



# Simplified Tender Offer Q & A

4 July 2023

## Disclaimer

*This document has been prepared for information purposes only. It does not constitute an offer to purchase or a solicitation to sell Rothschild & Co shares in any country, including France.*

*The dissemination, publication or distribution of this press release may be subject to specific regulations or restrictions in certain countries. Accordingly, persons in possession of this press release are required to inform themselves about and to comply with any local restrictions that may apply.*

### **Special Notice to Shareholders in the United States**

*The Offer is being made for the securities of Rothschild & Co and is subject to French disclosure and procedural requirements, which differ from those of the United States of America.*

*The Offer will be made in the United States of America in compliance with applicable French law and, except to the extent of relief granted by the U.S. Securities and Exchange Commission (the “SEC”) as described below, the U.S. Securities Exchange Act of 1934, as amended (the “1934 Act”) and the rules and regulations adopted by the SEC thereunder, including Regulation 14E, and will be subject to certain exemptions provided by Rule 14d-1(d) of the 1934 Act (the “Tier II” exemption concerning the shares of foreign private issuers). Accordingly, the Offer will be subject to certain disclosure and procedural rules, including those relating to the notice of extension of the Offer, the timing of settlement (including as regards the time when the payment of the consideration is rendered), and the purchase of Rothschild & Co shares outside the Offer, which are different from the U.S. rules and practices relating to public offers in the United States of America. Rothschild & Co’s shareholders who are resident in the United States of America (the “U.S. Shareholders”) are encouraged to consult with their usual advisers in order to find out which laws are applicable to their particular situation in the context of the Offer.*

*Subject to certain exceptions, Rule 14e-5 under the 1934 Act prohibits a “covered person” from, directly or indirectly, purchasing or arranging to purchase any securities in the target company or any securities that are immediately convertible into, exchangeable for or exercisable for securities in the target company, except as part of the offer. This prohibition applies from the date of the announcement of the offer until the offer expires.*

*A “Covered person” is defined as (i) the offeror and its affiliates, (ii) the offeror’s dealer-manager and its affiliates, (iii) any advisor to any of the foregoing, whose compensation is dependent on the completion of the offer and (iv) any person acting, directly or indirectly, in concert with any of the persons specified above. The SEC has granted Concordia and the other members of the concert exemptive relief to permit them to purchase or arrange to purchase Rothschild & Co shares outside of the Offer in accordance with French securities laws.*

*The intentions of Concordia and of the other members of the concert, as the case may be, in this respect are described in Section 1.3.5 (Transfer of Shares to Rothschild & Co Partners), Section 1.3.4 (Dutreil Shares liquidity mechanism) and Section 2.8 (Offeror’s right to purchase Share during the Offer period) of the Draft Offer Document. These purchases may be made on the market or in the context of off-market transactions and as further described in the Draft Offer Document.*

*To the extent that information regarding such purchases or such arrangements is made public in France in accordance with the regulations in force, it will also be made public on Rothschild & Co’s website ([www.rothschildandco.com](http://www.rothschildandco.com)). This information will also be made available to the U.S. Shareholders in an English translation on Rothschild & Co’s website ([www.rothschildandco.com](http://www.rothschildandco.com)). Affiliates of Concordia and Rothschild & Co’s financial advisers may engage in ordinary trading activities in Rothschild & Co’s securities, which may include making purchases or arranging for the purchase of such securities.*

*Payment of the Offer price to the U.S. Shareholders may be a taxable transaction subject to income tax, including U.S. federal income tax and may be a taxable transaction pursuant to French national or regional tax laws, as well as foreign or other tax laws. It is strongly recommended that each U.S. Shareholder immediately seek independent professional advice regarding the tax consequences of accepting the Offer.*

*It may be difficult for U.S. Shareholders to enforce their rights under U.S. federal securities laws because Concordia and Rothschild & Co are companies headquartered outside the United States of America and some or all of their respective officers and directors are residents of countries other than the United States of America. The U.S. Shareholders may not be able to bring proceedings in a court outside the United States of America against a non-U.S. company or its officers or directors alleging violations of U.S. securities laws. In addition, it may also be difficult to compel a non-U.S. company and its affiliates to comply with judgments rendered by a U.S. court.*

*Neither the SEC nor any other regulatory authority in the United States of America has granted or rejected approval of the Offer, or issued a decision as to the fairness or the merits of the Offer, or issued an opinion as to accuracy or exhaustive nature of the Draft Offer Document. Any representation to the contrary constitutes a criminal offence in the United States of America.*

Further to the announcements made on 6 and 13 February 2023, Concordia<sup>1</sup> has filed a draft simplified tender offer for the shares of Rothschild & Co with the French stock market authority (Autorité des marchés financiers - AMF) at a price of €46.60 per share (following the distribution of the ordinary dividend of €1.40 per share in May 2023) with a view to requesting the mandatory buyout of minority shareholders and delisting of the company (the “Offer”)

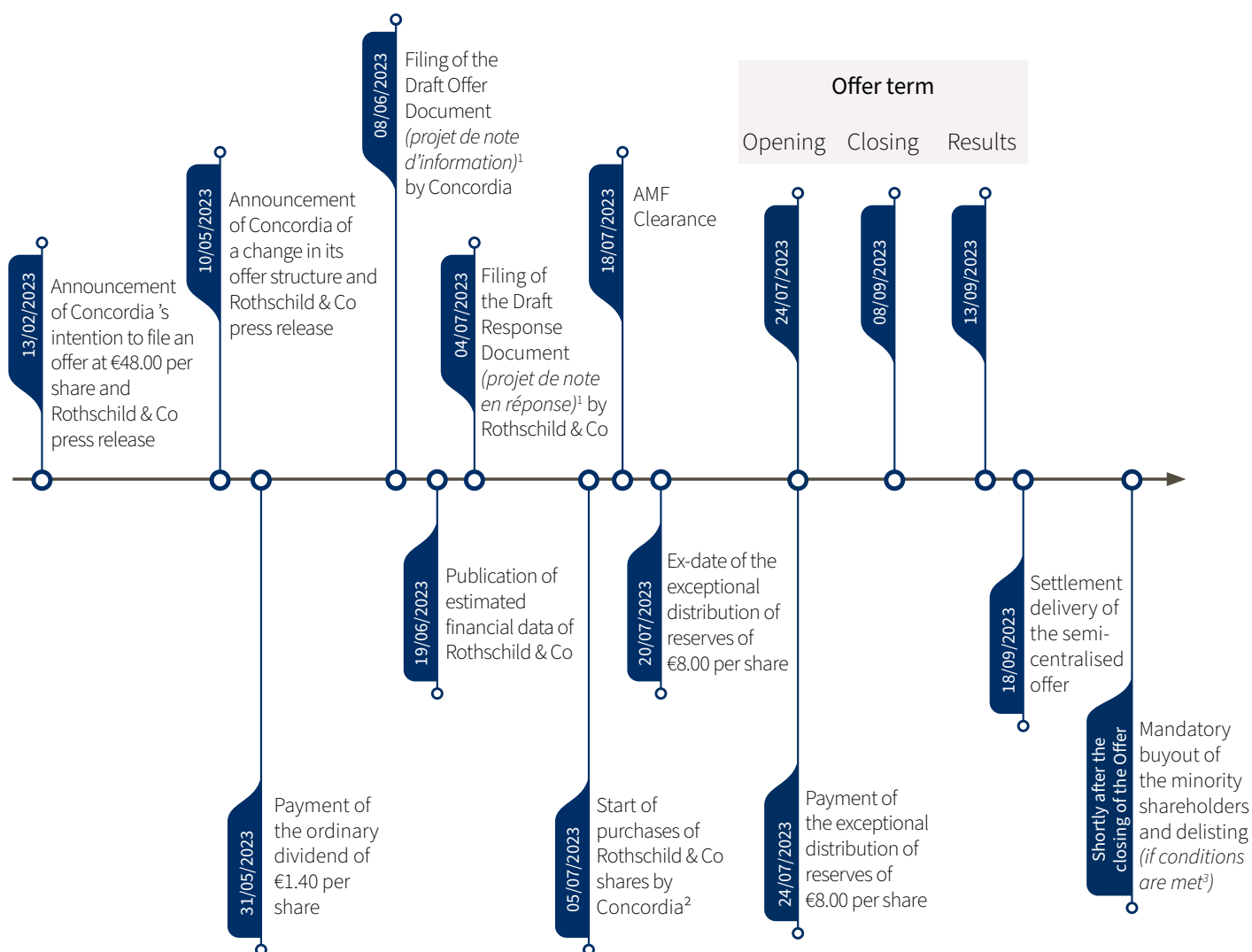
The price of €46.60 per share will be adjusted to €38.60 following the ex-date of the exceptional distribution of €8.00 per share which will occur after approval of the Offer by the AMF and before the opening of the Offer.

This document shall be read in conjunction with the Draft Offer Document filed by Concordia with the AMF on 8 June 2023, and the Draft Response Document filed by Rothschild & Co with the AMF on 4 July 2023. Both documents are available on the AMF website and on Rothschild & Co website.

<sup>1</sup> “Concordia” means the entity Rothschild & Co Concordia SAS, the holding company of the Rothschild family.

# 1. Summary indicative calendar

An indicative timetable of the Offer, as per the Draft Offer Document of Concordia, is proposed below for information purposes only:



<sup>1</sup> Documentation publicly available on the AMF's website ([www.amf-france.org](http://www.amf-france.org)) and on Rothschild & Co's website

<sup>2</sup> Concordia intends to purchase Rothschild & Co shares at 46,6 euros (cum exceptional distribution) between publication of Rothschild & Co Draft Response Document and the ex-date of the exceptional distribution of reserves (before opening of the Offer), within the limit of 30% of the shares targeted by the Offer (in accordance with the AMF General Regulation)

<sup>3</sup> Concordia intends to proceed with a mandatory buyout of the minority shareholders and to delist Rothschild & Co, should the offer result in Rothschild & Co's minority shareholders holding no more than 10% of Rothschild & Co's share capital and voting rights at the closing of the Offer

## 2. Purchases by Concordia before opening of the Offer

Concordia intends to purchase Rothschild & Co shares at 46.60 euros (cum exceptional distribution of €8.00 per share) as from the day following the publication of Rothschild & Co Draft Response Document and the ex-date of the exceptional distribution of reserves (before opening of the Offer), within the limit of 30% of the shares targeted by the Offer (in accordance with the AMF General Regulation).

### 2.1 How many shares can be acquired by Concordia before opening of the Offer?

Concordia intends to buy up to 30% of the targeted shares, or 8.181.732 shares which is 10.6% of the share capital, in accordance with AMF (French Financial Markets Authority) regulation.

### 2.2 At what price will Concordia make its purchases before the opening of the Offer?

Concordia will make purchases before the opening of the Offer at a price of €46.60 per share until the ex-date of the exceptional distribution of reserves (20 July 2023 as per the indicative timetable).

### 2.3 How will sales before Offer opening work, how will I give the order to sell?

If you wish to sell your shares before the ex-date of the exceptional distribution of reserves you need to place a sale order on the market. Please contact your financial intermediary.

## 3. Offer

### 3.1 What shares are targeted by the Offer?

The Offer targets all Rothschild & Co shares, whether outstanding or to be issued, that are not held by the Concert<sup>2</sup>, with the exception of shares subject to a liquidity mechanism and/or assimilated to shares held by the Concert.

### 3.2 What is the price of the Offer?

The Offer was filed at a price of €46.60 per share (post ordinary dividend of €1.40 per share which ex-date was 29 May 2023) with right the exceptional distribution of reserves of €8.00 per share attached. It is specified that the exceptional distribution of reserves of €8.00 per share will be paid on 24 July 2023, with an ex-date on 20 July 2023 before the opening of the Offer (as per the indicative timetable). Thus, the Offer price will be adjusted accordingly on the ex-date to €38.60 per share, excluding the exceptional distribution before opening of the Offer; the Offer will therefore be opened at a price of €38.60 per share.

The Offer price of €48.00 (cum ordinary dividend of €1.40 and exceptional distribution of reserves of €8.00) announced and then confirmed by the press releases of 6 and 13 February 2023, reflects a premium of 19% over the last trading price prior to the announcement of the Offer on 6 February 2023, premiums of 27%, 34% and 36% respectively over the volume-weighted average prices 60, 120 and 180 trading days prior to that date, as well as a 15% premium over the historical highest trading price reached on 13 January 2022.

### 3.3 Is the Offer price the same for all shareholders?

Yes, the price of the Offer is the same for all shareholders.

The independent expert reviewed the related agreements entered into as part of the Offer and considered that they did not include any financial provisions that might call into question the fairness of the offer from a financial point of view.

### 3.4 How was the Offer price calculated?

The Offer price was determined by Concordia, as the Initiator of the Offer. The assessment of the Offer price is presented in Section 3 (Assessment of the Offer price) of the Draft Offer Document, including in particular the multicriteria analysis and the description and application of the valuation methods selected. The fairness of the Offer price has also been assessed by the independent expert, whose report is included in Rothschild & Co's Draft Response Document.

You can consult the public documentation to assess the interest of the Offer and in particular the Draft Offer Document, and the Draft Response Document containing the independent expert's report, available on the AMF and Rothschild & Co websites.

### 3.5 What is the opinion of Rothschild & Co's Supervisory Board regarding the merits of the Offer?

On 4 July 2023, Rothschild & Co's Supervisory Board issued a favourable and unanimous reasoned opinion ("avis motivé") on the Offer and stated that said Offer and its implications were in line with the interests of the Group, its shareholders and employees, and recommended that the Company's shareholders tender their shares to the Offer. This opinion is available in the Draft Response Document.

This reasoned opinion was issued unanimously following the recommendations of the Ad Hoc Committee, comprised of four independent members, and the conclusion of the report submitted by the independent expert Finexsi, appointed upon the proposal of this committee.

### 3.6 What is the mission of the independent expert?

Upon the recommendation of the Ad Hoc Committee, the Supervisory Board of Rothschild & Co has appointed Finexsi as independent expert. The mission of the independent expert was to assess the fairness of the financial terms of the Offer from the point of view of Rothschild & Co's shareholders.

<sup>2</sup> "Concert" means Concordia, Rothschild & Co Gestion, certain historical shareholders of Rothschild & Co (Holding Financier Jean Goujon, shareholders linked to the Maurel Family, Mr. François Henrot and FH GFA, Groupe Industriel Marcel Dassault, Giuliani Investimenti S.A., Mr. Hubertus von Baumbach, and DKTRANS S.à r.l.) and co-investors (Rothschild & Co Partners, Norbert Dentressangle Investissements, Peugeot Invest Assets, Mousseshield L.P. and various entities associated with Hannah Rothschild)

The independent expert's report concludes that the financial terms of the Offer are fair to the Company's shareholders. It was presented to the Supervisory Board of Rothschild & Co on 4 July 2023.

Finexsi's report is included in the Draft Response Document and include a multi-criteria valuation of Rothschild & Co and a review of related agreements.

### 3.7 How will the tender offer work?

Instructions for the tender are described in Section 2.3 (Procedure for tendering Shares in the Offer) of the Draft Response Document.

Please note that if you are eligible for the Offer, you will receive information from your financial intermediary. The practical details of how to participate in the Offer will be indicated. If this is not the case, we invite you to contact your financial intermediary. Please pay attention to the deadlines and terms and conditions, which differ from one financial intermediary to another.

### 3.8 What do I need to do to participate in the Offer?

If you wish to tender your shares to the Offer, you will have the choice of two options:

- **Option 1 – Tender your shares to the Offer via your financial intermediary as part of the semi-centralized Offer by Euronext**, to benefit from the Offeror reimbursing the brokerage fees by Concordia under the conditions described in Section 2.12 (Reimbursement of brokerage fees) of the Draft Offer Document. The settlement-delivery is expected to take place on 18 September 2023 (after the announcement by the AMF of the results of the Offer, as per the indicative timetable), regardless of the date on which you tender your shares.
- **Option 2 – Sell your shares directly on the market**. The settlement-delivery will occur on the second trading day following the day of execution of the orders, it being noted that the trading costs (including brokerage fees and related VAT) relating to such transactions will remain entirely at the expense of the shareholder selling directly on the market.

The shareholders who would like to tender their shares in the Offer must submit to their financial intermediary holding their shares, or if the shares are held in pure registered form to Société Générale Securities Services acting as Rothschild & Co's registrar, a tender or sale order at the price of the Offer (€38.60/sh), by using the form made available to them by such financial intermediary, specifying whether they opt either for the sale of their shares directly on the market or for the tender of their shares in the semi-centralised Offer by Euronext.

### 3.9 What is the duration of the Offer?

The offer is expected to be opened for a period of 35 trading days, from 24 July to 8 September (inclusive), as per the indicative timetable.

In accordance with stock exchange regulations, the Offer will not be reopened once it has closed.

### 3.10 Until what date can I tender my shares to the Offer?

The last day of the Offer is expected on 8 September (inclusive) as per the indicative timetable.

We remind you that financial intermediaries generally establish an earlier deadline for receiving orders. We invite you to consult your financial broker / institution.

### 3.11 Can I tender all types of shares to the Offer (undivided, stripped, registered in a PEA...)?

All shares are eligible to be tendered in the Offer.

The shares must be freely tradable and free of any lien, pledge, charge or other security interest or restriction of any kind restricting the free transfer of their ownership, and Concordia reserves the right to reject any shares tendered in the Offer that do not meet this condition.

We invite you to consult your financial institution and your usual advisor in order to determine the consequences and the specific terms applicable to your personal situation.

### **3.12 What should I do if my shares are spread over several accounts or financial institutions?**

If you wish to tender your shares to the Offer, you must do so for each of your accounts, including if you hold multiple accounts with the same financial institution.

### **3.13 Is there a fee if I tender my shares to the Offer?**

If you tender your shares in the semi-centralised Offer, Concordia will bear the brokerage fees and related VAT paid, up to a maximum of 0.3% (excluding taxes) of the amount of the shares tendered in the Offer with a maximum of €250 per shareholder, which will be reimbursed on the same day as the settlement-delivery, i.e. 18 September 2023 as per the indicative timetable.

If you sell your shares in the market, trading fees may apply and are subject to the pricing policy of your financial institution.

### **3.14 When will payment be made for the shares tendered in the Offer?**

If you tender your shares in the semi-centralised Offer by Euronext, the settlement-delivery will take place on 18 September 2023 as per the indicative timetable.

If you place a sale order in the market, the settlement-delivery will occur on the second trading day following the day of execution of the orders.

### **3.15 Am I required to tender my shares to the Offer?**

All shareholders are free to tender their shares or not.

### **3.16 How and when will you communicate progress on the acceptance of the tender offer?**

Market purchases will be updated on a daily basis on the AMF website. The result from the semi-centralised Offer will be released after the Offer closes, with publication expected on 13 September 2023 as per the indicative timetable.

### **3.17 Under what conditions and for how long after the end of the Offer will the Rothschild & Co shares be listed?**

If, at the closing of the Offer, the sum of the Rothschild & Co shares not tendered in the Offer by the minority shareholders of Rothschild & Co (with the exception of Rothschild & Co shares subject to a liquidity mechanism and/or assimilated to shares held by the Concert) does not represent more than 10% of the capital and voting rights of Rothschild & Co, Concordia intends to require the AMF, at the latest within three (3) months following the closing of the Offer, to implement a squeeze-out procedure.

In such case, the Concert will be able to acquire the Rothschild & Co shares not tendered in the Offer in exchange for a compensation per share equal to the price at which the Offer will open, i.e. €38.6 per share.

**For further information:**

[offer@rothschildandco.com](mailto:offer@rothschildandco.com)



## About Rothschild & Co

Rothschild & Co is a family-controlled and independent group and has been at the centre of the world's financial markets for over 200 years. With a team of c.4,200 talented financial services specialists on the ground in over 40 countries, Rothschild & Co's integrated global network of trusted professionals provides in-depth market intelligence and effective long-term solutions for our clients in Global Advisory, Wealth and Asset Management, and Merchant Banking.

Rothschild & Co is a French partnership limited by shares (Société en Commandite par actions) listed on Euronext in Paris, Compartment A with a share capital of €154,205,332. Paris trade and companies' registry number 302 519 228. Registered office: 23 bis avenue de Messine, 75008 Paris, France.

