

## Notice of Annual General Meeting 2021



**11:00am  
Thursday 13 May 2021**

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant or other independent professional adviser. If you have sold or otherwise transferred all of your shares, please pass this document, together with the accompanying documents (except for any personalised form of proxy), to the purchaser or transferee, or to the person who arranged the sale or transfer, so that they can pass them to the person who now holds the shares.

# Letter from your Chairman

*We value the opportunity to engage with our shareholders on the progress of our business.*

Dear Shareholder,

## **2021 Annual General Meeting**

Once again, I am writing to you during a period of continuing uncertainty and unprecedented challenges posed by the COVID-19 pandemic. Shareholders will recall that we were required to significantly change the way we held our Annual General Meeting ("AGM") in 2020 and we are again having to make changes to the way our 2021 AGM will be held. Rest assured, we have carefully considered how we can best engage with our shareholders at this uncertain time.

Our 2021 AGM will take place at 11:00am (UK time) on Thursday 13 May 2021 at Senator House, 85 Queen Victoria Street, London EC4V 4AB. We will continue to review the arrangements for the meeting in light of UK Government guidance and will provide up to date information for shareholders on our AGM Hub at [quilter.com/agm](http://quilter.com/agm). Please ensure you check regularly for the latest updates.

## **Participating at the AGM**

Regrettably, in light of current UK Government guidance, and with the health and safety of our shareholders, colleagues and the wider community in mind, we are requesting that shareholders do not attend the AGM in person, unless the current situation changes. We value the opportunity to engage with our shareholders to review our performance and to answer questions on the business of the meeting. Shareholders are therefore encouraged to participate in the meeting by:

- 1) Sending any questions you may have on the business of the meeting to the Company Secretary **by 5:00pm (UK time) on Friday 7 May 2021**. The questions and answers will be published on our AGM Hub, [quilter.com/agm](http://quilter.com/agm), in advance of the online voting deadline. This will enable you to have your questions answered before you vote your shares. If you submit a question after this time, we will respond to you as soon as possible;
- 2) Exercising your vote in advance of the meeting by appointing the Chairman of the meeting as your proxy, with voting instructions; and
- 3) Listening to the meeting by telephone, with the opportunity to ask a question at the meeting.

**Glyn Jones**  
Chairman

Our Company Secretary, Patrick Gonsalves, sets out information on the AGM arrangements and how you can have your say in more detail on the following pages.

Engaging with our shareholders directly is important to Quilter and I am sorry we may be unable to facilitate this in person in the usual way this year. We will publish the voting results and an audiocast of the meeting as soon as possible after the meeting. We will also make my speech, as your Chairman, and responses to shareholder questions available on our AGM Hub at [quilter.com/agm](http://quilter.com/agm).

I sincerely hope shareholders will vote in advance of the meeting (by appointing the Chairman of the meeting as proxy), and get in touch with me via the Company Secretary with any questions you may have on the business of the meeting.

The formal Notice of AGM is set out on pages 6 to 8 of this document and an explanation of the resolutions to be considered and voted on at the AGM is set out on pages 9 to 11. A note of the procedures for your participation and voting is set out on pages 12 to 14.

### Resolutions

We will be asking shareholders to approve a number of standard resolutions that UK listed companies typically propose annually, including resolutions for the re-election of our Directors, whose biographies setting out their skills, experience and contributions to our Board can be found with the respective resolutions for their re-election on pages 6 and 7.

Since our 2020 AGM, we have welcomed two new Directors to the Board, Tim Breedon and Tazim Essani. Tim brings a unique blend of Executive and Non-executive experience with a deep understanding of UK regulated financial services, corporate governance in UK public companies, effective Board challenge and support in building sustainable businesses. Tazim's wealth of experience in senior executive roles at regulated financial services businesses over the last 30 years equips her well to provide guidance on strategy and transformational change which will enable her to constructively challenge Quilter's leadership team. Tim, who was appointed to the Board on 1 June 2020, and Tazim, who was appointed to the Board on 9 March 2021, will stand for re-election at the AGM.

As we announced last year, Cathy Turner and Suresh Kana retired at the end of last year's AGM, and Jon Little stepped down from the Board on 30 September 2020. I remain grateful to them all for their contribution to Quilter.

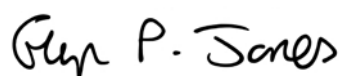
We are again asking shareholders to renew authority to continue the share buyback programme (the "Buyback"), as set out in resolutions 17 and 18. The Buyback was launched on 11 March 2020 and since that date we have acquired over 132.6 million shares at an average price of 132 pence per share. Continuation of the Buyback is dependent on phased regulatory approvals and continuing authority from our shareholders. In addition, the Board will continue to keep the Buyback under review to make sure it remains appropriate, including ongoing consideration of the financial position and prospects of the business. In light of the continuation of the Buyback, the Board has taken the decision not to ask shareholders for authority to allot shares this year, as UK listed companies typically do. We will revisit this decision ahead of our 2022 AGM as we believe it will be important for our Board to have appropriate flexibility in the future to manage its capital efficiently.

I would like to draw your attention again to resolution 16 which seeks authority with respect to political donations and expenditure up to an aggregate amount of £50,000. I would like to remind shareholders that this authority is simply a precautionary measure to ensure that the Company does not inadvertently breach the Companies Act 2006. No such donations were made or expenditure incurred by the Company in the UK, South Africa or anywhere else in the world during 2020, and neither the Company, nor any of its subsidiaries have any intention of making such donations or incurring such expenditure in the future. Further information regarding the donations resolution can be found in the explanatory notes on page 9.

All resolutions at the AGM will be put to a vote on a poll, reflecting all proxy voting instructions received. This accurately reflects the views of all shareholders and ensures their votes are recognised. On a poll, each shareholder has one vote for every share held. The results of the voting on the resolutions will be announced on the London and Johannesburg Stock Exchanges and will be published on our AGM Hub at [quilter.com/agm](http://quilter.com/agm) shortly after the meeting.

### Recommendation

The Board believes that all the proposals set out in the Notice of AGM are in the best interests of the Company and its shareholders as a whole, and unanimously recommends that you vote in favour of the resolutions, as the Directors intend to do in respect of their own beneficial holdings.



**Glyn Jones**  
Chairman  
24 March 2021

# Your Questions Answered

As the Chairman set out in his letter to you, due to the unprecedented challenges caused by COVID-19, we have to once again significantly change the way our AGM will be held this year.

Regrettably, in light of current UK Government guidance, and with the health and safety of our shareholders, colleagues and the wider community in mind, we are requesting that shareholders do not attend the AGM in person, unless the current situation changes. We value the opportunity to engage with our shareholders and therefore encourage you to participate in the meeting. We have put in place a telephone line so that shareholders can listen to the AGM and ask questions.

I have set out some helpful questions and answers about the logistics of the meeting here.

Please also regularly check our AGM Hub at [quilter.com/agm](http://quilter.com/agm) which will be updated if we need to make any changes to the details of the meeting.

Please feel free to contact me directly if you have any questions about the business of the meeting or the meeting itself at [companysecretary@quilter.com](mailto:companysecretary@quilter.com).

## AGM key dates

The key AGM dates for shareholders are:

Friday 7 May 2021 By no later than 5:00pm (UK time)	Shareholder questions to be received by the Company Secretary
Tuesday 11 May 2021 By no later than 11:00am (UK time)	Proxy Forms to be received by our Registrar*  Requests to join the AGM by telephone to be received by the Company Secretary
Thursday 13 May 2021 11:00am (UK time)	AGM to be held

\*Voting deadlines may vary depending on how you hold your shares. If you hold your shares via a CSDP, broker or nominee, please contact them to confirm their voting deadline.



**Patrick Gonsalves**  
Company Secretary

## Our AGM

### Q. Can I attend the AGM in person?

Regrettably, in light of current UK Government guidance, and with the health and safety of our shareholders, colleagues and the wider community in mind, we are requesting that shareholders do not attend the AGM in person, unless the current situation changes.

### Q. Will any Directors attend the AGM in person?

At a minimum, Mark Satchel, our Chief Financial Officer, and I will physically attend the meeting to form the quorum required by our Articles of Association.

## Voting

### Q. How can I vote my shares?

Given current uncertainties, we encourage shareholders to vote in advance of the meeting. We recommend you appoint the Chairman of the meeting as your proxy and register a voting instruction using your Proxy Form/Voting Instruction Form ahead of the meeting. Details about how to vote and the voting deadline are included in the documents sent to you. Voting deadlines may vary depending on how you hold your shares. If you hold your shares via a CSDP, broker or nominee, please contact them to confirm their voting deadline. **The deadline for proxy appointments is 11:00am (UK time) on Tuesday 11 May 2021.**

## Asking a question

### Q. How can I ask a question in advance of the meeting?

You can submit questions on the business of the meeting in advance by emailing me at [companysecretary@quilter.com](mailto:companysecretary@quilter.com) **by 5:00pm (UK time) on Friday 7 May 2021**. The questions and answers will be published on our AGM Hub, [quilter.com/agm](http://quilter.com/agm), in advance of the online voting deadline. This will enable you to have your questions answered before you vote your shares. If you submit a question after this time, we will respond to you as soon as possible.

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## Joining the meeting by telephone

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### Q. Can I join the meeting by telephone?

Yes. This year, we have put in place a secure telephone line for shareholders to be able to listen to the meeting. You will also be able to ask any questions on the business of the meeting. Please note you cannot vote over the phone at the meeting.

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### Q. How do I join the AGM by telephone?

If you would like to join the meeting by telephone, please contact me at [companysecretary@quilter.com](mailto:companysecretary@quilter.com) to request your individual secure dial in details. **Requests must be received no later than 11:00am (UK time) on Tuesday 11 May 2021.**

The telephone line will open shortly before 11:00am (UK time) on the day of the meeting. In addition to your secure dial in details, you will need your Shareholder Reference Number which can be found on your Proxy Form, Dividend Confirmation Statement or Share Certificate in order to access the meeting.

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### Q. Can I vote by telephone at the appropriate time of the meeting?

Unfortunately, there will not be a facility to vote by telephone. We recommend that shareholders who would like to vote appoint the Chairman of the meeting as your proxy and register a voting instruction using your Proxy Form/Voting Instruction Form ahead of the meeting. Details about how to vote are included in the documents sent to you.

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### Q. How do I ask a question if I join the AGM by telephone?

At the appropriate time during the meeting, the operator will provide instructions on how you can join a question queue. When it is your turn to ask your question, the operator will open your line and invite you to speak.

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### Q. What do I do if I have any problems with telephone access on the day?

If the operator is unable to help you, please contact our Registrar, Equiniti, on 0333 207 5953 (if calling from the UK) or +44 (0)121 415 0113 (if calling from overseas). Lines are open Monday to Friday between 8:30am and 5:30pm (UK time), excluding public holidays in England and Wales.

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### Q. I cannot join by telephone, will an audiocast or the speeches be available to shareholders?

Yes, it is expected that the audiocast of the AGM will be made available on our AGM Hub at [quilter.com/agm](http://quilter.com/agm) shortly after the meeting. We will also make available the Chairman's statement.

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## Voting results

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### Q. When and where will the results of the AGM be available?

The final voting results are expected to be released to the London and Johannesburg Stock Exchanges on Thursday 13 May 2021 after the AGM and they will be published on our AGM Hub at [quilter.com/agm](http://quilter.com/agm).

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## More information

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### Q. Where can I find up to date information about the AGM?

We will continue to provide up to date information about our AGM arrangements on our AGM Hub at [quilter.com/agm](http://quilter.com/agm). Please ensure you check regularly for the latest updates.

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### Q. Where can I find further information about Quilter?

Shareholders can find up to date information about Quilter on our website, [quilter.com](http://quilter.com). You can see our latest Annual Report and Dividend Information, as well as press releases, investor presentations and key dates for your calendar.

# Notice of Annual General Meeting

**Notice is hereby given that the 2021 Annual General Meeting (“AGM”) of Quilter plc (the “Company”) will be held at Senator House, 85 Queen Victoria Street, London EC4V 4AB on Thursday 13 May 2021 at 11:00am (UK time) for the following purposes:**

**To consider and, if thought fit, pass resolutions 1 to 16 which will be proposed as ordinary resolutions of the Company, and resolutions 17 and 18, which will be proposed as special resolutions of the Company.**

## Ordinary resolutions

### Annual Report and Accounts

1. To receive the Annual Report and Accounts for the financial year ended 31 December 2020.

### Remuneration Report

2. To approve the Remuneration Report (excluding the Directors' Remuneration Policy set out on pages 128 to 132 of the report) for the financial year ended 31 December 2020, as set out on pages 122 to 147 of the 2020 Annual Report and Accounts.

### Final Dividend

3. To declare a Final Dividend of 3.6 pence per Ordinary Share for the financial year ended 31 December 2020, payable on Monday 17 May 2021 to ordinary shareholders named on each of the UK and South African registers of members at the close of business on Friday 9 April 2021.

### Re-election of Directors

#### 4. To re-elect Tim Breedon as a Director.

Appointed June 2020



**Skills and experience:** Tim Breedon has a distinguished career in financial services, with past appointments including Group Chief Executive Officer of Legal & General, being a Member of the Takeover Panel, and holding Non-executive Director roles with the Association of British Insurers and the Financial Reporting Council. Tim is an experienced Non-executive Director and committee member, having served on the Boards of Barclays plc and Barclays Bank plc since 2012, where he Chairs the Board Risk Committee and is a member of the Board Audit Committee, Board Nomination Committee and Board Remuneration Committee. He is also Chairman of Apax Global Alpha Limited. Tim's extensive business leadership and governance best-practice experience enables him to provide challenge, advice and support to Quilter management on business strategy, performance, decision-making and governance matters.

#### 5. To re-elect Tazim Essani as a Director.

Appointed March 2021



**Skills and experience:** Tazim Essani's wealth of experience in senior executive roles at regulated financial services businesses over the



Tim Breedon CBE



Paul Feeney



Tazim Essani



Rosie Harris

last 30 years equips her well to provide strategic guidance and constructive challenge to Quilter's leadership team. Her executive career has focused on strategy and business development to drive growth and transformation, with her previous roles including a senior business strategy role at Santander UK, Group Head of Corporate Development at Close Brothers Group plc and senior roles at GE Capital and Royal Bank of Scotland. Throughout her career, Tazim has developed a deep understanding of corporate finance, strategy and business development, enabling her to contribute strongly to the Board's deliberations. Her extensive transformational change experience will be invaluable in supporting delivery of Quilter's strategy. Tazim is a Non-executive Director of City of London Investment Group plc.

#### 6. To re-elect Paul Feeney as a Director.

Appointed August 2012



**Skills and experience:** Paul Feeney is an experienced, entrepreneurial leader, having held various senior business roles in large international financial services businesses, including as Chief Executive Officer of NatWest Private Bank, and NatWest Investments USA, Group Managing Director and Head of Distribution for Gartmore Investment Management, and Global Head of Distribution at BNY Mellon Asset Management International. During his career, Paul has developed a deep understanding of the challenges, risks and opportunities faced by the industry, thereby enabling him to create and develop the vision and strategy of the Group. Paul's strong commercial acumen and dynamic leadership style allow him to effectively oversee the execution of our strategy. In recognition of his role in the industry, in January 2021 Paul was asked to Chair the FCA Practitioner Panel. Paul is passionate about promoting good mental health, and issues around mental health, both across the industry and at Quilter where he has sponsored the Thrive campaign to support colleagues, including those impacted by the pandemic.

#### 7. To re-elect Rosie Harris as a Director.

Appointed April 2017



**Skills and experience:** Rosie Harris has extensive knowledge and experience of risk management within the insurance and wealth management industries, having served as Chief Risk Officer for UK Life at Aviva, Group Risk Director at Old Mutual plc and Chief Risk Officer (Insurance) and Managing Director, General Insurance at Lloyds Banking Group plc. She is also currently Chair of Tokio Marine Kiln's Insurance business, a Non-executive Director of its Syndicates businesses and Chairs its Risk Committee. This extensive experience has been invaluable as Quilter has developed and embedded its risk management framework. Rosie provides valuable insights into managing and mitigating the risks that are inherent in running a successful wealth management business. Rosie is a member of the Institute of Chartered Accountants in England and Wales and a Council Member of the University of Birmingham.



Glyn Jones



Ruth Markland



George Reid



Moira Kilcoyne



Paul Matthews



Mark Satchel

## Board and Committee Membership key

(C) Chair

▶ Board

▶ Board Corporate Governance and Nominations Committee

▶ Board Audit Committee

▶ Board Risk Committee

▶ Board Technology and Operations Committee

▶ Board Remuneration Committee

▶ Designated Employee Non-executive Director

### 8. To re-elect Glyn Jones as a Director.

Appointed November 2016

▶ (C) ▶ (C) ▶

**Skills and experience:** Glyn Jones has over 20 years' experience of chairing Boards, including those of Aldermore Group, Aspen Insurance Holdings, Hermes Fund Managers, BT Pension Scheme Management and Towry. This extensive experience provides him with the skills and understanding needed to lead an effective and cohesive Board at Quilter. His significant experience in UK and international financial services, gained during his tenures as CEO of Gartmore Investment Management and Coutts Group, and whilst running Standard Chartered's international private banking business in Hong Kong, provides him with the necessary knowledge to lead discussions on key business matters including strategy, performance and risk. Glyn is a Fellow of the Institute of Chartered Accountants in England and Wales.

### 9. To re-elect Moira Kilcoyne as a Director.

Appointed December 2016

▶ ▶ ▶ (C)

**Skills and experience:** Moira Kilcoyne brings over 25 years' technology and cyber security leadership, having spent much of her career working in senior technology roles at Morgan Stanley and Merrill Lynch, latterly executing global change management and transformative IT implementation as Co-Chief Information Officer for Global Technology and Data at Morgan Stanley. Moira is also currently a Non-executive Director of Citrix Systems Inc and Arch Capital Group. This experience, gained at both executive and non-executive level, together with her understanding of business operations, operational resilience, management of data and supplier oversight, equips her to oversee and challenge the design and delivery of Quilter's technology and operations strategies as well as the delivery of Quilter's new investment platform. Moira is Trustee of the board of Manhattan College.

### 10. To re-elect Ruth Markland as a Director.

Appointed June 2018

▶ ▶ ▶ ▶ (C)

**Skills and experience:** Ruth Markland, a solicitor and previously Managing Partner of Freshfields Bruckhaus Deringer's Asia business, has a wealth of FTSE-100 Board experience. She spent over 10 years on the boards of Standard Chartered plc and Sage Group plc, where she served as Senior Independent Director and Chair of the Remuneration Committees. Ruth was also an independent Non-executive Director of Deloitte LLP for five years until May 2020 and is a member of the Supervisory Board of Arcadis NV. She has a strong understanding of corporate governance and Boardroom dynamics, enabling her to act as a helpful sounding board for the Chair and other Board members. Ruth was appointed Chair of the Board Remuneration Committee in May 2020, having served as a member since joining the Board. Her extensive knowledge of remuneration governance and best practice, together with her deep understanding of the remuneration framework at Quilter, have enabled her to have an immediate impact in this role.

### 11. To re-elect Paul Matthews as a Director.

Appointed August 2018

▶ ▶ ▶ ▶ ▶

**Skills and experience:** Paul Matthews is an experienced FTSE-100 Board Director who has over four decades' worth of knowledge of the savings and pensions industry. His career at Standard Life, spanning nearly 30 years, where his roles included Group Executive Director, Chief Executive Officer UK & Europe and Chairman of Standard Life Wealth, enables him to identify, and support management to understand, the opportunities and risks facing Quilter, particularly in its distribution businesses. This insight enables him to effectively assess and challenge the executive's strategy proposals, execution and risk management. As an executive mentor at Merryck & Co, Paul uses his extensive leadership skills and experience to coach senior leaders. Paul's track record in leading major businesses that rely on having strong leadership and positive cultures is also helpful in discharging his role in providing the vital linkage between the Board and Quilter's employees.

### 12. To re-elect George Reid as a Director.

Appointed February 2017

▶ ▶ (C) ▶ ▶

**Skills and experience:** George Reid spent over 20 years in the accounting profession, specialising in providing audit services to the financial services industry. During lengthy tenures at PwC, and, latterly, at Ernst & Young LLP as Managing Partner and Head of Financial Services for Scotland and UK regions, George gained a deep understanding of accounting and audit matters, and the robust financial control environments required for a modern wealth management business. Such experience allows him to critically assess key accounting and financial considerations including those associated with Quilter's corporate transactions. George is a Fellow of the Institute of Chartered Accountants in England and Wales and Chairman of the Children's Hospice Association Scotland.

### 13. To re-elect Mark Satchel as a Director.

Appointed March 2019

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**Skills and experience:** Mark Satchel brings deep finance, corporate action and business experience to the Board. He joined Old Mutual in the UK in January 2000 and held numerous leadership positions within the finance function and businesses there, during which time he played key roles in the acquisitions of Intrinsic (now Quilter Financial Planning) and Quilter Cheviot. This experience has been invaluable in ensuring that Quilter effectively executes its strategy, for example allowing him to lead the successful disposal of Quilter Life Assurance. Mark previously served as Chief Financial Officer of the business from 2010 to August 2017 and as Corporate Finance Director for the 17-month period to March 2019. Mark is a qualified Chartered Accountant in South Africa and worked for KPMG both in South Africa and Canada prior to moving to the UK. Mark is a Trustee of The Old Grey Europe Charitable Trust.

### Auditor

- 14.** To re-appoint PricewaterhouseCoopers LLP as Auditor to hold office until the conclusion of the next Annual General Meeting at which the accounts are laid.
- 15.** To authorise the Board Audit Committee, acting for and on behalf of the Board, to determine the remuneration of the Auditor.

### Authorisation for political donations or expenditure

- 16.** That, in accordance with sections 366 and 367 of the Companies Act 2006 (the "Act"), the Company and all companies that are subsidiaries of the Company at any time during the period for which this resolution has effect are authorised to:
- make political donations to political parties or independent election candidates not exceeding £50,000 in total;
  - make political donations to political organisations other than political parties not exceeding £50,000 in total; and
  - incur political expenditure not exceeding £50,000 in total,

provided that the aggregate amount of any such donations and expenditure shall not exceed £50,000, during the period beginning with the date of the passing of this resolution and ending at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or, if earlier, at the close of business on 30 June 2022. For the purpose of this resolution the terms "political donations", "political parties", "independent election candidates", "political organisations" and "political expenditure" have the meanings set out in sections 363 to 365 of the Act.

## Special resolutions

### Market purchase of own shares

- 17.** That, in accordance with section 701 of the Companies Act 2006 (the "Act") the Company is generally and unconditionally authorised to make market purchases (within the meaning of section 693 of the Act) of ordinary shares of £0.07 each in the capital of the Company ("Ordinary Shares") on such terms and in such manner as the Directors of the Company may determine provided that:
- the maximum number of Ordinary Shares that may be purchased under this authority (when aggregated with any purchases made pursuant to resolution 18 below) is 176,961,074;
  - the maximum price which may be paid for any Ordinary Share purchased under this authority (exclusive of expenses payable by the Company in connection with the purchase) shall not be more than the higher of:
    - an amount equal to 105% of the average of the middle market prices shown in the quotations for the Ordinary Shares in the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that Ordinary Share is purchased; and

- an amount equal to the higher of the price of the last independent trade of an Ordinary Share and the highest current independent bid for an Ordinary Share on the trading venue where the purchase is carried out;
- the minimum price which may be paid shall be the nominal value of that Ordinary Share (exclusive of expenses payable by the Company in connection with the purchase);
  - this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or, if earlier, at the close of business on 30 June 2022 unless renewed before that time; and
  - the Company may make a contract or contracts to purchase Ordinary Shares under this authority before its expiry which will or may be executed wholly or partly after the expiry of this authority and may make a purchase of Ordinary Shares in pursuance of any such contract.

### Purchase of own shares (Johannesburg Stock Exchange) – contingent purchase contracts

- 18.** That contingent purchase contracts each in the form produced to the meeting, between the Company and each of:
- J.P. Morgan Equities South Africa Proprietary Limited; and
  - Goldman Sachs International,

relating to ordinary shares of £0.07 pence each in the capital of the Company ("Ordinary Shares") traded on the Johannesburg Stock Exchange, pursuant to which the Company may make off-market purchases from J.P. Morgan Equities South Africa Proprietary Limited or Goldman Sachs International of up to a maximum of 176,961,074 Ordinary Shares in aggregate (such maximum number to be reduced by any purchases made pursuant to the authority in resolution 17 above), be and are hereby approved in accordance with sections 693 and 694 of the Companies Act 2006, and that the Company be and is hereby authorised to make off-market purchases of Ordinary Shares pursuant to each such contract until the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or, if earlier, the close of business on 30 June 2022.

By order of the Board



**Patrick Gonsalves**  
Company Secretary  
24 March 2021

Senator House  
85 Queen Victoria Street  
London EC4V 4AB

Registered in England and Wales.  
Company number: 06404270.



# Explanatory notes to the Notice of AGM

The notes on the following pages give an explanation of the proposed resolutions.

Resolutions 1 to 16 will be proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 17 and 18 will be proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

## Ordinary resolutions

### **Resolution 1 – receipt of Annual Report and Accounts**

The Directors must present the Company's 2020 Annual Report and Accounts to the AGM in accordance with the Act.

### **Resolution 2 – approval of Remuneration Report**

Shareholders are asked to approve the Remuneration Report (excluding the Directors' Remuneration Policy set out on pages 128 to 132 of the report) for the financial year ended 31 December 2020, as set out on pages 122 to 147 of the 2020 Annual Report and Accounts. This vote is advisory, and the Directors' entitlement to remuneration is not conditional on the passing of the resolution.

### **Resolution 3 – declaration of a Final Dividend**

The Directors are recommending a Final Dividend on the Company's Ordinary Shares of 3.6 pence per Ordinary Share, to become due and payable on Monday 17 May 2021 to the shareholders on the respective UK Register and South African Register as at the close of business on Friday 9 April 2021. A Final Dividend can only be paid after the shareholders in general meeting have approved it. Further information regarding the Final Dividend, including the timetable, is set out in the Dividend page on our website at [quilter.com/dividends](http://quilter.com/dividends).

In compliance with the rules issued by the Prudential Regulation Authority ("PRA") in relation to the implementation of the Solvency II regime and other regulatory requirements to which the Group is subject, the Final Dividend is required to remain cancellable at any point prior to it becoming due and payable on Monday 17 May 2021 and to be cancelled if, prior to payment, the Group ceases to hold capital resources equal to or in excess of its Solvency Capital Requirement, or if that would be the case if the Final Dividend was paid. The Directors have no intention of exercising this cancellation right, other than in the unlikely event that it is required to do so by the PRA or for regulatory capital purposes.

### **Resolutions 4 to 13 – re-election of Directors**

In accordance with the UK Corporate Governance Code 2018 and the Company's Articles of Association, each Director who wishes to remain in office will submit themselves for re-election by shareholders at the AGM.

Biographical details of the Directors standing for re-election, including the reasons why their contributions are important to the Company's long-term sustainable success, are set out on pages 6 and 7.

Tim Breedon and Tazim Essani, who were appointed to the Board in June 2020 and March 2021, respectively, are standing for re-election for the first time at this AGM.

### **Resolutions 14 and 15 – re-appointment and remuneration of the Auditor**

Resolution 14 proposes the re-appointment of PricewaterhouseCoopers LLP as Auditor, on the recommendation of the Board Audit Committee.

Resolution 15 authorises the Board Audit Committee to determine the Auditor's remuneration.

### **Resolution 16 – authorisation for political donations or expenditure**

There were no political donations made by Quilter in 2020 and no political expenditure was incurred. Neither the Company, nor any of its subsidiaries, has any intention of making any political donations or incurring any political expenditure. However, the Company wishes to ensure that neither it nor its subsidiaries inadvertently commits any breaches of the Act through the undertaking of routine activities, which would not normally be interpreted as political donations and political expenditure. Should the Company become aware that it has inadvertently made any political donations or incurred any political expenditure, this will be disclosed in the Company's next Annual Report and Accounts.

The Act prohibits the Company and its subsidiaries from making political donations or from incurring political expenditure in respect of a political party or other political organisation or an independent election candidate unless authorised by the Company's shareholders.

At its AGM on Thursday 14 May 2020, the Company and its subsidiaries were granted an authority in accordance with the Act to make donations to political organisations and incur political expenditure not exceeding £50,000. This authority was granted for one year and will expire at the conclusion of the 2021 AGM. As previously stated, neither the Company nor any of its subsidiaries has any intention of making any political donations or incurring any political expenditure in respect of any political party or independent electoral candidate. However, the Act defines “political party”, “political organisation”, “political donation” and “political expenditure” widely.

The following are examples of activities that could potentially be caught by the Act:

- (i) an employee on paid leave participating in canvassing on behalf of a political party;
- (ii) advising or making political parties, bodies or individuals aware of key wealth management industry issues; and
- (iii) Quilter employees attending business dinners, seminars and functions that may be attended by politicians.

As permitted under the Act, the resolution covers the Company and all subsidiaries of the Company at any time during which the authority is in place. The proposed authority will expire at the conclusion of next year's AGM of the Company or, if earlier, at the close of business on 30 June 2022.

## Special resolutions

### **Resolutions 17 and 18 – purchase of own shares**

Resolutions 17 and 18 relate to the purchase by the Company of its own shares. The power given by these resolutions, if passed, will only be exercised if the Directors are satisfied that any purchase will increase the earnings per share of the ordinary share capital in issue after the purchase and, accordingly, that the purchase is in the interests of shareholders. The Directors will also give careful consideration to gearing levels and regulatory capital requirements of the Company and its general financial position. The purchase price would be paid out of distributable profits.

The maximum number of shares which may be purchased under the authorities proposed by resolutions 17 and 18 will be, in aggregate, 176,961,074 shares representing approximately 10% of the issued ordinary share capital of the Company as at Wednesday 17 March 2021. Should the Company's issued share capital as at the date of the AGM be lower than the issued share capital as at Wednesday 17 March 2021 (being the latest practicable date prior to the publication of this notice) the Directors will limit the Company's use of this authority to 10% of the issued ordinary share capital of the Company as at the date of the AGM.

The Company expects to continue to distribute the net surplus proceeds arising from the sale of Quilter Life Assurance to shareholders via a share buyback programme (the “Buyback”). The Buyback was launched on 11 March 2020 and since that date we have acquired over 132.6 million shares at an average price of 132 pence per share. The full implementation of the Buyback is dependent on regulatory approval, periodic Board review and renewal of the share repurchase authorities proposed at this AGM. All shares purchased via the Buyback will be cancelled upon purchase by the Company.

The Act permits certain listed companies to hold shares in treasury, as an alternative to cancelling them, following a purchase of own shares by the Company. Shares held in treasury may subsequently be cancelled, sold for cash or used to satisfy share options and share awards under the Company's employee share schemes.

Once held in treasury, the Company is not entitled to exercise any rights, including the right to attend and vote at meetings in respect of the shares. Further, no dividend or other distribution of the Company's assets may be made to the Company in respect of the treasury shares.

The total number of options to subscribe for Ordinary Shares that were outstanding at Wednesday 17 March 2021 (being the latest practicable date prior to publication of this circular) was 25,256,968. The proportion of issued share capital that they represented at that time was 1.43% and the proportion of issued share capital that they will represent if the full authority to purchase shares (existing and being sought under resolutions 17 and 18) is used is 1.59%.

### **Resolution 17 – market purchase of own shares**

A special resolution was passed at the Company's AGM held on Thursday 14 May 2020, empowering the Directors to purchase Ordinary Shares in the market, and it is proposed that this authority be renewed, in line with UK market practice.

The price paid for these Ordinary Shares will not be less than the nominal value of £0.07 per share nor more than the higher of:

- (a) 5% above the average of the middle-market quotation of the Company's Ordinary Shares as derived from the London Stock Exchange Daily Official List for the five business days preceding the day on which the shares are purchased; and
- (b) an amount equal to the higher of the price of the last independent trade of an Ordinary Share and the highest current independent bid for an Ordinary Share on the trading venue where the purchase is carried out.

This resolution will be proposed as a special resolution to provide the Company with the necessary authority. The authority will expire at the conclusion of next year's AGM or, if earlier, at the close of business on 30 June 2022.

### **Resolution 18 – purchase of own shares (Johannesburg Stock Exchange) – contingent purchase contracts**

Approval is sought in resolution 18 to enter into contingent purchase contracts with each of:

(a) J.P. Morgan Equities South Africa Proprietary Limited; and

(b) Goldman Sachs International

relating to potential purchases of the Company's shares on the Johannesburg Stock Exchange where the Company has a secondary listing. For the purposes of the Act, the share purchases under these contracts are treated as an "off-market purchase", however, the contracts are intended to enable the Company to buy back its shares on the Johannesburg Stock Exchange in similar fashion and subject to the same overall limits as on-market purchases on the London Stock Exchange. Under sections 693 and 694 of the Act, the Company is not permitted to make off market purchases or contingent purchases of its shares unless it obtains advance shareholder approval to the terms of the contracts.

The principal features of the contingent purchase contracts are as follows:

- (i) J.P. Morgan Equities South Africa Proprietary Limited or Goldman Sachs International (as the case may be) may, following instruction from the Company, acquire Ordinary Shares on the Johannesburg Stock Exchange, which the Company may become obliged to purchase;
- (ii) the purchase price for the Ordinary Shares shall not exceed 5% above the average of the closing quotations on the Johannesburg Stock Exchange in local currency terms for the five Johannesburg Stock Exchange Business Days before the date the Ordinary Shares are purchased by the Company;
- (iii) the aggregate number of Ordinary Shares that could be acquired under the contracts and pursuant to resolution 17 shall not exceed 176,961,074; and
- (iv) the Company shall only instruct or irrevocably appoint J.P. Morgan Equities South Africa Proprietary Limited or Goldman Sachs International (as applicable) to purchase the Ordinary Shares provided the Company is then able to comply in relation to the purchase of the Ordinary Shares with the provisions of English and South African law then applicable (including the relevant listing rules) and has sufficient distributable reserves available for such purchase.

A copy of each of the proposed contingent purchase contracts will be made available for inspection at the Company's registered office during normal business hours for 15 days ending on the date of the AGM and at the place of the meeting for a period of 15 minutes immediately before the meeting until its conclusion. In light of current UK Government guidance, we recommend that shareholders carefully consider the health implications for themselves and the wider community in deciding whether or not to attend our registered office, unless the current situation changes. Therefore, if you require further information on the proposed contingent purchase contracts, please email the Company Secretary at [companysecretary@quilter.com](mailto:companysecretary@quilter.com).

This resolution will be proposed as a special resolution. The authority will expire at the conclusion of next year's AGM or, if earlier, at the close of business on 30 June 2022.

# Notes

**When reading these notes, please take into account the specific arrangements for this year's meeting which are set out in the Chairman's Letter (on pages 2 and 3) and Your Questions Answered (on pages 4 and 5). We will continue to provide up to date information about our AGM arrangements on our AGM Hub at [quilter.com/agm](http://quilter.com/agm). Please ensure you check regularly for the latest updates.**

## **Eligibility to attend and vote**

1. Only persons entered on the UK Register and South African Register of the Company at 6:30pm (UK time) on Tuesday 11 May 2021 (or, in the event of any adjournment, at the close of business on the date which is two business days before the time of the adjourned meeting) are entitled to attend and vote at the meeting either in person or by proxy and the number of Ordinary Shares then registered in their respective names shall determine the number of votes such persons are entitled to cast on a poll at the meeting. Shareholders on the South African Register who have dematerialised their Ordinary Shares through Strate, other than those whose shareholding is recorded in their "own name" in the sub-register maintained by their Central Securities Depository Participant ("CSDP"), and who wish to attend the meeting in person, will need to request their CSDP or broker to provide them with the authority to do so in terms of the custody agreement entered into between the dematerialised shareholder and their CSDP or broker.

Regrettably, in light of current UK Government guidance, and with the health and safety of our shareholders, colleagues and the wider community in mind, we are requesting that shareholders do not attend the AGM in person, unless the current situation changes. We recommend you appoint the Chairman of the meeting as your proxy and register a voting instruction using your Proxy Form/Voting Instruction Form ahead of the meeting.

You can submit questions on the business of the meeting in advance by emailing the Company Secretary at [companysecretary@quilter.com](mailto:companysecretary@quilter.com) **by 5:00pm (UK time) on Friday 7 May 2021**. The questions and answers will be published on our AGM Hub, [quilter.com/agm](http://quilter.com/agm), in advance of the online voting deadline. This will enable you to have your questions answered before you vote your shares. If you submit a question after this time, we will respond to you as soon as possible.

It is expected that the audiocast of the AGM will be made available on our AGM Hub shortly after the meeting. We will also make available the Chairman's statement.

## **Possible changes in AGM venue or time**

2. The Company will continue to review the arrangements for holding the AGM in light of UK Government guidance and the continuing situation regarding COVID-19, and will provide up to date information for shareholders on our AGM Hub at [quilter.com/agm](http://quilter.com/agm). Please check the AGM Hub for the latest updates.

Under the Company's Articles of Association, the Board may, after the Notice of AGM has been sent out, decide also to hold the meeting at one or more additional places.

In addition, the Articles of Association permit the Chair to adjourn the meeting even before it has commenced to another time and/or place if, in the Chair's opinion, doing so would facilitate the conduct of the business. The meeting may also be adjourned to a different time and/or place if, at the time of the meeting a quorum is not present, or otherwise with the consent of the meeting.

We will try to take any necessary decision to change our AGM arrangements as far in advance of the meeting as circumstances may practicably permit. The Company will take such reasonable steps, as are practical in the circumstances, to ensure that members are informed of the new arrangements for the AGM, and all changes will be notified to members via the AGM Hub at [quilter.com/agm](http://quilter.com/agm), and in accordance with the Company's Articles of Association.

If the AGM is adjourned at the time of the meeting (either for lack of quorum or otherwise in accordance with the Company's Articles of Association), members will be notified via the AGM Hub at [quilter.com/agm](http://quilter.com/agm), and in accordance with the Company's Articles of Association.

## **Appointment of proxy**

3. A member is entitled to appoint a proxy to exercise all or any of his/her rights to attend and to speak and vote instead of him/her at the meeting. A member may appoint more than one proxy in relation to a meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him/her. A proxy need not be a member of the Company. A Proxy Form which may be used to make such appointment and give proxy instructions accompanies this notice. If you have not given specific instructions on how your proxy should vote in respect of any resolution, your proxy will have discretion to vote or abstain on that resolution, as they see fit. Your proxy can vote, or abstain from voting, as they decide on any other business (including any motion to amend a resolution or to adjourn the meeting) which may validly come before the meeting.

In view of the attendance arrangements for this year's AGM, we recommend you appoint the Chairman of the meeting as your proxy and register a voting instruction using your Proxy Form/Voting Instruction Form ahead of the meeting. This will ensure your vote is counted regardless of the UK Government guidance at the time of the AGM.

## **Submission of proxy appointment online**

4. You may submit the appointment of your proxy online by visiting [quilter.com/vote](http://quilter.com/vote) and following the on-screen instructions. For security purposes, UK shareholders will need to provide their Voting ID, Task ID and Shareholder Reference Number ("SRN") and South African shareholders will need to provide their Postcode/Country code and SRN to validate the submission of their proxy online. Members' individual IDs and SRN numbers are shown on the printed Proxy Form/Voting Instruction Form.

All appointments must be submitted by the deadline shown on the Proxy Form/Voting Instruction Form.

### Submission of proxy appointment by post

5. The Proxy Form and power of attorney or other authority, if any, under which it is signed or a notarially certified or office copy of such power or authority must be received by the Company's Registrars (Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA in the case of shareholders on the UK Register, or JSE Investor Services (Pty) Limited, PO Box 10462, Johannesburg, 2000 in the case of shareholders on the South African Register) not later than 48 hours before the time appointed for the meeting. You must inform the Company's Registrars in writing of any termination of the authority of a proxy.

### Submission of proxy appointment by CREST

6. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
7. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available by logging in at [www.euroclear.com](http://www.euroclear.com)). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA19) by 11:00am (UK time) on Tuesday 11 May 2021. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
8. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if they are a CREST personal member, or sponsored member, or have appointed a voting service provider, to procure that their CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. Accordingly, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

9. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

### South African dematerialised holders

10. Shareholders on the South African Register who have dematerialised their shares and are not registered as "own name" dematerialised shareholders who wish to vote but cannot attend the AGM must provide their CSDP or broker with their voting instructions in terms of the relevant custody agreement entered into between them and the CSDP or broker. Such shareholders must not complete a Proxy Form.

### Corporate representatives

11. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

### Proxies and Corporate representatives attending by telephone

12. Duly appointed representatives of shareholders will need to contact our Registrar, Equiniti, before 11:00am (UK time) on Tuesday 11 May 2021 to receive their Unique Reference Number which will allow access to the meeting by telephone. Contact details can be found on page 16.

### Information rights

13. A person to whom this notice is sent who is a person nominated under section 146 of the Act to enjoy information rights (a Nominated Person) may, under an agreement between them and the shareholder by whom they were nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, they may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
14. The statement of the rights of members in relation to the appointment of proxies in paragraphs 3, 4 and 5 above does not apply to a Nominated Person. The rights described in these paragraphs can only be exercised by registered members of the Company.
15. Nominated Persons are reminded that they should contact the registered holder of their shares (and not the Company) on matters relating to their investments in the Company.

### Total voting rights

16. As at Wednesday 17 March 2021 (being the latest practicable date prior to publication of this circular), the Company's issued share capital consists of 1,769,610,747 Ordinary Shares carrying one vote each. No shares are held in treasury. Therefore, the total number of voting rights in the Company as at Wednesday 17 March 2021 was 1,769,610,747.

### Polls

**17.** All resolutions will be put to vote on a poll and voting will reflect all proxy voting instructions duly received. This will result in an accurate reflection of the views of shareholders by ensuring that every vote is recognised. On a poll, each shareholder has one vote for every share held.

### Audit concerns

**18.** Under section 527 of the Act members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's Accounts (including the Auditor's Report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstance connected with an Auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Act. The Company may not require the members requesting such website publication to pay its expenses in complying with sections 527 or 528 of the Act, and it must forward the statement to the Company's Auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Act to publish on its website.

### Right to ask questions

**19.** A member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered. Please note details of the arrangements for asking questions on the business of this year's AGM are explained on pages 4 and 5.

### Website information

**20.** A copy of this notice, and other information required by section 311A of the Act, can be found at [quilter.com/agm](http://quilter.com/agm).

### Electronic communication

**21.** You may not use any electronic address provided either in this Notice of AGM or any related documents (including the Proxy Form/Voting Instruction Form) to communicate with the Company for any purposes other than those expressly stated.

### Shareholder rights to include a resolution at the AGM

**22.** Under section 338 and section 338A of the Act, members meeting the threshold requirements in those sections have the right to require the Company (i) to give, to members of the Company entitled to receive notice of the meeting, notice of a resolution which may properly be moved and is intended to be moved at the meeting; and/or (ii) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise), (b) it is defamatory of any person, or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authenticated by the person or persons making it, must be received by the Company not later than Wednesday 31 March 2021, being the date six clear weeks before the meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

### Documents available for inspection

**23.** Copies of: (i) the Executive Directors' service contracts and the Non-executive Directors' terms of appointment are available for inspection from the date of this notice; and (ii) the contingent purchase contracts referred to in resolution 18 will be available for inspection for 15 days ending on the date of the AGM. Each are available for inspection at the registered office of the Company during normal business hours and at the place of the meeting for a period from 15 minutes immediately before the meeting until its conclusion.

As noted in the Chairman's letter, in light of current UK Government guidance, and with the health and safety of our shareholders, colleagues and the wider community in mind, we are requesting that shareholders do not attend the AGM in person, unless the current situation changes. Therefore, if you require further information on the business or the meeting or the meeting itself please email the Company Secretary at [companysecretary@quilter.com](mailto:companysecretary@quilter.com).

### Registrar contact information

**24.** If you have any questions relating to this document or the completion and return of the Proxy Form/Voting Instruction Form, please contact the relevant Registrar using the contact details set out on page 16.

# Additional information for shareholders

## AGM details

<b>Date</b>	Thursday 13 May 2021
<b>Time</b>	11:00am (UK time)
<b>Location</b>	Senator House 85 Queen Victoria Street London EC4V 4AB
<b>Telephone</b>	Secure dial in details are available on request – see opposite for details

Please see Your Questions Answered on pages 4 and 5 where our Company Secretary, Patrick Gonsalves, sets out more information on the AGM arrangements and how you can have your say.

### Asking a question at the AGM

You can submit questions on the business of the meeting in advance by emailing the Company Secretary at [companysecretary@quilter.com](mailto:companysecretary@quilter.com) **by 5:00pm (UK time) on Friday 7 May 2021**. The questions and answers will be published on our AGM Hub, [quilter.com/agm](http://quilter.com/agm), in advance of the online voting deadline. This will enable you to have your questions answered before you vote your shares. If you submit a question after this time, we will respond to you as soon as possible.

### Joining the meeting by telephone

This year, we have put in place a secure telephone line for shareholders to be able to join the meeting. Shareholders will be able to listen to the meeting and also have the opportunity to ask any questions on the business of the meeting. Please note that shareholders joining by telephone will not be able to vote on the day. We recommend you appoint the Chairman of the meeting as your proxy and register a voting instruction using your Proxy Form/Voting Instruction Form ahead of the meeting. Details about how to vote and the voting deadline are included in the documents sent to you. Voting deadlines may vary depending on how you hold your shares. If you hold your shares via a CSDP, broker or nominee, please contact them to confirm their voting deadline.

**The deadline for proxy appointments is 11:00am (UK time) on Tuesday 11 May 2021.**

### How to join the AGM by telephone

If you would like to join the meeting by telephone, please contact the Company Secretary at [companysecretary@quilter.com](mailto:companysecretary@quilter.com) to request your individual secure dial in details. Requests must be received no later than 11:00am (UK time) on Tuesday 11 May 2021.

**The telephone line will open shortly before 11:00am (UK time) on the day of the meeting.**

### Keep up to date on AGM arrangements

We will continue to provide up to date information about our AGM arrangements on our AGM Hub at [quilter.com/agm](http://quilter.com/agm). Please ensure you check the AGM Hub regularly for the latest updates.

## Contact information

### Contact our UK Registrar, Equiniti

If you have a question about your shareholding, please contact Equiniti.

#### Post

Equiniti Limited  
Aspect House  
Spencer Road  
Lancing  
West Sussex  
BN99 6DA

#### Online

<https://help.shareview.co.uk>

#### Telephone

0333 207 5953\* (if calling from the UK)  
+44 (0)121 415 0113 (if calling from overseas)

\* Lines are open Monday to Friday between 08:30 and 17:30 (UK time), excluding public holidays in England and Wales.

### Quilter plc

Senator House  
85 Queen Victoria Street  
London EC4V 4AB  
United Kingdom

#### Email

[companysecretary@quilter.com](mailto:companysecretary@quilter.com)  
[quilter.com](http://quilter.com)

### Contact our African Registrars

#### Shareholders on the South Africa Register

JSE Investor Services (Pty) Limited  
PO Box 10462, Johannesburg, 2000, South Africa

#### Email

[investorenquiries@jseinvestorservices.co.za](mailto:investorenquiries@jseinvestorservices.co.za)

#### Telephone

086 140 0110/086 154 6566 (calling from South Africa)  
+27 11 029 0251/+27 11 715 3000 (calling from overseas)

#### Shareholders in Namibia

Transfer Securities (PTY) Limited  
PO Box 2401  
Windhoek, Namibia

#### Email

[ts@nsx.com.na](mailto:ts@nsx.com.na)

#### Telephone

+264 (0) 227 647

#### Shareholders in Malawi

National Bank of Malawi plc  
Legal Department  
PO Box 945  
Blantyre, Malawi

#### Email

[legal@natbankmw.co.za](mailto:legal@natbankmw.co.za)

#### Telephone

+265 182 0622/+265 182 0054

#### Shareholders in Zimbabwe

Corpserve Registrars (PVT) Ltd  
PO Box 2208  
Harare, Zimbabwe

#### Email

[corpserve@escrowgroup.org](mailto:corpserve@escrowgroup.org)

#### Telephone

+263 242 751 559/+263 242 751 561