwall TR11 4SZ
Speirs & Jeffrey Limited	George House, 50 George Square, Glasgow G2 1EH
Speirs & Jeffrey Client Nominees Limited (In Liquidation)	George House, 50 George Square, Glasgow G2 1EH
Speirs & Jeffrey Portfolio Management Limited	George House, 50 George Square, Glasgow G2 1EH
Speirs & Jeffrey Fund Management Limited (In Liquidation)	George House, 50 George Square, Glasgow G2 1EH
Dean River Asset Management Limited	10 George Street, Edinburgh EH2 2PF
CastleCo Limited (Dissolved)	Aztec Group House, IFC6, The Esplanade, Jersey, JE4 0QH
HouseCo Limited (Dissolved)	Aztec Group House, IFC6, The Esplanade, Jersey, JE4 0QH
CabinCo Limited (Dissolved)	Aztec Group House, IFC6, The Esplanade, Jersey, JE4 0QH
CottageCo Limited (Dissolved)	Aztec Group House, IFC6, The Esplanade, Jersey, JE4 0QH
Neilson Cobbold Client Nominees Ltd (In Liquidation)	Port of Liverpool Building, Pier Head, Liverpool L3 1NW
Rathbone Nominees Limited	Port of Liverpool Building, Pier Head, Liverpool L3 1NW
Bell Nominees Limited (Dissolved)	The Wooden Barn, Little Baldon, Oxford, OX44 9PU
Investment Administration Nominees Limited (Dissolved)	The Wooden Barn, Little Baldon, Oxford, OX44 9PU
R. & R. Nominees Limited (Dissolved)	The Wooden Barn, Little Baldon, Oxford, OX44 9PU
Tudor Nominees Limited (Dissolved)	The Wooden Barn, Little Baldon, Oxford, OX44 9PU
Carr PEP Nominees Limited (Dissolved)	The Wooden Barn, Little Baldon, Oxford, OX44 9PU

Subsidiary undertaking	Registered office
Click Nominees Limited (Dissolved)	The Wooden Barn, Little Baldon, Oxford, OX44 9PU
PEP Services (Nominees) Limited (Dissolved)	The Wooden Barn, Little Baldon, Oxford, OX44 9PU
Murray Asset Management Limited (Dissolved)	10 George Street, Edinburgh EH2 2PF
Murray Investment Management Limited (In Liquidation)	10 George Street, Edinburgh EH2 2PF
Murray Asset Nominees Limited (In Liquidation)	10 George Street, Edinburgh EH2 2PF
Carr Investment Services Nominees Limited (Dissolved)	The Wooden Barn, Little Baldon, Oxford, OX44 9PU
Scarwood Nominees Limited (In Liquidation)	The Wooden Barn, Little Baldon, Oxford, OX44 9PU
Castle Street Nominees Limited (In Liquidation)	10 George Street, Edinburgh EH2 2PF
Hero Nominees Limited	Unit 2, Upper House, 16-20 Smith Street, St Peter Port, GY1 2JQ, Guernsey
Investec Wealth & Investment (Channel Islands) Limited	Upper House, 16-20 Smith Street, St Peter Port, GY1 2JQ, Guernsey
Torch Nominees Limited	Upper House, 16-20 Smith Street, St Peter Port, GY1 2JQ, Guernsey
Rathbones Investment Management International (Ireland) Ltd	33 Sir John Rogerson's Quay, Dublin 2, Dublin, DO2 XK09, Ireland

The company owns, directly or indirectly, 100% of the ordinary share capital of all subsidiary undertakings.

44 Trade and other receivables

	2025 £m	2024 £m
Prepayments and other receivables	6.2	7.1
Amounts owed by Group undertakings	157.6	60.5
	163.8	67.6
Current	163.8	67.6
	163.8	67.6

Amounts owed by Group undertakings do not have specific repayment dates but are on demand and are paid down periodically as trading requires.



Notes to the Company Statements

45 Right-of-use assets

	Property £m	Motor vehicles and equipment £m	Total £m
Cost			
At 1 January 2024	55.3	0.4	55.7
Additions	22.1	–	22.1
Disposals	(42.9)	–	(42.9)
Other movements	–	–	–
At 1 January 2025	34.5	0.4	34.9
Additions	12.0	–	12.0
Disposals	(0.1)	(0.4)	(0.5)
Other movements	36.1	–	36.1
At 31 December 2025	82.5	–	82.5
Depreciation and impairment			
1 January 2024	22.3	0.2	22.5
Charge for the year	12.2	–	12.2
Disposals	(20.0)	–	(20.0)
1 January 2025	14.5	0.2	14.7
Charge for the year	5.4	0.2	5.6
Disposals	(0.2)	(0.4)	(0.6)
At 31 December 2025	19.7	–	19.7
Carrying amount at 31 December 2025	62.8	–	62.8
Carrying amount at 31 December 2024	20.0	0.2	20.2
Carrying amount at 1 January 2024	33.0	0.2	33.2

During the year, the Company entered into a revised lease agreement for the 30 Gresham Street office, under which the tenancy was transferred from IW&I to the Company. The tenancy reassignment gave rise to a £10.1 million addition in the year, while the extension of the lease term under the revised lease agreement led to the recognition of a £36.1 million lease modification.

46 Deferred tax

Deferred income taxes are calculated on all temporary differences under the liability method using the tax rate expected to apply when the relevant temporary differences are forecast to unwind.

The movement on the deferred tax account is as follows:

	Pensions £m	Share-based payments £m	Staff-related costs £m	Total £m
At 1 January 2025	(0.1)	7.3	0.9	8.1
Recognised in profit or loss	–	(0.3)	0.6	0.3
Recognised in other comprehensive income	–	–	–	–
Recognised in equity	–	2.3	–	2.3
Transfer relating to business combinations	–	5.0	–	5.0
At 31 December 2025	(0.1)	14.3	1.5	15.7
Deferred tax assets	–	14.3	1.5	15.8
Deferred tax liabilities	(0.1)	–	–	(0.1)
At 31 December 2025	(0.1)	14.3	1.5	15.7
	Pensions £m	Share-based payments £m	Staff-related costs £m	Total £m
At 1 January 2024	(1.8)	8.9	0.4	7.5
Recognised in profit or loss	(1.0)	(1.1)	0.5	(1.6)
Recognised in other comprehensive income	2.7	–	–	2.7
Recognised in equity	–	(0.5)	–	(0.5)
Transfer relating to business combinations	–	–	–	–
At 31 December 2024	(0.1)	7.3	0.9	8.1
Deferred tax assets	–	7.3	0.9	8.2
Deferred tax liabilities	(0.1)	–	–	(0.1)
At 31 December 2024	(0.1)	7.3	0.9	8.1



Notes to the Company Statements

47 Trade and other payables

	2025 £m	2024 £m
Trade creditors	0.7	3.0
Accruals and other creditors	182.1	114.9
Other taxes and social security costs	27.8	10.9
	210.6	128.8

The fair value of trade and other payables is not materially different from their carrying amount.

48 Lease liabilities

	2025 £m	2024 £m
Maturity analysis		
Less than one year	2.6	3.5
One to five years	12.2	10.8
More than five years	50.9	6.0
Lease liabilities at 31 December	65.7	20.3
Current	2.6	3.5
Non-current	63.1	16.8
	65.7	20.3

The total cash outflow for Company leases during the year was £4.1 million (2024: £18.0 million).

49 Provisions

	Deferred, variable costs to acquire investment management contracts £m	Legal and compensation £m	Property- related £m	Total £m
At 1 January 2024	4.6	0.1	5.4	10.1
Charged to profit or loss	–	0.5	13.1	13.6
Unused amount credited to profit or loss	–	–	(3.1)	(3.1)
Net charge to profit or loss	–	0.5	10.0	10.5
Other movements	10.8	–	–	10.8
Utilised/paid during the year	(7.9)	–	(11.2)	(19.1)
At 31 December 2024	7.5	0.6	4.2	12.3
Charged to profit or loss	–	0.9	0.4	1.3
Unused amount credited to profit or loss	–	–	–	–
Net charge to profit or loss	–	0.9	0.4	1.3
Other movements	13.2	–	–	13.2
Utilised/paid during the year	(3.4)	(0.7)	(0.6)	(4.7)
Transfers	–	–	0.3	0.3
At 31 December 2025	17.3	0.8	4.3	22.4
Payable within 1 year	0.9	0.8	0.1	1.8
Payable after 1 year	16.4	–	4.2	20.6
	17.3	0.8	4.3	22.4

Other movements in provisions relate to deferred consideration associated with investment management contracts recognised during the year.

Property-related provisions of £4.3 million relate to dilapidation provisions expected to arise on leasehold premises held by the Group (2024: £4.2 million). Following the reassignment of certain IW&I leases to the company during the year, property-related provisions increased by £0.3 million.

Provisions payable after one year are expected to be settled within three years of the balance sheet date (2024: three years), except for the property-related provisions of £4.2 million (2024: £3.6 million), which are expected to be settled within 13 years of the balance sheet date (2024: 10 years).



Notes to the Company Statements

50 Subordinated loan notes

Details of the subordinated loan notes operated by the company are provided in note 27 to the consolidated financial statements.

51 Long-term employee benefits

Details of the defined benefit pension schemes operated by the company are provided in note 28 to the consolidated financial statements.

52 Share capital, own shares and share based payments

Details of the share capital of the company and ordinary shares held by the company together with changes thereto are provided in notes 29 and 30 to the consolidated financial statements. Details of options on the company's shares and share-based payments are set out in note 31 to the consolidated financial statements.

53 Financial instruments

The company's risk management policies and procedures are integrated with the wider Rathbones Group's risk management process. The Rathbones Group has identified the risks arising from all of its activities, including those of the company, and has established policies and procedures to manage these items in accordance with its risk appetite. The company categorises its financial risks into the following primary areas:

- (i) credit risk
- (ii) liquidity risk
- (iii) market risk (which includes fair value interest rate risk, cash flow interest rate risk, foreign exchange risk and price risk)
- (iv) pension risk.

The company's exposures to pension risk are set out in note 28 to the consolidated financial statements.

The sections below outline the Group risk appetite, as applicable to the company, and explain how the company defines and manages each category of financial risk.

The company's financial risk management policies are designed to identify and analyse the financial risks that the company faces, to set appropriate risk tolerances, limits and controls, and to monitor the financial risks and adherence to limits by means of reliable and up-to-date information systems. The company regularly reviews its financial risk management policies and systems to reflect changes in the business and the wider industry.

The company's overall strategy and policies for monitoring and management of financial risk are set by the Board of Directors. The Board has embedded risk management within the business through the executive committee and senior management.

(i) Credit risk

The company takes on exposure to credit risk, which is the risk that a counterparty will be unable to pay amounts in full when due, through its trading activities. The principal sources of credit risk arise from depositing funds with banks and through providing long-term and working capital financing for subsidiaries.

The company's financial assets are categorised as follows.

Trade and other receivables

Trade and other receivables relate to amounts placed with subsidiaries and staff advances.

The collection and ageing of trade and other receivables are reviewed on a periodic basis by management.

The company places surplus funds with its banking subsidiary, which operates under the Group's credit risk management policies. Group policy requires that funds are placed with a range of high-quality financial institutions. Investments are spread to avoid excessive exposure to any individual counterparty.

For the purposes of financial reporting the company categorises its exposures based on the long-term ratings awarded to counterparties by Fitch, Moody's or S&P.

Cash and cash equivalents (balances at banks)

The company has exposure to financial institutions through its bank deposits (reported within cash equivalents).

	2025 £m	2024 £m
Maximum exposure to credit risk		
Trade and other receivables:		
– amounts owed by Group undertakings	157.6	60.5
– other financial assets	1.3	1.3
Balances at banks	76.9	101.7
	235.8	163.5

The above table represents the gross credit risk exposure of the company at 31 December 2025 and 2024, without taking account of any collateral held or other credit enhancements attached.



Notes to the Company Statements

53 Financial instruments continued

Trade and other receivables

No trade and other receivables have been written off or are credit-impaired at the reporting date.

Amounts owed by Group undertakings do not have specific repayment dates and are paid down periodically as trading requires.

Balances at banks

The credit quality of balances at banks is analysed below by reference to the long-term credit rating awarded by Fitch, or equivalent rating by Moody's or S&P, as at the balance sheet date.

	2025 £m	2024 £m
A+ to A	28.8	4.8
Other	48.1	96.9
	76.9	101.7

£48.1 million of cash was held in a designated account with Rathbones Investment Management Limited at 31 December 2025, which acts as the Group's treasury function and a licenced deposit taker (2024: £96.9 million). The credit risk assessed for this balance at the year-end was 'low'.

(i) Credit risk continued

Concentration of credit risk

The company has counterparty credit risk within its balances at banks in that the principal exposure is to its banking subsidiary. The Board sets and monitors the Group policy for the management of Group funds, which includes the placement of funds with a range of high-quality financial institutions.

(a) Geographical sectors

The following table analyses the company's credit exposures, at their carrying amounts, by geographical region as at the balance sheet date. In this analysis, exposures are categorised based on the country of domicile of the counterparty:

At 31 December 2025	United Kingdom £m	Rest of the World £m	Total £m
Trade and other receivables:			
– amounts owed by Group undertakings	157.4	0.2	157.6
– other financial assets	1.3	–	1.3
Balances at banks	76.9	–	76.9
	235.6	0.2	235.8

At 31 December 2024	United Kingdom £m	Rest of the World £m	Total £m
Trade and other receivables:			
– amounts owed by Group undertakings	59.4	1.1	60.5
– other financial assets	1.2	0.1	1.3
Balances at banks	101.7	–	101.7
	162.3	1.2	163.5

At 31 December 2025, all rest of the world exposures were to counterparties based in Jersey (2024: Jersey, Japan and the United States of America).

At 31 December 2025, the Group had exposure to the UK government through the holding of treasury bills (2024: UK government).

(b) Industry sectors

The company's credit exposures at the balance sheet date, analysed by the primary industry sectors in which our counterparties operate, were:

31 December 2025	Financial institutions £m	Clients and other corporates £m	Total £m
Trade and other receivables:			
– amounts owed by Group undertakings	102.0	55.6	157.6
– other financial assets	–	1.3	1.3
Balances at banks	76.9	–	76.9
	178.9	56.9	235.8

31 December 2024	Financial institutions £m	Clients and other corporates £m	Total £m
Trade and other receivables:			
– amounts owed by Group undertakings	16.5	44.0	60.5
– other financial assets	–	1.3	1.3
Balances at banks	101.7	–	101.7
	118.2	45.3	163.5

Liquidity risk is the risk that the company will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. The company places its funds in short-term or demand facilities with financial institutions to ensure liquidity. The company has no bank loans (2024: £nil).



Notes to the Company Statements

53 Financial instruments continued

(ii) Liquidity risk

Non-derivative cash flows

The table below presents the undiscounted cash flows receivable and payable by the company on its non-derivative financial assets and liabilities by remaining contractual maturities at the balance sheet date.

At 31 December 2025	On demand £m	Not more than 3 months £m	After 3 months but not more than 1 year £m	After 1 year but not more than 5 years £m	After 5 years £m	No fixed maturity date £m	Total £m
Trade and other receivables:							
– amounts owed by Group undertakings	157.6	–	–	–	–	–	157.6
– other financial assets	–	1.2	0.1	–	–	–	1.3
Balances at banks	76.9	–	–	–	–	–	76.9
Cash flows arising from financial assets	234.5	1.2	0.1	–	–	–	235.8
Trade and other payables:							
– amounts owed to Group undertakings	0.1	–	–	–	–	–	0.1
– subordinated loan notes	–	–	42.3	–	–	–	42.3
– lease liabilities	–	0.5	7.5	25.0	61.2	–	94.2
– other financial liabilities	0.7	18.5	0.4	17.6	3.5	–	40.7
Cash flows arising from financial liabilities	0.8	19.0	50.2	42.6	64.7	–	177.3
Net liquidity gap	233.7	(17.8)	(50.1)	(42.6)	(64.7)	–	58.5
Cumulative net liquidity gap	233.7	215.9	165.8	123.2	58.5	58.5	



Notes to the Company Statements

53 Financial instruments continued

(ii) Liquidity risk continued

At 31 December 2024	On demand £m	Not more than 3 months £m	After 3 months but not more than 1 year £m	After 1 year but not more than 5 years £m	After 5 years £m	No fixed maturity date £m	Total £m
Trade and other receivables:							
– amounts owed by Group undertakings	60.5	–	–	–	–	–	60.5
– other financial assets	0.1	0.8	0.4	0.1	–	–	1.4
Balances at banks	101.7	–	–	–	–	–	101.7
Cash flows arising from financial assets	162.3	0.8	0.4	0.1	–	–	163.6
Trade and other payables:							
– amounts owed to Group undertakings	–	–	–	–	–	–	–
– subordinated loan notes	–	–	2.3	42.3	–	–	44.6
– lease liabilities	–	0.8	3.7	13.3	6.8	–	24.6
– other financial liabilities	0.1	19.7	–	9.3	1.2	–	30.3
Cash flows arising from financial liabilities	0.1	20.5	6.0	64.9	8.0	–	99.5
Net liquidity gap	162.2	(19.7)	(5.6)	(64.8)	(8.0)	–	64.1
Cumulative net liquidity gap	162.2	142.5	136.9	72.1	64.1	64.1	

Included within trade and other payables disclosed above are balances that are repayable on demand or that do not have a contractual maturity date, which historical experience shows are unlikely to be called in the short term.



Notes to the Company Statements

53 Financial instruments continued

(ii) Liquidity risk continued

Total liquidity requirement

	On demand £m	Not more than 3 months £m	After 3 months but not more than 1 year £m	After 1 year but not more than 5 years £m	After 5 years £m	Total £m
At 31 December 2025						
Cash flows arising from financial liabilities	0.8	19.0	50.2	42.6	64.7	177.3
Total off-balance-sheet items	–	–	–	–	–	–
Total liquidity requirement	0.8	19.0	50.2	42.6	64.7	177.3
At 31 December 2024						
Cash flows arising from financial liabilities	0.1	20.5	6.0	64.9	8.0	99.5
Total off-balance-sheet items	–	–	–	–	–	–
Total liquidity requirement	0.1	20.5	6.0	64.9	8.0	99.5

(iii) Market risk

Interest rate risk

Cash flow interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Fair value interest rate risk is the risk that the value of a financial instrument will fluctuate because of changes in market interest rates.

The company's principal exposure to cash flow interest rate risk arises from the mismatch between the repricing of its financial assets and liabilities.

The table below shows the repricing profile of the company's financial assets and liabilities, stated at their carrying amounts, categorised by the earlier of contractual repricing or maturity dates.

	Not more than 3 months £m	After 3 months but not more than 6 months £m	After 6 months but not more than 1 year £m	After 1 year but not more than 5 years £m	After 5 years £m	Non-interest-bearing £m	Total £m
At 31 December 2025							
Assets							
Other investments:							
– equity securities	–	–	–	–	–	–	–
Trade and other receivables:							
– amounts owed by Group undertakings	–	–	–	–	–	157.6	157.6
– other financial assets	0.5	–	–	–	–	0.8	1.3
Balances at banks	76.9	–	–	–	–	–	76.9
Total financial assets	77.4	–	–	–	–	158.4	235.8



Notes to the Company Statements

53 Financial instruments continued

(iii) Market risk continued

At 31 December 2025	Not more than 3 months £m	After 3 months but not more than 6 months £m	After 6 months but not more than 1 year £m	After 1 year but not more than 5 years £m	After 5 years £m	Non-interest-bearing £m	Total £m
Liabilities							
Trade and other payables:							
– amounts owed to Group undertakings	–	–	–	–	–	0.1	0.1
– subordinated loan notes	–	–	39.9	–	–	–	39.9
– lease liabilities	(0.4)	0.8	2.2	12.2	50.9	–	65.7
– other financial liabilities	–	–	–	–	–	37.3	37.3
Total financial liabilities	(0.4)	0.8	42.1	12.2	50.9	37.4	143.0
Interest rate repricing gap	77.8	(0.8)	(42.1)	(12.2)	(50.9)	121.0	92.8
At 31 December 2024	Not more than 3 months £m	After 3 months but not more than 6 months £m	After 6 months but not more than 1 year £m	After 1 year but not more than 5 years £m	After 5 years £m	Non-interest-bearing £m	Total £m
Assets							
Other investments:							
– equity securities	–	–	–	–	–	–	–
Trade and other receivables:							
– amounts owed by Group undertakings	–	–	–	–	–	60.5	60.5
– other financial assets	0.5	–	–	–	–	0.8	1.3
Balances at banks	101.7	–	–	–	–	–	101.7
Total financial assets	102.2	–	–	–	–	61.3	163.5
Liabilities							
Trade and other payables:							
– amounts owed to Group undertakings	–	–	–	–	–	–	–
– subordinated loan notes	–	–	–	39.9	–	–	39.9
– other financial liabilities	0.6	0.9	1.9	10.9	6.0	30.1	50.4
Total financial liabilities	0.6	0.9	1.9	50.8	6.0	30.1	90.3
Interest rate repricing gap	101.6	(0.9)	(1.9)	(50.8)	(6.0)	31.2	73.2

A 2% parallel increase or decrease in the sterling yield curve would have no impact on profit after tax or equity (2024: no impact).

The company has assessed the impact of climate change on the carrying amount of its financial assets and liabilities at year-end, and considers there to be no material impact.



Notes to the Company Statements

53 Financial instruments continued

(iii) Market risk continued

Foreign exchange risk

The company does not have any material exposure to transactional foreign exchange risk. The table below summarises the company's exposure to foreign currency translation risk at 31 December 2025. Included in the table are the company's financial assets and liabilities, at carrying amounts, categorised by currency.

At 31 December 2025	Sterling £m	US dollar £m	Euro £m	Total £m
Assets				
Other investments:				
– equity securities	–	–	–	–
Trade and other receivables:				
– amounts owed by Group undertakings	157.6	–	–	157.6
– other financial assets	1.3	–	–	1.3
Balances at banks	76.9	–	–	76.9
Total financial assets	235.8	–	–	235.8
Liabilities				
Trade and other payables:				
– amounts owed to Group undertakings	0.1	–	–	0.1
– subordinated loan notes	39.9	–	–	39.9
– lease liabilities	65.7	–	–	65.7
– other financial liabilities	37.3	–	–	37.3
Total financial liabilities	143.0	–	–	143.0
Net on-balance-sheet position	92.8	–	–	92.8

At 31 December 2024	Sterling £m	US dollar £m	Euro £m	Total £m
Assets				
Other investments:				
– equity securities	–	–	–	–
Trade and other receivables:				
– amounts owed by Group undertakings	60.5	–	–	60.5
– other financial assets	1.2	0.1	–	1.3
Balances at banks	101.7	–	–	101.7
Total financial assets	163.4	0.1	–	163.5
Liabilities				
Trade and other payables:				
– amounts owed to Group undertakings	–	–	–	–
– subordinated loan notes	39.9	–	–	39.9
– other financial liabilities	50.2	0.2	–	50.4
Total financial liabilities	90.1	0.2	–	90.3
Net on-balance-sheet position	73.3	(0.1)	–	73.2

A 10% weakening of the US dollar against sterling would have reduced equity and profit after tax by £nil in 2025 (2024: £nil). A 10% strengthening of the US dollar would have had an equal and opposite effect. This analysis assumes that all other variables, in particular other exchange rates, remain constant.

Price risk

The Group's exposure to price risk, all of which is through the company's holdings of equity investment securities, is described in note 32.



Notes to the Company Statements

53 Financial instruments continued

(iii) Market risk continued

Fair values

The company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred. There have been no transfers between levels during the year (2024: none).

Details of the methods and assumptions used to determine the fair values of the financial assets in the above table, along with how reasonably possible changes to the assumptions affect these fair values, are provided in note 32 to the consolidated financial statements.

The fair values of the company's financial assets and liabilities are not materially different from their carrying values, with the exception of equity investments in subsidiaries, which are carried at historical cost (note 43).

54 Capital management

The company's objectives when managing capital are to:

- safeguard the company's ability to continue as a going concern so that it can continue to provide returns for shareholders and benefits for other stakeholders
- maintain a strong capital base to support the development of its business

For monitoring purposes, the company defines capital as distributable reserves (see note 42). The company monitors the level of distributable reserves on a monthly basis and compares this to forecast dividends. Capital is distributed to the company from operating subsidiaries on a timely basis to ensure sufficient capital is maintained. The Board of Directors monitors the level of capital held in relation to forecast performance, dividend payments and wider plans for the business, although formal quantitative targets are not set.

There were no changes in the company's approach to capital management during the year.

55 Contingent liabilities and commitments

The company had no contingent liabilities or commitments at the year-end (2024: £nil).



Notes to the Company Statements

56 Related party transactions

Rathbones Group Plc is considered to be the ultimate controlling party.

Transactions with key management personnel

The remuneration of the key management personnel of the company, who are defined as the company's directors and other members of senior management who are responsible for planning, directing and controlling the activities of the company, is set out below. The table below details the aggregated compensation made to the key management of the Company for their services to the Rathbones Group.

	2025 £m	2024 £m
Short-term employee benefits	6.5	8.4
Other long-term benefits	–	0.2
Share-based payments	2.7	2.1
	9.2	10.7

Other related party transactions

Dividends totalling £0.3 million were paid in the year (2024: £0.2 million) in respect of ordinary shares held by key management personnel and their close family members.

All amounts outstanding with related parties are unsecured and will be settled in cash. No guarantees have been given or received. No provisions have been made for doubtful debts in respect of the amounts owed by related parties. All transactions were made on normal business terms.

During the year, the company entered into the following transactions with its subsidiaries:

	2025		2024	
	Receivable £m	Payable £m	Receivable £m	Payable £m
Interest	1.2	–	0.1	–
Charges for management services	113.6	–	101.9	–
Dividends received	102.2	–	105.0	–
	217.0	–	207.0	–

The company's balances with fellow Group companies at 31 December 2025 are set out in notes 44 and 47.

The company's transactions with the pension funds are described in note 51. At 31 December 2025, no amounts were due from the pension schemes (2024: £nil).

All transactions and outstanding balances with fellow Group companies are priced on an arm's-length basis and are to be settled in cash. None of the balances are secured and no provisions have been made for doubtful debts for any amounts due from fellow Group companies.

57 Cash and cash equivalents

For the purposes of the company statement of cash flows, cash and cash equivalents comprise the following balances with less than three months until maturity from the date of acquisition:

	2025 £m	2024 £m
Cash at bank (excluding amounts held by employee benefit trust)	76.9	101.7



Notes to the Company Statements

57 Cash and cash equivalents continued

A reconciliation of the movements of financing liabilities and equity to cash flows arising from financing activities is as follows:

	Subordinated loan notes £m	Lease liabilities £m	Liabilities from financing activities £m	Share capital/ premium £m	Reserves £m	Retained earnings £m	Total equity £m	Total £m
At 1 January 2025	39.9	20.3	60.2	323.3	724.4	177.2	1,224.9	1,285.1
Changes from financing cash flows								
Proceeds from issue of share capital	-	-	-	6.9	-	-	6.9	6.9
Payments for share repurchases	-	-	-	-	(18.6)	-	(18.6)	(18.6)
Share buyback	-	-	-	(0.1)	0.1	(36.1)	(36.1)	(36.1)
Dividends paid	-	-	-	-	-	(98.4)	(98.4)	(98.4)
Interest charge	(2.3)	(2.2)	(4.5)	-	-	-	-	(4.5)
Payment for lease liabilities	-	(4.0)	(4.0)	-	-	-	-	(4.0)
Payment on exit of property leases	-	-	-	-	-	-	-	-
Total financing cash flows	(2.3)	(6.2)	(8.5)	6.8	(18.5)	(134.5)	(146.2)	(154.7)
Cancellation of Share Premium	-	-	-	(317.8)	-	317.8	-	-
Total non-cash movements¹	2.3	51.6	53.9	(317.8)	23.4	414.1	119.7	173.6
At 31 December 2025	39.9	65.7	105.6	12.3	729.3	456.8	1,198.4	1,304.0

1. Non-cash movements during the year relate to interest expense, additions to lease liabilities, cost of own shares vesting in reserves, and other movements in retained earnings per the SOCIE

	Subordinated loan notes £m	Lease liabilities £m	Liabilities from financing activities £m	Share capital/ premium £m	Reserves £m	Retained earnings £m	Total equity £m	Total £m
At 1 January 2024	39.9	45.7	85.6	317.7	736.9	135.3	1,189.9	1,275.5
Changes from financing cash flows								
Proceeds from issue of share capital	-	-	-	5.6	-	-	5.6	5.6
Payments for share repurchases	-	-	-	-	(22.0)	-	(22.0)	(22.0)
Dividends paid	-	-	-	-	-	(56.9)	(56.9)	(56.9)
Interest charge	(2.3)	(1.5)	(3.8)	-	-	-	-	(3.8)
Payment for lease liabilities	-	(5.3)	(5.3)	-	-	-	-	(5.3)
Payment on exit of property leases	-	(11.2)	(11.2)	-	-	-	-	(11.2)
Total financing cash flows	(2.3)	(18.0)	(20.3)	5.6	(22.0)	(56.9)	(73.3)	(93.6)
Total non-cash movements	2.3	(7.4)	(5.1)	-	9.5	98.9	108.4	103.3
At 31 December 2024	39.9	20.3	60.2	323.3	724.4	177.3	1,225.0	1,285.2



Notes to the Company Statements

58 Events after the balance sheet date

Subsequent to the year end, the £50 million share buyback programme was completed on 16 February 2026, with an additional 644,534 ordinary shares purchased and cancelled. On 27 February 2026 the Board announced an extension to the programme of up to £20 million, subject to regulatory approval. The buyback forms part of the Group's broader capital allocation strategy.

There have been no other material events occurring between the balance sheet date and the date of signing this report.



Alternative performance measures

Alternative Performance Measures (APMs) are a financial measure of historical or future financial performance, financial position, or cash flow, other than a financial measure under IFRS.

Reconciliation of underlying performance measures to closest equivalent IFRS measures

	Note	2025 £m (unless stated)	2024 £m (unless stated)
Operating income	4,5,6	923.3	895.9
Underlying operating expenses	7	(685.2)	(668.3)
Underlying profit before tax ¹		238.1	227.6
Charges in relation to client relationships and goodwill	21	(45.3)	(44.6)
Acquisition-related and integration costs	8	(39.9)	(83.4)
Profit before tax		152.9	99.6
Taxation	10	(40.6)	(34.1)
Profit after tax		112.3	65.5
Underlying profit after tax ²	12	177.4	167.7
Operating margin		16.6%	11.1%
Underlying operating margin ³		25.8%	25.4%
Weighted average number of shares in issue	12	104.1m	103.7m
Earnings per share (p)	12	107.9p	63.0p
Underlying earnings per share (p) ⁴	12	170.5p	161.6p
Monthly average total equity		1,358.8	1,363.5
Underlying monthly average total equity ⁵		1,397.4	1,401.0
ROCE ⁶		8.3%	4.8%
Underlying ROCE ⁷		13.1%	12.0%

1. Operating income less underlying operating expenses

2. Underlying profit before tax adjusted for tax on underlying operating expenses

3. Underlying profit before tax as a percentage of operating income

4. Underlying profit after tax divided by the weighted average number of shares in issue

5. Monthly average equity adjusted for underlying operating expenses

6. Profit after tax as a percentage of monthly average total equity

7. Underlying profit after tax as a percentage of monthly average total equity. The calculation has been amended relative to the prior year so that total equity is used in the calculation. This is to allow a more meaningful calculation of this metric. Of the increase of 110bps during 2025, 40bps of the total movement is due to the change in calculation methodology

In line with our business policy, we have classified charges in relation to client relationship intangibles and acquisition-related and integration costs as non-underlying costs, these are excluded from underlying profit.

Charges in relation to client relationships and goodwill (note 21)

As explained in notes 1.14 and 2.1, client relationship intangible assets are recognised when the Group acquires a business or investment management contracts as a result of the recruitment of experienced investment managers who have the capability to attract significant FUMA to the Group.

These intangible assets are amortised over the expected duration of the respective client relationships. Amortisation of £45.3 million has been charged to the income statement (2024: £44.6 million). This represents a significant non-cash profit and loss item which is excluded from underlying profit in order to present an alternative measure that represents largely cash-based results of the financial reporting period. Research analysts commonly exclude these amortisation costs when comparing the performance of firms in the wealth management industry.

Acquisition-related and integration costs (note 8)

Acquisition and integration-related costs are significant non-recurring costs that arise from strategic investments and corporate transactions to grow the business rather than from the business' operating activities, and are therefore excluded from underlying results.

These costs primarily comprise professional fees directly related to the execution of the relevant transaction, certain elements of deferred consideration payable to the vendors of acquired businesses that are conditional upon their continued employment with the Group, and the non-recurring costs of integrating the acquired businesses with those of the existing Group.

During 2025, £39.9 million of integration costs (2024: £75.5 million, acquisition and integration related) have been incurred in relation to the IW&I integration. This comprised £28.2 million of integration related staff costs (2024: £48.3 million), and £11.7 million of other integration costs (2024: £27.2 million), which form part of the total expected costs to deliver the integration and achieve the related synergies. Acquisition-related legal and professional costs of £nil were incurred in the prior year relating to the execution of the transaction. No acquisition-related legal and professional costs were recognised as non-underlying costs in 2025.



Alternative performance measures

Synergies achieved

Synergies recognised relating to the integration of IW&I are income or cost benefits to the Group which have arisen as a direct result of the integration. Synergies are tracked relative to a 2022 baseline with the reported amount being the annualised benefit to the income statement of synergies realised by the reporting date.

Deferred consideration

Deferred consideration costs are significant payments that form part of the total consideration payable under the terms of the acquisition agreement and are considered to be capital in nature, reflecting the cost to acquire the business and the transfer of its ownership. However, in accordance with IFRS 2, any deferred consideration that is payable to former shareholders of the acquired business who are required to remain in employment with the Group for a certain period must be treated as remuneration and expensed to the income statement over the period to which the employment condition applies.

In 2025, no deferred consideration payments were charged to the income statement in relation to the acquisition of Saunderson House (2024: £3.3 million).

Taxation

The corporation tax charge for 2025 was £40.6 million (2024: £34.1 million) (see note 10). The effective tax rate reduced to 26.6% in 2025 (2024: 34.2%), with the rate normalising as the impact of disallowable expenses incurred as a result of the IW&I acquisition no longer present.

The effective tax rate is expected to normally be around 2 percentage points above the statutory rate as a result of normal levels of disallowable costs.

Basic earnings per share

Basic earnings per share for the year ended 31 December 2025 were 107.9p (2024: 63.0p). On an underlying basis, basic earnings per share were 170.5p in 2025, compared to 161.6p in 2024 (see note 12). The increase in the year reflects the benefit to both underlying and statutory profit after tax of higher income growth and synergy delivery along with the share buyback over the second half of the year. Statutory profit also increased as a result of the reduction in integration costs incurred during the year.

Return on capital employed

The Board monitors the underlying return on capital employed (ROCE) as a key performance measure. For monitoring purposes, underlying ROCE is defined as underlying profit after tax expressed as a percentage of average total equity for the year.

Assessment of underlying return on capital is a key consideration for all investment decisions, particularly in relation to acquired growth.

In 2025, underlying ROCE was 13.1%¹ (2024: 12.0%) and statutory ROCE was 8.3% in 2025 (2024: 4.8%), both measures have improved due to higher income growth and synergy delivery along with the share buyback over the second half of the year. Statutory ROCE also benefited from the reduction in integration costs incurred during the year.

1. The calculation has been amended relative to the prior year so that total equity is used in the 2025 calculation. This is to allow a more meaningful calculation of this metric. Of the increase of 110bps during 2025, 40bps of the total movement is due to the change in calculation methodology.

Further information

Five-year record	210
Corporate information	210



Further information

Five-year record

	2025 £m	2024 £m	2023 ² £m	2022 ² £m	2021 ² £m
Operating income (and underlying operating income) ¹	923.3	895.9	571.1	455.9	435.9
Underlying profit before tax ¹	238.1	227.6	127.1	97.1	120.7
Profit before tax	152.9	99.6	57.6	64.1	95.0
Profit after tax	112.3	65.5	37.5	49.0	75.2
Equity dividends paid and proposed	102.7	96.9	62.9	49.3	49.5
Basic earnings per share	107.9p	63.0p	52.6p	83.6p	133.5p
Diluted earnings per share	104.7p	60.4p	50.8p	81.6p	129.3p
Underlying earnings per share ¹	170.5p	161.6p	135.8p	130.8p	172.2p
Dividends per ordinary share	99.0p	93.0p	87.0p	84.0p	81.0p
Equity shareholders' funds	1,352.0	1,359.4	1,350.2	634.8	623.3
Total funds under management and administration	£115.6bn	£109.2bn	£105.3bn	£60.2bn	£68.2bn

1. A reconciliation between the underlying measure and its closest IFRS equivalent for the current year and the prior year is shown on [page 207](#)

2. Data excludes IW&I

Glossary

To find a glossary of terms, including our alternative performance measures (APMs) please visit our [website](#).

Corporate information

	Wealth Management	Asset Management
Principal trading names	Rathbones Investment Management Rathbones Investment Management International Greenbank Investments Rathbones Trust Company Rathbones Legal Services Vision Independent Financial Planning Castle Investment Solutions Saunderson House Investec Wealth & Investment Investec Wealth & Investment (Channel Islands)	Rathbones Asset Management (formerly Rathbone Unit Trust Management)
Offices	22	2
Websites	rathbones.com rathbones.com/international rathbones.com/financial-planning greenbankinvestments.com investec.com/en_gb/wealth	rathbonesam.com

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