

This document is a free translation into English of the notice of meeting (avis de réunion) published in the Bulletin des Annonces Légales Obligatoires of 17 April 2023 in connection with the Combined General Meeting of Rothschild & Co to be held on 25 May 2023. It is provided solely for the convenience of English-speaking readers. In case of conflict, the French version shall prevail.

ROTHSCHILD & CO

A French Partnership limited by shares (*société en commandite par actions*) with a capital of €154 059 554
Registered office: 23 bis avenue de Messine – 75008 Paris (France)
Paris Trade and Companies Register number: 302 519 228
(the “**Company**”)

Notice of meeting

The shareholders of the Company are informed that they will be convened to the Combined (Ordinary and Extraordinary) General Meeting to be held on Thursday 25 May 2023 at 10:30 a.m. (Paris time), at the Conference Centre Etoile Saint Honoré, 21/25 rue Balzac – 75008 Paris (France) in order to decide on the agenda and proposed resolutions mentioned below.

Agenda

Within the remit of the Ordinary General Meeting

- Management report of the Managing Partner (*gérant*) in respect of the financial year ended 31 December 2022
- Managing Partner’s report on the ordinary resolutions
- Supervisory Board’s report to the General Meeting
- Supervisory Board’s report on corporate governance drawn up in accordance with Articles L.226-10-1 and L.22-10-78 of the French Commercial Code (*Code de commerce*)
- Statutory Auditors’ reports on the financial statements for the financial year ended 31 December 2022
- Statutory Auditors’ report on regulated agreements (*conventions réglementées*)
- Approval of the Company’s financial statements for the financial year ended 31 December 2022 **(1st resolution)**
- Appropriation of income for the financial year ended 31 December 2022 and setting the ordinary dividend **(2nd resolution)**
- Exceptional distribution of reserves **(3rd resolution)**
- Approval of the consolidated financial statements for the financial year ended 31 December 2022 **(4th resolution)**
- Statutory Auditors’ report on regulated agreements as referred to in Articles L.226-10 and L.225-38 *et seq.* of the French Commercial Code **(5th resolution)**
- Renewal of the appointment of Éric de Rothschild as a member of the Supervisory Board **(6th resolution)**
- Renewal of the appointment of Adam Keswick as a member of the Supervisory Board **(7th resolution)**
- Renewal of the appointment of Gilles Denoyel as a member of the Supervisory Board **(8th resolution)**
- Renewal of the appointment of Suet-Fern Lee as a member of the Supervisory Board **(9th resolution)**
- Renewal of the appointment of Lord Mark Sedwill as a member of the Supervisory Board **(10th resolution)**
- Renewal of the appointment of KPMG SA as Statutory Auditor **(11th resolution)**
- Renewal of the appointment of Cailliau Dedouit et Associés SA as Statutory Auditor **(12th resolution)**
- Approval of the remuneration policies applicable to the Managing Partner and to the Executive Chairman of the Managing Partner **(13th resolution)**
- Approval of the remuneration policy applicable to the members of the Supervisory Board **(14th resolution)**
- Approval of the information related to corporate officers’ remuneration referred to in Article L.22-10-9, I. of the French Commercial Code **(15th resolution)**

- Approval of the components of remuneration paid during, or awarded in respect of, the financial year ended 31 December 2022 to Rothschild & Co Gestion, the Managing Partner (**16th resolution**)
- Approval of the components of remuneration paid during, or awarded in respect of, the financial year ended 31 December 2022 to Alexandre de Rothschild, Executive Chairman of the Managing Partner (**17th resolution**)
- Approval of the components of remuneration paid during, or awarded in respect of, the financial year ended 31 December 2022 to David de Rothschild, Chairman of the Supervisory Board (**18th resolution**)
- Consultative vote, on a consolidated basis, on the total amount of compensation of any kind paid to persons identified in accordance with Article L.511-71 of the French Monetary and Financial Code (*Code monétaire et financier*) during the financial year ended 31 December 2022 (**19th resolution**)
- Authorisation granted to the Managing Partner to buy back the Company's shares (**20th resolution**)

Within the remit of the Extraordinary General Meeting

- Managing Partner's report on the extraordinary resolutions
- Supervisory Board's report to the General Meeting
- Amendment to Article 10.1.1 of the Company's memorandum and articles of association (the "Articles of Association") to determine the appointment process of the Supervisory Board members representing employees and set the term of office of Supervisory Board members to three years (**21st resolution**)
- Harmonisation of the Articles of Association (**22nd resolution**)
- Update of the Articles of Association (**23rd resolution**)
- Amendment to Article 10.2.2 of the Articles of Association to provide for written consultation of the Supervisory Board members (**24th resolution**)
- Miscellaneous amendments to the Articles of Association (**25th resolution**)

Within the remit of the Ordinary General Meeting

- Powers to carry out formalities (**26th resolution**)

Proposed resolutions

Resolutions within the remit of the Ordinary General Meeting

First resolution (Approval of the Company's financial statements for the financial year ended 31 December 2022) - The General Meeting, voting in accordance with the quorum and majority requirements for ordinary general meetings, and having considered the reports of the Managing Partner and the Supervisory Board as well as the Statutory Auditors' report on the Company's financial statements for the financial year ended 31 December 2022, approves the Company's financial statements for the financial year ended 31 December 2022, as presented – which show a net income of €858,994,079 – as well as the transactions reflected in the said financial statements or summarised in the said reports, and consequently, gives discharge to the Managing Partner for the performance of his duties for the financial year ended 31 December 2022.

Pursuant to Article 223 *quater* of the French Tax Code (*Code général des impôts*), the General Meeting takes note that no non-deductible expenses or charges, as referred to in Article 39, paragraph 4 of the said Code were incurred in the financial year ended 31 December 2022.

The General Meeting takes note of the approval of this resolution, by way of a separate deed, by the Company's General Partners.

Second resolution (Appropriation of income for the financial year ended 31 December 2022 and setting the ordinary dividend) - The General Meeting, voting in accordance with the quorum and majority requirements for ordinary general meetings, and having considered the reports of the Managing Partner and the Supervisory Board as well as the Statutory Auditors' report on the Company's financial statements for the financial year ended 31 December 2022, acknowledges that the Company's net income for the financial year ended 31 December 2022 is positive and amounts to €858,994,079, notes that this net income added to the retained earnings of €401,720,016, constitutes a distributable profit of €1,260,714,095, notes, in accordance with Article 14.1 of the

Company's Articles of Association, that an amount of €6,303,570, representing 0.5% of the distributable profit, is automatically allocated for payment to the Company's General Partners, being Rothschild & Co Gestion SAS and Rothschild & Co Commandité SAS, and resolves to appropriate the net income for the financial year ended 31 December 2022 as follows:

Net income for the financial year ended 31 December 2022	€858,994,079
Appropriation to the legal reserve	–
Retained earnings brought forward from prior years	€401,720,016
Distributable profit	€1,260,714,095
Profit share (<i>préciput</i>) allocated to the General Partners	€(6,303,570)
Appropriation	
• To the payment of an ordinary dividend of €1.40 per share	€107,841,688 ⁽¹⁾
• To retained earnings	€507,568,837
• To “Other reserves” item	€639,000,000 ⁽²⁾

(1) This amount is calculated based on the number of shares making up the Company's share capital as at 31 December 2022 (i.e. 77,029,777 shares), and may vary if the number of shares eligible for the dividend changes between 1 January 2023 and the ex-dividend date, depending in particular on changes in the number of treasury shares, which are not eligible for a dividend, in accordance with French law.

(2) Due to the exceptional profit of the year that arose from the dividend distribution resulting from the reorganisation of the Group by line of business in 2022 of €638.1 million (see Note 14 of the Company's financial statements for the financial year ended 31 December 2022) and given the level of retained earnings brought forward from prior years, it is propose to allocate €639 million to the "Other reserves" item.

The General Meeting notes that the ordinary dividend per share is set at €1.40.

The dividend referred to above is to be understood before any tax and/or social security withholdings that may apply to the shareholders concerned depending on their own situation. Dividends paid to individuals domiciled in France for tax purposes are in principle subject to a 12.8% flat tax (*prélèvement forfaitaire unique* or “PFU”) on the gross dividend amount (Article 200 A of the French Tax Code). In addition, the dividend is subject to social security contributions at a global rate of 17.2%.

Taxpayers may choose not to apply the PFU but to opt for an annual, express and irrevocable option for income tax. In this case, the dividends will be taxed according to the progressive income tax scale after the deduction of a 40% allowance (Articles 200 A, 2 and 158, 3, 2° of the French Tax Code). This option, which is global and concerns all income within the scope of the PFU, is to be exercised upon filing of the income statement and no later than on the filing deadline. The dividend is also subject to social security contributions at a global rate of 17.2%. The portion of the contributions relating to the *contribution sociale généralisée* (CSG) due on dividends, when they are subject to the progressive income tax scale, is, up to 6.8 points, deductible from the taxable income of the year of its payment (Article 154 *quinquies*, II of the French Tax Code).

Taxpayers whose reference tax income exceeds certain thresholds are subject to the exceptional contribution on high income at the rate, as the case may be, of 3% or 4% in accordance with Article 223 *sexies* of the French Tax Code.

The Company will not receive any dividends on treasury shares; the amount of the dividend corresponding to those shares will be automatically added to retained earnings. To this end, the General Meeting grants full powers to the Managing Partner to revise the final amount of the actual distribution and the final amount of retained earnings.

The ordinary dividend payment date is 31 May 2023, with an ex-dividend date of 29 May 2023.

In accordance with Article 243 *bis* of the French Tax Code, the General Meeting also takes note that the dividends distributed by the Company to the shareholders for the last three financial years are as follows:

	31/12/2021	31/12/2020	31/12/2019
Dividend per share ⁽¹⁾	€3.79 ⁽²⁾	€0.70	–
Total amount distributed	€280,658,367.95⁽³⁾	€52,281,513.90⁽³⁾	–

(1) The dividend corresponds to the income distributed to the shareholders for the financial year. In the event of an option, where applicable, for the progressive income tax scale, the entire dividend was eligible for the 40% deduction provided for in Article 158, 3, 2° of the French Tax Code.

(2) Including an interim dividend of €1.04 per share.

(3) In accordance with the authorisation given in the second resolutions of the 20 May 2021 and 19 May 2022 General Meetings, the Managing Partner revised the final amount of the actual distribution, as treasury shares held by the Company were not eligible for the dividend. The amount of the dividend corresponding to these shares was automatically added to retained earnings.

The General Meeting takes note of the approval of this resolution, by way of a separate deed, by the Company's General Partners.

Third resolution (Exceptional distribution of reserves) - The General Meeting, voting in accordance with the quorum and majority requirements for ordinary general meetings, and having considered the reports of the Managing Partner and the Supervisory Board, resolves to distribute, subject to the approval of the second resolution of this General Meeting and subject to the condition precedent of the signature by Rothschild & Co Concordia, before 31 December 2023, of a letter instructing a presenting bank to file a tender offer on the Company's shares (the "Condition"), on an exceptional basis, an amount of €8 per share (*i.e.* a total amount of €616,238,216 based on 77,029,777 shares making up the Company's share capital as at 31 December 2022, it being specified that this total amount may vary if the number of shares entitled to distribution changes between 1 January 2023 and the ex-date of the distribution, depending in particular on changes in the number of treasury shares held, which are not eligible for distribution). This amount will be deducted in full from the item "Other reserves".

If, at the time of payment of the exceptional distribution, the Company holds several treasury shares, the amount distributed corresponding to those shares will remain allocated to the item "Other reserves". To this end, the General Meeting grants full powers to the Managing Partner to revise the final amount of the actual distribution and the final amount of the item "Other reserves".

The exceptional distribution referred to above is to be understood before any tax and/or social withholding tax that may apply to the shareholders concerned depending on their own situation. Investment income derived from movable assets (*revenus de capitaux mobiliers*) paid to individuals domiciled in France for tax purposes are in principle subject to a 12.8% flat tax (*prélèvement forfaitaire unique* or "PFU") on the gross distribution amount (Article 200 A of the French Tax Code). In addition, the exceptional distribution is subject to social security contributions at a global rate of 17.2%.

Taxpayers may choose not to apply the PFU but to opt for an annual, express and irrevocable option for income tax. In this case, investment income derived from movable assets will be taxed according to the progressive income tax scale after the deduction of a 40% allowance (Articles 200 A, 2 and 158, 3, 2° of the French Tax Code). This option, which is global and concerns all income within the scope of the PFU, is to be exercised upon filing of the income statement and no later than on the filing deadline. The exceptional distribution is also subject to social security contributions at a global rate of 17.2%. The portion of the social security contributions relating to the *contribution sociale généralisée* (CSG) due on investment income derived from movable assets, when they are subject to the progressive income tax scale, is, up to 6.8 points, deductible from the taxable income of the year of its payment (Article 154 *quinquies*, II of the French Tax Code).

Taxpayers whose reference tax income exceeds certain thresholds are subject to the exceptional contribution on high income at the rate, as the case may be, of 3% or 4% in accordance with Article 223 *sexies* of the French Tax Code.

Following the exceptional distribution (and on the basis of a number of 77,029,777 shares eligible for distribution), the item "Other reserves" would amount to €176 million.

The General Meeting grants full powers to the Managing Partner to acknowledge the completion of the Condition and to set the ex-date of the exceptional distribution and its payment date.

The General Meeting takes note of the approval of this resolution, by way of a separate deed, by the Company's General Partners.

Fourth resolution (Approval of the consolidated financial statements for the financial year ended 31 December 2022) - The General Meeting, voting in accordance with the quorum and majority requirements for ordinary general meetings, and having considered the reports of the Managing Partner and the Supervisory Board, as well as the Statutory Auditors' report on the consolidated financial statements for the financial year ended 31 December 2022, approves the Company's consolidated financial statements for the financial year ended 31 December 2022, as presented – which show net banking income of €2,965,394 thousand, consolidated net income of €800,783 thousand and net income – Group share of €605,632 thousand, – as well as the transactions reflected in the said financial statements or summarised in the said reports.

The General Meeting takes note of the approval of this resolution, by way of a separate deed, by the Company's General Partners.

Fifth resolution (Statutory Auditors' report on regulated agreements as referred to in Articles L.226-10 and L.225-38 et seq. of the French Commercial Code) - The General Meeting, voting in accordance with the quorum and majority requirements for ordinary general meetings, takes note of the Statutory Auditors' report on regulated agreements as referred to in Articles L.226-10 and L.225-38 et seq. of the French Commercial Code, which does not mention any new agreement, falling in the scope of the aforementioned articles, entered into during the financial year ended 31 December 2022.

The General Partners of the Company did not vote on this resolution.

Sixth resolution (Renewal of the appointment of Éric de Rothschild as a member of the Supervisory Board) - The General Meeting, voting in accordance with the quorum and majority requirements for ordinary general meetings, and having considered the reports of the Managing Partner and the Supervisory Board, notes that Éric de Rothschild's term of office as a member of the Supervisory Board will expire at the end of this General Meeting, and resolves to renew the appointment of Éric de Rothschild as a member of the Supervisory Board for a term of three years, which will expire at the end of the General Meeting to be convened in 2026 to approve the financial statements for the preceding financial year.

The General Partners of the Company did not vote on this resolution.

Seventh resolution (Renewal of the appointment of Adam Keswick as a member of the Supervisory Board) - The General Meeting, voting in accordance with the quorum and majority requirements for ordinary general meetings, and having considered the reports of the Managing Partner and the Supervisory Board, notes that Adam Keswick's term of office as a member of the Supervisory Board will expire at the end of this General Meeting, and resolves to renew the appointment of Adam Keswick as a member of the Supervisory Board for a term of three years, which will expire at the end of the General Meeting to be convened in 2026 to approve the financial statements for the preceding financial year.

The General Partners of the Company did not vote on this resolution.

Eighth resolution (Renewal of the appointment of Gilles Denoyel as a member of the Supervisory Board) - The General Meeting, voting in accordance with the quorum and majority requirements for ordinary general meetings, and having considered the reports of the Managing Partner and the Supervisory Board, notes that Gilles Denoyel's term of office as a member of the Supervisory Board will expire at the end of this General Meeting, and resolves to renew the appointment of Gilles Denoyel as a member of the Supervisory Board for a term of three years, which will expire at the end of the General Meeting to be convened in 2026 to approve the financial statements for the preceding financial year.

The General Partners of the Company did not vote on this resolution.

Ninth resolution (Renewal of the appointment of Suet-Fern Lee as a member of the Supervisory Board) - The General Meeting, voting in accordance with the quorum and majority requirements for ordinary general meetings, and having considered the reports of the Managing Partner and the Supervisory Board, notes that Suet-Fern Lee's term of office as a member of the Supervisory Board will expire at the end of this General Meeting, and resolves to renew the appointment of Suet-Fern Lee as a member of the Supervisory Board for a term of three years, which will expire at the end of the General Meeting to be convened in 2026 to approve the financial statements for the preceding financial year.

The General Partners of the Company did not vote on this resolution.

Tenth resolution (Renewal of the appointment of Lord Mark Sedwill as a member of the Supervisory Board) - The General Meeting, voting in accordance with the quorum and majority requirements for ordinary general meetings, and having considered the reports of the Managing Partner and the Supervisory Board, notes that Lord Mark Sedwill's term of office as a member of the Supervisory Board will expire at the end of this General Meeting, and resolves to renew the appointment of Lord Mark Sedwill as a member of the Supervisory Board for a term of three years, which will expire at the end of the General Meeting to be convened in 2026 to approve the financial statements for the preceding financial year.

The General Partners of the Company did not vote on this resolution.

Eleventh resolution (Renewal of the appointment of KPMG SA as Statutory Auditor) - The General Meeting, voting in accordance with the quorum and majority requirements for ordinary general meetings, and having considered the Supervisory Board's report, notes that KPMG SA's term of office as Statutory Auditor of the Company will expire at the end of this General Meeting, and resolves to renew the appointment of KPMG SA as Statutory Auditor of the Company for a period of six financial years, which will expire at the end of the General Meeting to be convened in 2029 to approve the financial statements for the financial year ended 31 December 2028.

The General Partners of the Company did not vote on this resolution.

Twelfth resolution (Renewal of the appointment of Cailliau Dedouit et Associés SA as Statutory Auditor) - The General Meeting, voting in accordance with the quorum and majority requirements for ordinary general meetings, and having considered the Supervisory Board's report, notes that Cailliau Dedouit et Associés SA's term of office as Statutory Auditor of the Company will expire at the end of this General Meeting, and resolves to renew the appointment of Cailliau Dedouit et Associés SA as Statutory Auditor of the Company for a period of six financial years, which will expire at the end of the General Meeting to be convened in 2029 to approve the financial statements for the financial year ended 31 December 2028.

The General Partners of the Company did not vote on this resolution.

Thirteenth resolution (Approval of the remuneration policies applicable to the Managing Partner and to the Executive Chairman of the Managing Partner) - In accordance with Article L.22-10-76 of the French Commercial Code, the General Meeting, voting in accordance with the quorum and majority requirements for ordinary general meetings, and having considered the Supervisory Board's report on corporate governance, approves the remuneration policies applicable to the Company's Managing Partner and the Executive Chairman of the Managing Partner, as presented in Section 6.3.1, paragraph "Remuneration policies applicable to the Managing Partner and the Executive Chairman of the Managing Partner" of the Supervisory Board's report on corporate governance, on pages 187 and 188 of the Annual Report 2022.

The General Meeting takes note of the approval of this resolution, by way of a separate deed, by the Company's General Partners.

Fourteenth resolution (Approval of the remuneration policy applicable to the members of the Supervisory Board) - In accordance with Article L.22-10-76 of the French Commercial Code, the General Meeting, voting in accordance with the quorum and majority requirements for ordinary general meetings, and having considered the Supervisory Board's report on corporate governance, approves the remuneration policy applicable to the members of the Supervisory Board, as presented in Section 6.3.1, paragraph "Remuneration policy applicable to the Supervisory Board members" of the Supervisory Board's report on corporate governance, on pages 188 and 189 of the Annual Report 2022.

The General Meeting takes note of the approval of this resolution, by way of a separate deed, by the Company's General Partners.

Fifteenth resolution (Approval of the information related to corporate officers' remuneration referred to in Article L.22-10-9, I. of the French Commercial Code) - In accordance with Article L.22-10-77, I. of the French Commercial Code, the General Meeting, voting in accordance with the quorum and majority requirements for ordinary general meetings, and having considered the Supervisory Board's report on corporate governance, approves the information referred to in Article L.22-10-9, I. of the French Commercial Code, as presented in Section 6.3.2 of the Supervisory Board's report on corporate governance, on pages 189 *et seq.* of the Annual Report 2022.

The General Meeting takes note of the approval of this resolution, by way of a separate deed, by the Company's General Partners.

Sixteenth resolution (Approval of the components of remuneration paid during, or awarded in respect of, the financial year ended 31 December 2022 to Rothschild & Co Gestion, the Managing Partner) – In accordance with Article L.22-10-77, II. of the French Commercial Code, the General Meeting, voting in accordance with the quorum and majority requirements for ordinary general meetings, and having considered the Supervisory Board's report on corporate governance, approves the fixed, variable and exceptional components constituting the total remuneration and benefits in kind paid during, or awarded in respect of, the financial year ended 31 December 2022 to Rothschild & Co Gestion SAS, Managing Partner of the Company, as presented in Section 6.3.2, paragraph "Remuneration of the Managing Partner of Rothschild & Co" of the Supervisory Board's report on corporate governance, on page 189 of the Annual Report 2022.

The General Meeting takes note of the approval of this resolution, by way of a separate deed, by the Company's General Partners.

Seventeenth resolution (Approval of the components of remuneration paid during, or awarded in respect of, the financial year ended 31 December 2022 to Alexandre de Rothschild, Executive Chairman of the Managing Partner) - The General Meeting, voting in accordance with the quorum and majority requirements for ordinary general meetings, and having considered the Supervisory Board's report on corporate governance, approves the fixed, variable and exceptional components constituting the total remuneration and benefits in kind paid during, or awarded in respect of, the financial year ended 31 December 2022 to Alexandre de Rothschild, Executive Chairman of Rothschild & Co Gestion SAS, the Company's Managing Partner, as presented in Section 6.3.2, paragraph "Remuneration of the Executive Chairman of the Managing Partner" of the Supervisory Board's report on corporate governance, on pages 189 *et seq.* of the Annual Report 2022.

The General Meeting takes note of the approval of this resolution, by way of a separate deed, by the Company's General Partners.

Eighteenth resolution (Approval of the components of remuneration paid during, or awarded in respect of, the financial year ended 31 December 2022 to David de Rothschild, Chairman of the Supervisory Board) - In accordance with Article L.22-10-77, II. of the French Commercial Code, the General Meeting, voting in accordance with the quorum and majority requirements for ordinary general meetings, and having considered the Supervisory Board's report on corporate governance, approves the fixed, variable and exceptional components constituting the total remuneration and benefits in kind paid during, or awarded in respect of, the financial year ended 31 December 2022 to David de Rothschild, Chairman of the Supervisory Board, as presented in Section 6.3.2, paragraph "Remuneration of Supervisory Board members" of the Supervisory Board's report on corporate governance, on page 191 of the Annual Report 2022.

The General Meeting takes note of the approval of this resolution, by way of a separate deed, by the Company's General Partners.

Nineteenth resolution (Consultative vote, on a consolidated basis, on the total amount of compensation of any kind paid to persons identified in accordance with Article L.511-71 of the French Monetary and Financial Code (Code monétaire et financier) during the financial year ended 31 December 2022) – The General Meeting, having considered the reports of the Managing Partner and the Supervisory Board, consulted pursuant to Article L.511-73 of the French Monetary and Financial Code (*Code monétaire et financier*), approves, on a consolidated basis, the total amount of compensation of any kind paid to persons identified in accordance with Article L.511-71 of the French Monetary and Financial Code during the financial year ended 31 December 2022, which amounts to €81.5 million.

The General Meeting takes note of the approval of this resolution, by way of a separate deed, by the Company's General Partners.

Twentieth resolution (Authorisation granted to the Managing Partner to buy back the Company's shares) - The General Meeting, voting in accordance with the quorum and majority requirements for ordinary general meetings, and having considered the reports of the Managing Partner and the Supervisory Board, in accordance with, *inter alia*, Articles L.22-10-62 *et seq.* of the French Commercial Code and Articles L.225-210 *et seq.* of the said Code as referred from Article L.226-1 of the said Code, and Regulation (EU) No. 596/2014 of 16 April 2014 on market abuse (MAR), authorises the Managing Partner to arrange for the Company to buy back its own shares, either directly or through an intermediary, subject to the limits stipulated by the applicable laws and regulations and the following terms and conditions:

(1) the number of shares purchased by the Company during the term of the share buyback programme must not exceed 10% of the total number of shares making up the Company's share capital at any time, with this percentage applying to the amount of the share capital as adjusted following transactions that will affect it subsequently to this General Meeting. In accordance with Article L.22-10-62 of the French Commercial Code, the number of shares used as a basis for calculating the 10% limit is the number of shares bought, less the number of shares sold during the term of the authorisation if the shares were purchased to provide liquidity under the conditions defined by the General Regulation of the French financial markets authority (*Autorité des Marchés Financiers*, or AMF); and

(2) the Company must not at any time own, directly or indirectly, more than 10% of its own shares on the date in question.

Purchases, sales, exchanges or transfers of shares may be carried out and settled by any means that are currently authorised or that may be authorised in the future, in one or more transactions, on any markets, including through multilateral trading systems (MTF), or *via* a systematic internaliser or over-the-counter, including by acquisition or sale of blocks (without limiting the part of the share buyback programme that may be carried out in this way),

by public offer to purchase or exchange or the use of options or derivatives (in compliance with applicable legal and regulatory requirements), excluding the sale of put options, and at the times that the Managing Partner deems appropriate, excluding during a public offer initiated by a third party for the shares of the Company, and until the end of the offer period, in accordance with stock market regulations, either directly or indirectly through an investment services provider. The shares bought back pursuant to this authorisation may be held, sold, or, more generally transferred by any means, including through block trades and at any time, including during a public offer.

The Company may use this authorisation, in compliance with the applicable laws and regulations and the market practices accepted by the AMF, for the following purposes:

(1) to maintain a secondary market and the liquidity for the Company's shares through transactions carried out under a liquidity contract entered into with an investment services provider acting independently and in accordance with market practices accepted by the AMF;

(2) to cancel some or all of the shares purchased;

(3) to grant or sell shares to meet obligations related to stock option plans (in accordance with Articles L.225-179 *et seq.* of the French Commercial Code) or free share plans (in accordance with Articles L.225-197-1 *et seq.* of the French Commercial Code), to allot shares under statutory profit-sharing schemes and/or any other allotment to employees and corporate officers, including for the implementation of company savings plans (in accordance with Articles L.3332-1 *et seq.* of the French Labour Code (*Code du travail*)) or any foreign-law share ownership plan set up for employees and/or corporate officers of the Company and of affiliated companies and economic interest groups in accordance with the terms and conditions provided for by law;

(4) more generally, to award ordinary shares of the Company to employees and/or corporate officers of the Company and of affiliated companies and economic interest groups, particularly as variable compensation for staff members whose professional activities have a material impact on the risk profile of the Group and/or on the risk profile of the regulated entities of the Group;

(5) to deliver shares upon the exercise of rights attached to securities that entitle their holders to the allotment of the Company's shares on redemption, conversion, exchange, presentation of a warrant or otherwise;

(6) to hold and subsequently deliver by way of payment, exchange or otherwise in accordance with Article L.22-10-62 paragraph 6 of the French Commercial Code and, more generally, in connection with mergers, spin-offs, asset-for-share transfers or external growth transactions, it being specified that the said Article L.22-10-62 paragraph 6 provides that the number of shares bought back by the Company with a view to holding them for their subsequent delivery in connection with a merger, spin-off or asset-for-share transfer may not exceed 5% of the Company's share capital; and

(7) more generally, any other purpose that complies with current, or will comply with future, laws and regulations and in particular any other practice accepted or recognised – currently or in the future – by the applicable regulations or the AMF.

The General Meeting resolves that the maximum purchase price is set at €50 per share, excluding acquisition costs, with this maximum price only applying to acquisitions decided as from the date of this General Meeting and not to any futures transactions set up pursuant to any share buyback authorisation granted at a previous General Meeting that provides for the buyback of shares subsequent to the date of this General Meeting.

The General Meeting grants the Managing Partner the power – with the possibility to sub-delegate such power in accordance with the law or the Articles of Association – to adjust this amount to reflect a change in the par value of the shares, a capital increase by capitalisation of reserves, a bonus share issue, a stock split or reverse stock split, a distribution of reserves or of any other assets, a redemption of capital or any other transaction affecting shareholders' equity.

Pursuant to Article R.225-151 of the French Commercial Code, the General Meeting sets the total maximum amount of the share buyback programme authorised above at €385,148,850 (excluding acquisition costs) based on the maximum purchase price of €50 per share applied to the maximum number of 7,702,977 shares that may theoretically be bought back based on the share capital at 31 December 2022 and excluding treasury shares already held by the Company.

The Managing Partner shall ensure that the buybacks are conducted in compliance with prudential requirements as laid down in the applicable regulations and by the ACPR (*Autorité de contrôle prudentiel et de résolution*).

The General Meeting grants full powers to the Managing Partner – with the possibility to sub-delegate such powers in accordance with the law – to use this authorisation and to set the relevant terms and conditions, to place all orders, either on or off market, to enter into any agreement, to allocate or reallocate the shares acquired to the various purposes provided for above in compliance with the applicable laws and regulations, to set the terms and conditions where required to protect the rights of holders of securities or options in accordance with the applicable laws and regulations and any contractual provisions, to make the required declarations to the AMF, the ACPR and any other competent authority and carry out all formalities, and, in general, to take all actions required to implement this resolution.

This authorisation, which supersedes the unused portion of the authorisation given for the same purpose to the Managing Partner in the 20th resolution of the Combined General Meeting held on 19 May 2022, is given for a period of 18 months as from the date of this General Meeting.

The General Meeting takes note of the approval of this resolution, by way of a separate deed, by the Company's General Partners.

Resolutions within the remit of the Extraordinary General Meeting

Twenty-first resolution (Amendment to Article 10.1.1 of the Company's memorandum and articles of association (the "Articles of Association") to determine the appointment process of the Supervisory Board members representing employees and set the term of office of Supervisory Board members to three years) - The General Meeting, voting in accordance with the quorum and majority requirements for extraordinary general meetings, and having considered the reports of the Managing Partner and the Supervisory Board, in accordance in particular with Article L.225-79-2 of the French Commercial Code as referred from Article L.226-5-1 of the said Code, decides to amend Article 10.1.1 of the Articles of Association entitled "Members" as follows (with the amendments emphasized in bold):

"The Supervisory Board shall consist of six to eighteen members, shareholders of the Company, who are appointed and removed from office by the Ordinary General Meeting of shareholders. Shareholders who also have the status of general partner shall not be entitled to vote. The number of members of the Supervisory Board over 75 years of age may not be more than one third of the members in office; if said proportion is exceeded, the members who must leave the Supervisory Board in order to maintain compliance with said proportion shall be deemed to have automatically resigned from office, starting with the oldest.

In addition, where the conditions provided for by regulation are met, the Supervisory Board comprises one or two members representing employees.

By exception to the above, the Supervisory Board members representing employees are not required to be shareholders.

The Supervisory Board member(s) representing employees is (are) appointed by the work council (Comité Social et Économique) of the Company.

When the number of Supervisory Board members appointed by the Ordinary General Meeting of shareholders exceeds eight, a second member of the Supervisory Board representing employees is appointed in accordance with the aforementioned procedures.

When the number of members of the Supervisory Board appointed by the Ordinary General Meeting of shareholders becomes equal to or less than eight, the current term of office of the second member of the Supervisory Board representing employees continues until its end and is not renewed.

The number of Supervisory Board members appointed by the Ordinary General Meeting of shareholders to be taken into account in determining the number of Supervisory Board members representing employees is assessed on the date of appointment of the Supervisory Board member(s) representing employees.

The term of office of the Supervisory Board member(s) representing employees ends by anticipation in the conditions provided for by law and this article, and in particular in the event of termination of their employment contract. In the event that the Company is no longer required to appoint one or more Supervisory Board members representing employees, or could claim a derogation, pursuant to applicable regulation, the current term of office of the Supervisory Board member(s) representing employees will end six months after the day following the meeting at which the Supervisory Board acknowledges the occurrence of such event.

~~The Ordinary General Meeting of Shareholders shall decide~~ The term of office of each member of the Supervisory Board is of three years (renewable). If there is a vacancy as a result of death, resignation or for any other reason, of a member of the Supervisory Board designated by the Ordinary General Meeting of shareholders, the Supervisory Board may temporarily co-opt one or more members as a replacement for the remaining term of office of the replaced member; any co-option shall be approved by the next Ordinary General Meeting of shareholders. If it is not, the decisions of the Supervisory Board taken during the term of office of the co-opted member shall remain valid nonetheless.

In the event of a vacancy for any reason of one or more members of the Supervisory Board representing employees, the vacant seat(s) will be filled under the conditions provided for by applicable regulation.

The Supervisory Board shall freely distribute all or some of any remuneration that the Ordinary General Meeting of shareholders grants to it between its members.”

The General Meeting takes note of the approval of this resolution, by way of a separate deed, by the Company's General Partners.

Twenty-second resolution (Harmonisation of the Articles of Association) - The General Meeting, voting in accordance with the quorum and majority requirements for extraordinary general meetings, and having considered the reports of the Managing Partner and the Supervisory Board, decides:

Regarding the duties of the Supervisory Board:

- to align Article 10.2.3 of the Articles of Association with the provisions of Articles L.226-10-1 and L.22-10-78 of the French Commercial Code by replacing the obsolete reference to the Chairman's report on internal control with a reference to the report on corporate governance,
- to amend accordingly and as follows the last sentence of the antepenultimate paragraph of Article 10.2.3 of the Articles of Association, the rest of the Article remaining unchanged:

“It shall approve its Chairman's report on internal control will draw up the report on corporate governance.”

Regarding the recognition of votes at general meetings as part of the majority calculation:

- to bring Article 11.1 of the Articles of Association into line with the provisions of Articles L.225-98 and L.225-96 of the French Commercial Code as amended by Law No 2019-744 of 19 July 2019 which excluded abstentions from the votes cast taken into account for the calculation of the majority at general meetings;
- to amend accordingly and as follows the first paragraph of Article 11.1 of the Articles of Association, the rest of the Article remaining unchanged:

“General Meetings are convened by the Managing Partner or by the Supervisory Board and decisions are made, in the conditions provided for by law, by a simple majority of the votes of cast by shareholders attending or represented at the meeting in the case of an Ordinary General Meeting, and by a two thirds majority of the votes of cast by shareholders attending or represented at the meeting in the case of an Extraordinary General Meeting.”

The General Meeting takes note of the approval of this resolution, by way of a separate deed, by the Company's General Partners.

Twenty-third resolution (Update of the Articles of Association) - The General Meeting, voting in accordance with the quorum and majority requirements for extraordinary general meetings, and having considered the reports of the Managing Partner and the Supervisory Board, decides to update the Articles of Association by deleting the references, which have become obsolete, to the investment and voting rights certificates and consequently:

- to amend Article 7.1 of the Articles of Association as follows:

“The shares and investment certificates issued by the Company are in registered form until they are fully paid up, and then, at the holder's option, they are in a registered or bearer form. Voting right certificates shall be in registered form.”

- to amend the first and fifth paragraphs of Article 7.3 of the Articles of Association as follows, the rest of the Article remaining unchanged:

“Without prejudice to the provisions of the law, any individual or legal entity, acting alone or in concert with others, holding shares or investment certificates in bearer form and that comes into possession of a number of shares, investment certificates or voting rights equal to or greater than 1% of the total number of the

Company's shares ~~and investment certificates~~, or of voting rights in the Company, and each time it crosses a multiple of this threshold in terms of share capital or voting rights, must inform the Company within the timeframe provided by law, by registered letter with acknowledgement of receipt, stating whether the number of shares, ~~investment certificates~~ or voting rights are or are not held on behalf of, under the control of or in concert with other individuals or legal entities.

[...]

Without prejudice to the penalties provided for by law, in the event of failure to comply with the disclosure obligation provided for above, pursuant to a request recorded in the minutes of the General Meeting, by one or more shareholders ~~or holders of voting right certificates~~ holding at least five per cent (5%) of the Company's voting rights, the securities that exceed the fraction that should have been declared shall be deprived of voting rights at all General Meetings held for a period of two years following the date on which a threshold declaration is sent to the Company's registered office by registered letter with acknowledgement of receipt."

- to amend Article 7.5 of the Articles of Association as follows:

~~Article 7.5.1 Common stipulations~~

Whenever it is necessary to hold several of the Company's securities in order to exercise any right, single securities or a number that falls below the required number shall not grant their holder any rights against the Company. Where appropriate, their holders must make their own arrangements to pool them and, possibly, purchase or sell the necessary number of securities.

~~Article 7.5.2 Stipulations applicable to shares and investment certificates~~

Each share ~~and each investment certificate~~ gives entitlement to ownership of the Company's assets, profit sharing and the winding-up dividend payable to owners of equity capital, in proportion to the fraction of the capital it represents, subject to the rights of the general partners."

- to amend the third, fourth and fifth paragraphs of Article 11.1 of the Articles of Association as follows, the rest of the Article remaining unchanged:

"Any shareholder ~~or bearer of voting rights certificates~~ shall be entitled to attend General Meetings under statutory conditions and the terms and conditions hereof. Said persons may send their proxy form or postal vote for any General Meeting of shareholders in writing or electronically, under statutory conditions. Managing Partner shall be entitled to accept any proxy form, voting form or certificate of attendance received or submitted up until the date of the General Meeting of shareholders. By Managing Partner decision published in the notice of the meeting or notice to attend to use such means of telecommunication, shareholders ~~and bearers of voting rights certificates~~ who attend the General Meeting of shareholders via videoconference or by means of telephone conference enabling them to be identified shall be deemed to be present for the purpose of calculating the quorum and majority.

Except when provided by law, each share ~~and voting right certificate~~ entitles to one voting right in the General Meetings. However, the holder of any fully paid share, held in the form of registered shares for at least two years in the name of a single holder, will be entitled to two voting rights per share, without any limitation. In case of capital increase, by incorporation of reserves, benefits or issue premiums, the double voting right is, as from the issuance date, attributed to the registered shares allocated to a shareholder as a consequence of former shares for which he benefits from a double voting right. In the event of any transfer following inheritance, liquidation of marital property between spouses or donation inter vivos in favour of a spouse or relative entitled to inherit, the right remains acquired and the period hereinabove referred to is not interrupted. The double voting right is cancelled ipso jure of any share transferred for any other cause.

In case of division of shares ~~and voting rights certificate~~ ownership, the voting right attached to the share ~~or to the voting rights certificate~~ is exercised by the bare owner, except on decisions relating to the appropriation of income, where it is exercised by the beneficial owner."

The General Meeting takes note of the approval of this resolution, by way of a separate deed, by the Company's General Partners.

Twenty-fourth resolution (Amendment to Article 10.2.2 of the Articles of Association to provide for written consultation of the Supervisory Board members) - The General Meeting, voting in accordance with the quorum and majority requirements for extraordinary general meetings, and having considered the reports of the Managing Partner and the Supervisory Board, decides to provide for the possibility for the members of the Supervisory Board to take decisions by means of written consultation, and consequently to add the following paragraph at the end of Article 10.2.2 of the Articles of Association, the rest of the Article remaining unchanged.

“The Supervisory Board may also take decisions by written consultation of its members.”

The General Meeting takes note of the approval of this resolution, by way of a separate deed, by the Company’s General Partners.

Twenty-fifth resolution (Miscellaneous amendments to the Articles of Association) - The General Meeting, voting in accordance with the quorum and majority requirements for extraordinary general meetings, and having considered the reports of the Managing Partner and the Supervisory Board, decides:

- to adjust the wording of Article 10.2.4 of the Articles of Association providing for the possibility for the Supervisory Board to establish terms of reference in order to reflect that such terms of reference are already in force;
- to amend Article 10.2.4 of the Articles of Association accordingly and as follows:

“The Supervisory Board’s terms of reference specify ~~may draw up Internal Rules and Regulations in which it may~~, in particular, ~~lay down~~ the terms and conditions of its meetings, deliberations and the performance of its duties, in accordance with applicable law and the Articles of Association.”

The General Meeting takes note of the approval of this resolution, by way of a separate deed, by the Company’s General Partners.

Resolutions within the remit of the Ordinary General Meeting

Twenty-sixth resolution (Powers to carry out formalities) - The General Meeting grants full powers to the bearer of an original, a copy, or an excerpt of the minutes of this General Meeting to carry out all necessary filings, publications and other formalities.

The General Meeting takes note of the approval of this resolution, by way of a separate deed, by the Company’s General Partners.

How to participate in the General Meeting?

1. Participation conditions for the General Meeting

All the shareholders, regardless of the number of shares they hold, are entitled to attend the General Meeting, to vote by post or Internet or to appoint a proxy.

Nevertheless, pursuant to Article R.22-10-28 of the French Commercial Code (*Code de commerce*), in order to be able to take part in the General Meeting, shareholders must prove that their shares have been registered in an account in their name or in the name of a validly registered intermediary by 00:00 (Paris time) two business days (*i.e.* trading days) prior to the General Meeting, *i.e.* **Tuesday 23 May 2023, at 00:00 a.m. (Paris time)**.

For registered shareholders (pure or administered)

The registration of shares in a registered share account, as specified above, is sufficient to allow you to take part in the General Meeting. Société Générale Securities Services will therefore issue proof that you are a shareholder.

For bearer shareholders

Proof that the shares have been registered in a bearer share account, as specified above, must be provided in the form of a certificate of share ownership (*attestation de participation*) issued by the accredited banking or financial intermediary that holds your share account and attached to the voting form or request for an attendance card (*carte d’admission*) prepared in your name or on your behalf if represented by a registered intermediary. The accredited banking or financial intermediary that holds your share account will therefore be responsible for issuing proof that you are a shareholder and producing a certificate of share ownership, as specified above, to the General Meeting coordinator (Société Générale Securities Services).

2. General Meeting coordinator

The General Meeting is coordinated by Société Générale Securities Services:

Mailing address: Société Générale Securities Services

Service Assemblées Générales

32, rue du Champ de Tir

CS 30812

44308 Nantes Cedex 3

Website: <https://www.securities-services.societegenerale.com/fr/>

3. Ways to participate in the General Meeting

3.1 Attend the General Meeting in person

If you plan to attend the General Meeting in person, you must inform Société Générale by requesting an attendance card as follows:

- **For registered shareholders** (pure or administered)

If you have opted for the e-convening, you will receive by email a link to log on to the website www.sharinbox.societegenerale.com, from **Friday 5 May 2023 at 09:00 a.m. (Paris time) to Wednesday 24 May 2023 at 03:00 p.m. (Paris time)**, using the identifier indicated on your portfolio statement if your shares are registered in pure form, or on the mail you will have received if your shares are registered in administered form, or with your login email address if you already activated your Sharinbox by SG Markets account. On the home page, click on the “Reply” button in the “Shareholders’ General Meeting” frame, then click on “Participate”. You will then automatically access the VOTACCESS voting website and may choose to receive or print yourself your attendance card if you wish so.

If you have not opted for the e-convening, you will receive the documents of the General Meeting by post. You can then obtain your attendance card by returning the proxy form on which appears the request for an attendance card, in the pre-paid envelope attached to the General Meeting documents. Simply check box “I wish to attend the shareholder’s meeting”, enter your name and address (or if your name and address are already there, check that they are correct), date and sign the form.

- **For bearer shareholders**

If the intermediary that holds your share account is connected to the VOTACCESS website, log on the internet portal of your bank or broker with your usual access codes, click on the icon that appears on the line corresponding to your Rothschild & Co shares and follow the instructions given on the screen in order to access the VOTACCESS website **from Friday 5 May 2023 at 09:00 a.m. (Paris time) to Wednesday 24 May 2023 at 03:00 p.m. (Paris time)**. You may then choose to receive or print yourself your attendance card if you wish so.

If the intermediary that holds your share account is not connected to the VOTACCESS website, you must inform the banking or financial intermediary that holds your share account that you wish to attend the General Meeting in person and request an attendance card. The authorised intermediary that holds your share account will forward your certificate of share ownership to Société Générale Securities Services, Service Assemblées Générales, 32, rue du Champ de Tir, CS 30812, 44308 Nantes Cedex 3, which will send the attendance card.

If you do not receive your card in time, you will nevertheless be granted admittance to the General Meeting if you present the certificate of share ownership (*attestation de participation*) issued by the intermediary that holds your share account and which proves the registration of your shares two business days prior to the General Meeting.

3.2 Vote personally or by proxy by Internet (VOTACCESS)

As in previous years, Rothschild & Co offers to its shareholders the possibility to vote or to give proxy by Internet, before the General Meeting to be held on 25 May 2023, on the secure voting platform VOTACCESS.

The VOTACCESS website will be open from **Friday 5 May 2023 at 09:00 a.m. (Paris time)**.

The ability to vote by internet before the General Meeting will end the day before the Meeting, *i.e.* **Wednesday 24 May 2023 at 03:00 p.m. (Paris time)**.

However, in order to avoid any possible congestion on the VOTACCESS site, shareholders are advised not to wait until the day before the General Meeting to vote.

In order to vote personally or by proxy by Internet, you should act as follows:

- **For registered shareholders** (pure or administered)

If you wish to vote, appoint or revoke a proxy by Internet, access the VOTACCESS website *via* the following website: www.sharinbox.societegenerale.com, using the identifier indicated on your portfolio statement if your shares are registered in pure form, or on the mail you will have received if your shares are registered in administered form, or with your login email address if you already activated your Sharinbox by SG Markets account. If you are no longer in possession of your identifier and/or password, you can follow the instructions given on the screen to obtain them.

After logging on, you must follow the instructions given on the screen to access the VOTACCESS site and vote, appoint or revoke a proxy.

- **For bearer shareholders**

If the intermediary that holds your share account is connected to the VOTACCESS website, you must identify yourself on the Internet portal of your intermediary with your usual access codes. You must then click on the icon that appears on the line corresponding to its Rothschild & Co shares and follow the instructions given on the screen in order to access the VOTACCESS website and vote or appoint or revoke a proxy.

It is the bearer shareholders' responsibility to find out whether or not their bank or broker is connected to the VOTACCESS website and, if so, whether or not this access is subject to special conditions of use.

We remind you that you may give proxy to:

- **another shareholder, a spouse or civil partner or any other natural or legal person of your choosing; or**
- **the Chairman of the General Meeting;** in this case, the Chairman of the General Meeting will exercise the voting rights attached to your shares by voting "for" all resolutions presented or approved by the Managing Partner and "against" all other resolutions.

3.3 Vote by post (with the voting form)

If you wish to vote by post with the "paper" form, you should act as follows:

- **For registered shareholders** (pure or administered)
You must complete and sign the voting form sent to you and return it in the pre-paid envelope attached to the General Meeting documents;

- **For bearer shareholders**

You must obtain a voting form (available on the Company's website); which should be completed, signed and returned to Société Générale Securities Services, Service Assemblées Générales, 32, rue du Champ de Tir, CS 30812, 44308 Nantes Cedex 3, *via* the banking or financial intermediary that holds your share account, along with the certificate of share ownership referred to above.

"Paper" voting forms will only be taken into consideration if received by the Company or Société Générale Securities Services at least three calendar days before the date of the General Meeting, *i.e.* **Monday 22 May 2023 at the latest.**

3.4 Vote by proxy (with the voting form)

If you wish to vote by proxy, you may give a proxy form to:

- **another shareholder, a spouse or civil partner or any other natural or legal person of your choosing; or**
- **the Chairman of the General Meeting;** in this case, the Chairman of the General Meeting will exercise the voting rights attached to your shares by voting "for" all resolutions presented or approved by the Managing Partner and "against" all other resolutions.

You may appoint a proxy with the "paper" voting form as follows:

- **For registered shareholders** (pure or administered)
You must complete and sign the voting form sent to you and return it in the pre-paid envelope attached to the General Meeting documents.

- **For bearer shareholders**

You must obtain a voting form (available on the Company's website); which should be completed, signed and returned to Société Générale Securities Services, Service Assemblées Générales, 32, rue du Champ de Tir, CS 30812, 44308 Nantes Cedex 3, *via* the banking or financial intermediary that holds your share account, along with the certificate of share ownership.

"Paper" proxy voting forms will only be taken into consideration if received by the Company or by Société Générale Securities Services at least three calendar days before the date of the General Meeting, *i.e.* **Monday 22 May 2023 at the latest.**

In accordance with Articles R.225-79 and R.22-10-24 of the French Commercial Code, if you wish to appoint a proxy, you may also give notice of the appointment or revocation of a proxy electronically, as specified below:

- **For registered shareholders** (pure or administered)
You must send an email containing an electronic signature obtained from a certification body accredited in accordance with applicable law and regulations to ag2023@rothschildandco.com. You must indicate your first name, surname and address, your Société Générale customer ID (where your shares are administered by the issuing company) or your customer ID with your accredited banking or financial intermediary (where your shares are administered by a third party) as well as the first name, surname and address of the proxy appointed or revoked;

• For bearer shareholders

You must ask the banking or financial intermediary that holds your share account to send your appointment or revocation of the proxy instructions to Société Générale Securities Services.

We remind you that written and signed proxies must indicate the surname, first name and address of the shareholder as well as those of his/her proxy. It is specified that for any proxy form sent by a shareholder without indication of proxy holder, the Chairman of the General Meeting will issue a vote in favour of the adoption of resolutions presented or approved by the Managing Partner and a vote against the adoption of all other resolutions.

Appointments and revocations of proxies made by email will only be taken into consideration if received and confirmed (where applicable) by the banking or financial intermediary account holder the day before the General Meeting, *i.e.* **Wednesday 24 May 2023, at 3:00 p.m. (Paris time)**.

In all cases, voting by proxy is subject to the legal and regulatory provisions, in particular those set forth in Articles L.225-106, I and L.22-10-39 of the French Commercial Code.

4. Voting form

Registered shareholders are reminded that this form will be sent to them by post, or by e-mail (by clicking on the link they will have received) if they have opted for the e-convening.

In all cases, shareholders may obtain a voting form in one of the following ways:

- for bearer shareholders, by contacting the banking or financial intermediary that holds their share account;
- by downloading it from the Company's website (www.rothschildandco.com, section "Investor Relations/Shareholders/General Meeting of Shareholders") or by requesting it directly from the General Meeting coordinator or from the Company, it being understood that such requests will only be honoured if they are received no later than six days before the date of the General Meeting, *i.e.* **Friday 19 May 2023**.

If you have requested an admission card or a certificate of share ownership, voted by post or appointed a proxy, you may not choose to take part in the General Meeting in a different manner.

Moreover, in accordance with the applicable regulations, you may not return a form both appointing a proxy and casting a postal vote.

5. Position of shareholders as from the sending of their voting form

All shareholders may transfer all or part of their shares in accordance with the conditions prescribed by law:

- if the transfer of ownership occurs before the second business day preceding the General Meeting, *i.e.* **before Tuesday 23 May 2023 at 00:00 a.m. (Paris time)**, the Company will invalidate or modify the postal vote, proxy form, attendance card or the certificate of share ownership accordingly. To this end, banking or financial intermediaries that hold bearer share accounts must notify Société Générale Securities Services or the Company of the transfer of ownership and provide the latter with the necessary information;
- if the transfer of ownership occurs after the second business day preceding the General Meeting, *i.e.* **after Tuesday 23 May 2023 at 00:00 a.m. (Paris time)**, it will not be notified by the said intermediaries nor taken into consideration by the Company, notwithstanding any agreement to the contrary.

6. Other information

6.1 Request for inclusion of items on the agenda or proposed resolutions

One or more shareholders representing at least the fraction of the share capital required by the applicable legal and regulatory provisions can request the inclusion of items on the agenda or proposed resolutions under the conditions provided for in Articles L.225-105, R.225-71, R.225-73 and R.22-10-22 of the French Commercial Code.

Justified requests for inclusion of items on the agenda or proposed resolutions must be sent to the head office by registered letter with acknowledgement of receipt (Rothschild & Co, Legal department, 23 *bis*, avenue de Messine, 75008 Paris) or by electronic telecommunication to the following email address: ag2023@rothschildandco.com, and be received by the Company no later than the 25th day before the General Meeting date *i.e.* **at the latest on Sunday 30 April 2023 at midnight (Paris time)**.

The request must be accompanied by:

- the item(s) to be added to the agenda along with a brief explanatory statement; or
- the text of the proposed resolution(s), that may be accompanied by a brief explanatory statement and, where relevant, the other information mentioned in Article R.225-83 of the French Commercial Code; and
- a certificate of share ownership as proof of possession or representation, by the authors of the request, of the share capital fraction required by Article R.225-71 of the French Commercial Code.

Moreover, examination by the General Meeting of the agenda items or proposed resolutions submitted by shareholders is contingent upon the transmission, by the authors of the request, of a new certificate of share ownership providing proof of account registration of the securities in the same accounts on the second business day prior to the General Meeting *i.e.* on **Tuesday 23 May 2023 at 00:00 a.m. (Paris time)**.

The list of items added to the agenda and the text of the proposed resolutions presented by shareholders under the conditions described above will be published on the Company's website (www.rothschildandco.com), in accordance with Article R.22-10-23 of the French Commercial Code.

6.2 Submission of written questions

Any shareholder may submit written questions to the Managing Partner as soon as the documents required under applicable laws and regulations will be made available, which will take place no later than the 21st day prior to the General Meeting, *i.e.* at the latest on **Thursday 4 May 2023**. Such written questions must be sent to the Managing Partner by registered letter with acknowledgement of receipt to the Company's head office (Rothschild & Co, Legal department, 23 *bis*, avenue de Messine, 75008 Paris), or by electronic telecommunication to the following email address: ag2023@rothschildandco.com, at the latest on the fourth business day prior to the General Meeting, *i.e.* on **Friday 19 May 2023, at midnight (Paris time)**. In all cases, these written questions must be accompanied by a certificate of account registration.

The answer to a written question will be deemed to have been given provided that it appears in a section specifically reserved for questions and answers on the Company's website in a section specifically dedicated to questions and answers of the Shareholders' Meeting. In accordance with current legislation, a common answer may be provided to written questions having the same content.

6.3 Documents made available to the shareholders

The documents that must be made available to the shareholders for this General Meeting will be available for consultation, in accordance with applicable laws and regulations, at the Company's registered office at 23 *bis*, avenue de Messine – 75008 Paris (France), preferably upon prior request.

The documents required by the regulations will be published on the website of the Company (www.rothschildandco.com) at least 21 days before the date of the General Meeting, *i.e.* **at the latest on Thursday 4 May 2023**, in accordance with applicable legal and regulatory provisions.

The Managing Partner
Rothschild & Co Gestion SAS