

Notice of Annual General Meeting 2022

**Thursday 12 May 2022
11:00am**

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 Chair

We very much look forward to welcoming you to our 2022 AGM to review our business performance over the last year.



Glyn Jones
Chair

Dear shareholder,

2022 Annual General Meeting (“AGM”)

I am pleased to invite you to Quilter plc’s 2022 AGM to be held on Thursday 12 May 2022 at 11:00am (UK time) at Senator House, 85 Queen Victoria Street, London EC4V 4AB.

We value the opportunity to engage with all our shareholders to review our performance and to answer questions on the business of the meeting. I hope to welcome you in person at the AGM on Thursday 12 May 2022 and there is a secure telephone line for shareholders to be able to listen to the meeting if they are not able to attend in person. Your vote is important and, should you be unable to join us in person, I sincerely hope you will vote in advance of the meeting (by appointing me, the Chair of the meeting, as your proxy, with voting instructions) and get in touch with me via the Company Secretary with any questions you may have on the business of the meeting. Shareholders who are unable to attend the meeting in person are encouraged to participate 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 6 May 2022**. The questions and answers will be published on our GM Hub at plc.quilter.com/gm in advance of the 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 me, the Chair 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.

Our Company Secretary, Patrick Gonsalves, sets out information on the AGM arrangements, including how we will let you know of any necessary changes to our AGM arrangements, and how you can have your say in more detail on the following pages. Please ensure you check the GM Hub at plc.quilter.com/gm regularly for up to date information about our AGM arrangements.

We will publish the voting results as soon as possible after the meeting. We will also make my speech, as your Chair, and responses to shareholder questions available on our GM Hub at plc.quilter.com/gm.

The formal Notice of AGM (the "Notice"), including an explanation of the resolutions to be considered and voted on at the AGM, is set out on pages 6 to 11 of this document. The procedures for participation and voting are 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 7 and 8.

Since our last AGM, we welcomed Chris Samuel to the Board on 1 July 2021. Chris, who will stand for re-election at the 2022 AGM, is a highly experienced Non-executive Director with an in-depth knowledge of the asset management industry, which equips him well to support the Quilter Board in overseeing the delivery of long-term sustainable success for Quilter. As announced on 28 January 2022, Rosie Harris will not be standing for re-election at the AGM and will step down from the Board on 30 April 2022. As announced on 23 March 2022, I will also not be standing for re-election to the Quilter Board at the AGM on 12 May 2022 and I will cease to be Chair of Quilter plc at the conclusion of the AGM.

In accordance with UK company law, we have included our Directors' Remuneration Policy for approval by shareholders. The Directors' Remuneration Policy was last approved at our 2019 AGM. The changes proposed to the policy are evolutionary in nature and do not represent a fundamental change to how we will pay our Directors. You can read more about this on page 6 of this Notice and on pages 119 to 131 of our 2021 Annual Report and Accounts.

The Board has taken the decision not to ask shareholders for authority to allot shares this year, as UK listed companies typically do. This decision will be revisited ahead of our 2023 AGM as 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 2021, 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 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 GM Hub at plc.quilter.com/gm as soon as practical after the meeting.

Recommendation

The Board believes that all the proposals set out in the Notice 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.

Return of capital related to the sale of Quilter International

As announced on Wednesday 9 March 2022, Quilter intends to return £328 million of the net proceeds of the sale of Quilter International as a return of capital through a B share scheme accompanied by a share consolidation, whilst retaining £90m to fund planned Business Simplification. Full details of the B share scheme and share consolidation will be provided in the Circular and Notice of General Meeting that will be posted to shareholders on or around Wednesday 6 April 2022. The General Meeting to seek shareholder approval for the B share scheme and share consolidation will be held at the conclusion of the AGM on Thursday 12 May 2022 and will be chaired by Ruth Markland, Quilter's Interim Chair.



Glyn Jones

Chair

23 March 2022

Your Questions Answered

As the Chair set out in his letter to you, we are pleased to invite shareholders to attend this year's AGM in person.

We very much value the opportunity to engage with our shareholders. If you are unable to attend the meeting in person, I would still encourage you to participate in the meeting. There is 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 GM Hub at plc.quilter.com/gm which will be updated if we need to make any changes to the meeting arrangements.

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.

AGM key dates

The key AGM dates for shareholders are:

Friday 6 May 2022 By no later than 5:00pm (UK time)	Shareholder questions to be received by the Company Secretary
Tuesday 10 May 2022 11:00am (UK time)	Proxy Forms to be received by our Registrar*
By no later than 11:00am (UK time) 6:30pm (UK time)	Requests to join the AGM by telephone to be received by the Company Secretary Record date to attend and vote at the AGM
Thursday 12 May 2022 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.



Our AGM

Q. Can I attend the AGM in person?

Yes. This year, we are pleased to invite shareholders to attend our AGM in person at our offices, subject to any UK Government guidelines in force at the time of the AGM.

The health and safety of our shareholders, colleagues and the wider community is very important to us at all times but especially during the ongoing COVID-19 pandemic. Please be assured that we will continue to do all we can to take responsible precautions to help protect the wellbeing of each other.

We will monitor and follow the UK Government guidelines and will update our GM Hub at plc.quilter.com/gm if our AGM arrangements change. Please ensure you check the GM Hub regularly for up to date information about our AGM arrangements.

Voting

Q. How can I vote my shares?

Shareholders who are unable to attend the meeting in person at our offices are encouraged to vote in advance of the meeting. We recommend you appoint the Chair 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 10 May 2022**.

Asking a question

Q. How can I ask a question on the business of the meeting?

You can submit questions on the business of the meeting in advance by emailing me at companysecretary@quilter.com by **5:00pm (UK time) on Friday 6 May 2022**. The questions and answers will be published on our GM Hub at plc.quilter.com/gm in advance of the 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. If you attend the AGM in person or join the meeting by telephone, you will also have the opportunity to ask questions on the day.

Joining the meeting by telephone

Q. Can I join the meeting by telephone?

Yes. There is 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.**

Q. How do I join the meeting by telephone?

If you would like to join the meeting by telephone, please contact me at companysecretary@quilter.com to request your individual secure dial in details. **Requests must be received no later than 11:00am (UK time) on Tuesday 10 May 2022.**

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.

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 Chair 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.

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

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

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.

Voting results

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 12 May 2022 after the AGM and they will be published on our GM Hub at plc.quilter.com/gm.

More information

Q. I cannot attend the AGM in person or join by telephone, will the speeches be available to shareholders?

Yes. The Chair's statement will be made available on our GM Hub at plc.quilter.com/gm as soon as practical after the meeting.

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 GM Hub at plc.quilter.com/gm. Please ensure you check regularly for the latest updates.

Q. Where can I find further information about Quilter?

Shareholders can find up to date information about Quilter on our website, plc.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 2022 Annual General Meeting (“AGM”) of Quilter plc (the “Company”) will be held on Thursday 12 May 2022 at 11:00am (UK time) at Senator House, 85 Queen Victoria Street, London EC4V 4AB to consider and, if thought fit, pass resolutions 1 to 18.

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

Annual Report and Accounts

1. To receive the Annual Report and Accounts for the financial year ended 31 December 2021.

The Directors must present the Company's 2021 Annual Report and Accounts to the AGM in accordance with the Companies Act 2006.

Remuneration Report

2. To approve the Remuneration Report (excluding the Directors' Remuneration Policy) for the financial year ended 31 December 2021.

The Directors are required by the Companies Act 2006 to present the Remuneration Report to the AGM for approval by shareholders. The Remuneration Report appears on pages 112 to 145 of the 2021 Annual Report and Accounts (excluding the Directors' Remuneration Policy on pages 119 to 131). This vote is advisory, and the Directors' entitlement to remuneration is not conditional on the passing of the resolution.

Directors' Remuneration Policy

3. To approve the Directors' Remuneration Policy contained in the Remuneration Report for the financial year ended 31 December 2021.

Shareholders are asked to approve the Directors' Remuneration Policy which is set out in full in the Remuneration Report on pages 119 to 131 of the 2021 Annual Report and Accounts. The Company will not be able to make a remuneration payment to a current or future director or a payment for loss of office to a current or past director, unless that payment is consistent with the policy (once approved) or has been approved by a resolution of the shareholders. The Board Remuneration Committee undertook a full review of the existing Directors' Remuneration Policy, which was approved by shareholders at the AGM in 2019, and concluded that it remains broadly fit for purpose and in line with latest market practice, regulatory requirements and corporate governance best practice including the requirements of the UK Corporate Governance Code 2018 (the "Code"). As a consequence, there are no fundamental changes proposed to the Directors' Remuneration Policy. To ensure the application of the Directors' Remuneration Policy aligns with the next phase of Quilter's strategy and the

continued creation of long-term, sustainable shareholder value, the Directors propose to introduce two additional metrics to its Long-term Incentive Plan in 2022 focused on enhancing efficiency and becoming the leading responsible wealth manager in the UK. The Remuneration Committee undertook a detailed consultation with major shareholders – representing over 56% of the share register as at 31 December 2021 – on these proposals.

Final Dividend

4. To declare a Final Dividend of 3.9 pence per Ordinary Share of 7 pence nominal value for the financial year ended 31 December 2021, payable on Monday 16 May 2022 to ordinary shareholders named on each of the UK and South African registers of members at the close of business on Friday 8 April 2022.

The Final Dividend, which has been recommended by the Directors, 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 plc.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 16 May 2022 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.

Re-election of Directors

In accordance with the Code 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 below. Chris Samuel, who was appointed to the Board on 1 July 2021 is standing for re-election for the first time at this AGM. Rosie Harris is not seeking re-election and will step down from the Board on 30 April 2022. As announced on 23 March 2022, Glyn Jones will not be standing for re-election to the Quilter Board and will be standing down at the conclusion of the AGM.

All Directors standing for re-election at the AGM have confirmed their willingness to continue to serve as a Director of the Company. The Board, on the recommendation of the Board Corporate Governance and Nominations Committee, has concluded that all Non-executive Directors are independent as defined in the Code and have demonstrated that they have sufficient time to discharge their responsibilities.

**Tim Breedon CBE****Paul Feeney****Ruth Markland****Tazim Essani****Moira Kilcoyne****Committee Membership key****(C)** Chair

- Board Corporate Governance and Nominations Committee
- Board Audit Committee
- Board Risk Committee
- Board Technology and Operations Committee
- Board Remuneration Committee
- Workforce Engagement Director

5. To re-elect Tim Breedon as a Director.

Appointed June 2020



Skills and experience: Tim is an experienced Non-executive Director and Committee member. He has had 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. In February 2022, Tim retired from the Board of Barclays Bank plc, and stood down as Chair of the Barclays plc and Barclays Bank plc Board Risk Committee, and as a member of the Barclays Board Audit Committee, Board Nomination Committee and Board Remuneration Committee. Tim continues to serve on the Board of Barclays plc and chairs Barclays Bank Ireland PLC and 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. As announced on 23 March 2022, Ruth Markland will be acting as Interim Chair, subject to regulatory approval, from the conclusion of the Company's 2022 AGM. Whilst Ruth is acting as Interim Chair, Tim will serve as the Interim Senior Independent Director.

6. To re-elect Tazim Essani as a Director.

Appointed March 2021



Skills and experience: Tazim's wealth of experience in senior executive roles at regulated financial services businesses over the 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, transformational change and business development, enabling her to contribute strongly to the Board's deliberations. Tazim also brings in depth experience of interpretation and analysis of financial statements enabling her to contribute to the work of the Board Audit Committee, which she was appointed to in September 2021. Alongside Paul Matthews, Tazim is a designated Workforce Engagement Director with a particular interest in promoting diversity and inclusion. Tazim is a Non-executive Director of City of London Investment Group plc.

7. To re-elect Paul Feeney as a Director.

Appointed August 2012

Skills and experience: Paul 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 and he held this position until 1 March 2022. 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 COVID-19 pandemic.

8. To re-elect Moira Kilcoyne as a Director.

Appointed December 2016



Skills and experience: Moira 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 ongoing oversight of Quilter's investment platform. Moira is Trustee of the Board of Manhattan College.

9. To re-elect Ruth Markland as a Director.

Appointed June 2018



Skills and experience: Ruth, 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 was a member of the Supervisory Board of Arcadis NV until April 2021. 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. She brings extensive knowledge of remuneration governance and best practice, together with her deep understanding of the remuneration framework at Quilter. As Glyn Jones will be standing down at the conclusion of the Company's 2022 AGM, Ruth will serve as Interim Chair, subject to regulatory approval, until a permanent replacement is appointed.



Paul Matthews



Chris Samuel



George Reid



Mark Satchel

Committee Membership key

(C) Chair

- ▶ Board Corporate Governance and Nominations Committee
- ▶ Board Audit Committee
- ▶ Board Risk Committee
- ▶ Board Technology and Operations Committee
- ▶ Board Remuneration Committee
- ▶ Workforce Engagement Director

10. To re-elect Paul Matthews as a Director.

Appointed August 2018



Skills and experience: Paul 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 Chair 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 as a designated Workforce Engagement Director, which he performs alongside Tazim Essani.

11. To re-elect George Reid as a Director.

Appointed February 2017



Skills and experience: George has extensive financial experience having spent over 20 years in the accounting profession. This knowledge, gained during lengthy tenures at PwC, and, latterly, Ernst & Young LLP as managing partner and Head of Financial Services for Scotland and UK regions, provides George with a deep understanding of accounting and audit matters, and the control environment required for a wealth management business. Such experience allows him to critically assess key accounting and financial considerations including those associated with our recent disposal of Quilter International. George is a Fellow of the Institute of Chartered Accountants in England and Wales. In September 2021 George was appointed as the Senior Independent Director and Audit Committee Chair of FIL Life Insurance Limited.

¹ As Rosie Harris is not seeking re-election and will step down from the Board on 30 April 2022, George Reid will serve as the interim Board Risk Committee Chair from 1 May 2022, pending the recruitment of a new Board Risk Committee Chair.

12. To re-elect Chris Samuel as a Director.

Appointed July 2021



Skills and experience: Chris is an experienced Chair and Non-executive Director and his deep experience in the financial services industry enables him to challenge, advise and support Quilter's management team on a wide range of business, investment, distribution, finance and operational matters. Chris was Chief Executive of Ignis Asset Management, a business with circa.

£65bn of assets under management, from 2009 to mid-2014. Over this period, he led the successful transformation, and then sale, of the business. Chris has held Board-level positions at a number of asset management businesses including Gartmore, Hill Samuel Asset Management, Cambridge Place Investment Management and spent 10 years with a US Investment Bank, Prudential-Bache. He began his career with KPMG where he qualified as a Chartered Accountant. Chris chairs BlackRock Throgmorton Trust plc and J.P. Morgan Japanese Investment Trust plc and is a Non-executive Director of UIL Limited. Chris will stand down as a Non-executive Director of Alliance Trust PLC at their Annual General Meeting in April 2022.

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

Appointed March 2019

Skills and experience: Mark 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 disposals of Quilter Life Assurance and Quilter International. 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 qualified as a Chartered Accountant in South Africa, and worked for KPMG in both 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.

In accordance with the Companies Act 2006, the Auditor of the Company must be appointed by shareholders at each AGM at which the Annual Report and Accounts are presented. The Board is proposing the re-appointment of PricewaterhouseCoopers LLP, on the recommendation of the Board Audit Committee.

15. To authorise the Board Audit Committee, acting for and on behalf of the Board, to determine the remuneration of the Auditor.

The Companies Act 2006 requires the remuneration of the Auditor of the Company to be fixed by the shareholders or in such manner as determined by the shareholders. This resolution authorises the Board Audit Committee to fix the remuneration of the Auditor for 2022, in line with best practice.

Authorisation for political donations or expenditure

- 16.** That, in accordance with sections 366 and 367 of the Companies Act 2006, 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:
- (a) make political donations to political parties or independent election candidates not exceeding £50,000 in total;
 - (b) make political donations to political organisations other than political parties not exceeding £50,000 in total; and
 - (c) 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 2023. 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 Companies Act 2006.

There were no political donations made by Quilter in 2021 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 Companies Act 2006 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 Companies Act 2006 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 13 May 2021, the Company and its subsidiaries were granted an authority in accordance with the Companies Act 2006 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 2022 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 Companies Act 2006 defines "political party", "political organisation", "political donation" and "political expenditure" widely.

The following are examples of activities that could potentially be caught by the Companies Act 2006:

- (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 Companies Act 2006, 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 2023.

Special resolutions

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, 163,812,308 shares representing approximately 10% of the issued Ordinary Share capital of the Company as at Monday 21 March 2022. Should the Company's issued share capital as at the date of the AGM be lower than the issued share capital as at Monday 21 March 2022 (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 Companies Act 2006 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 Monday 21 March 2022 (being the latest practicable date prior to publication of this Notice) was 18,465,434. The proportion of issued share capital that they represented at that time was 1.13% 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 1.25%.

Information on the Company's share buyback programme which completed on Thursday 27 January 2022 can be found on pages 147 and 148 of the 2021 Annual Report and Accounts.

Market purchase of own shares

- 17.** That, in accordance with section 701 of the Companies Act 2006 the Company is generally and unconditionally authorised to make market purchases (within the meaning of section 693 of the Companies Act 2006) 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:
- (a) 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 163,812,308;
- (b) 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:
- (i) 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
 - (ii) 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;
- (c) 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);
- (d) 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 2023 unless renewed before that time; and
- (e) 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.

A special resolution was passed at the Company's AGM held on Thursday 13 May 2021, 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 quotations 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 2023.

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

(b) 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 163,812,308 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 2023.

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 Companies Act 2006, 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 Companies Act 2006, 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 163,812,308; 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.

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 2023.

By order of the Board



Patrick Gonsalves

Company Secretary

23 March 2022

Senator House
85 Queen Victoria Street
London EC4V 4AB

Registered in England and Wales.
Company number: 06404270.

Notes

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

1. Eligibility to attend and vote

Only persons entered on the UK Register and South African Register of the Company at 6:30pm (UK time) on Tuesday 10 May 2022 (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.

If you are unable to attend the meeting in person at our offices, we recommend you appoint the Chair of the meeting as your proxy and register a voting instruction using your Proxy Form/Voting Instruction Form ahead of the meeting. Please note that shareholders joining us by telephone will not be able to vote on the day.

You can submit questions on the business of the meeting in advance by emailing the Company Secretary at companysecretary@quilter.com **by 5:00pm (UK time) on Friday 6 May 2022**. The questions and answers will be published on our GM Hub, plc.quilter.com/gm, in advance of the voting deadline. This will enable you, if you do not plan to attend the AGM in person, 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. If you attend the AGM in person or join the meeting by telephone, you will also have the opportunity to ask questions on the day.

We will make the Chair's statement available on our GM Hub at plc.quilter.com/gm as soon as practical after the meeting.

2. Appointment of proxy

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.

If you are unable to attend the meeting in person at our offices, we recommend you appoint the Chair of the meeting as your proxy and register a voting instruction using your Proxy Form/Voting Instruction Form ahead of the meeting. Completion and return of a Proxy Form will not prevent you from attending, speaking and voting in person at the meeting if you wish, UK Government guidance at the time of the AGM permitting.

3. Submission of proxy appointment online

You may submit the appointment of your proxy online by visiting plc.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.

4. Submission of proxy appointment by post

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.

5. Submission of proxy appointment by CREST

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.

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). 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 10 May 2022. 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.

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.

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.

6. Submission of proxy appointments by Proxymity

If you are an institutional investor you may be able to appoint a proxy for the AGM, and any adjournment thereof, electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 11:00am (UK time) on Tuesday 10 May 2022 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

7. South African dematerialised holders

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.

8. Corporate representatives

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.

9. Representatives of shareholders joining by telephone

Duly appointed representatives of shareholders will need to contact our Registrar, Equiniti, before 11:00am (UK time) on Tuesday 10 May 2022 to receive their Unique Reference Number which will allow access to the meeting by telephone. Contact details can be found on page 15.

10. Information rights

A person to whom this Notice is sent who is a person nominated under section 146 of the Companies Act 2006 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.

The statement of the rights of members in relation to the appointment of proxies in notes 2, 3 and 4 above does not apply to a Nominated Person. The rights described in these paragraphs can only be exercised by registered members of the Company.

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.

11. Total voting rights

As at Monday 21 March 2022 (being the latest practicable date prior to publication of this Notice), the Company's issued share capital consists of 1,638,123,085 Ordinary Shares of 7 pence each carrying one vote each. No shares are held in treasury. Therefore, the total number of voting rights in the Company as at Monday 21 March 2022 was 1,638,123,085.

12. Polls

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.

13. Audit concerns

Under section 527 of the Companies Act 2006 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 Companies Act 2006. The Company may not require the members requesting such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006, 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 Companies Act 2006 to publish on its website.

14. Right to ask questions

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.

15. Website information

A copy of this Notice, and other information required by section 311A of the Companies Act 2006, can be found at plc.quilter.com/gm.

16. Electronic communication

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

17. Shareholder rights to include a resolution at the AGM

Under section 338 and section 338A of the Companies Act 2006, 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 30 March 2022, 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.

18. Documents available for inspection

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.

If you require further information on the business of the meeting or the meeting itself, please email the Company Secretary at companysecretary@quilter.com.

19. Registrar contact information

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 15.

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.

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

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

Telephone

+264 (0) 61 227 647

Shareholders in Malawi

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

Email

legal@natbankmw.com

Telephone

+265 182 0622/+265 182 0054

Shareholders in Zimbabwe

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

Email

corpserve@escrowgroup.org

Telephone

+263 242 751 559/+263 242 751 561

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