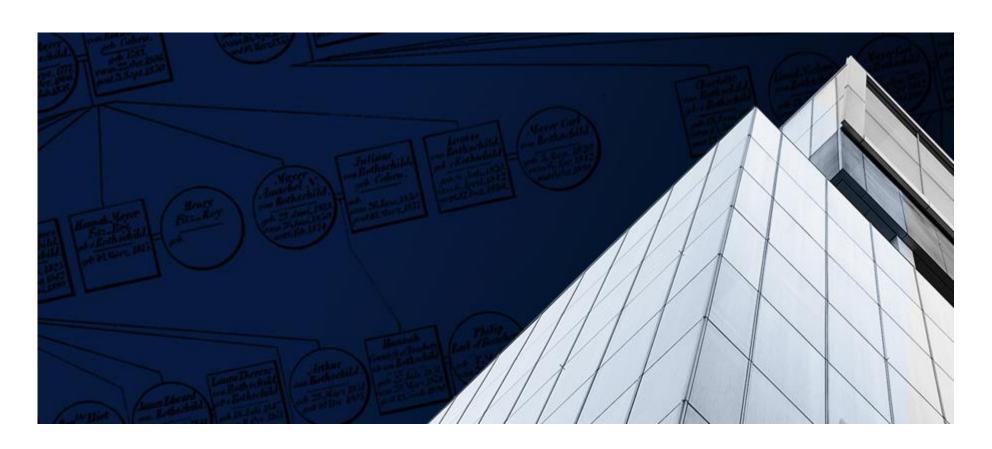
Rothschild & Co – Equity story



January 2018





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For more information on Rothschild & Co: www.rothschildandco.com; www.rothschild.com

Strategic focus



Create value



- Improve synergies between three divisions
- Focus on long term performance rather than short term profit
- Continue to simplify group structure where feasible

Grow scale



- Grow our three businesses organically and through investments
- Diversify earnings to reduce relative importance of our advisory business

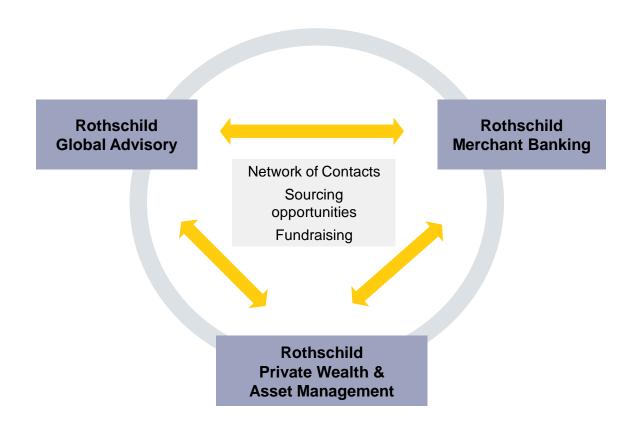
Improve returns to shareholders



- Cost saving initiatives
- Efficient use of capital

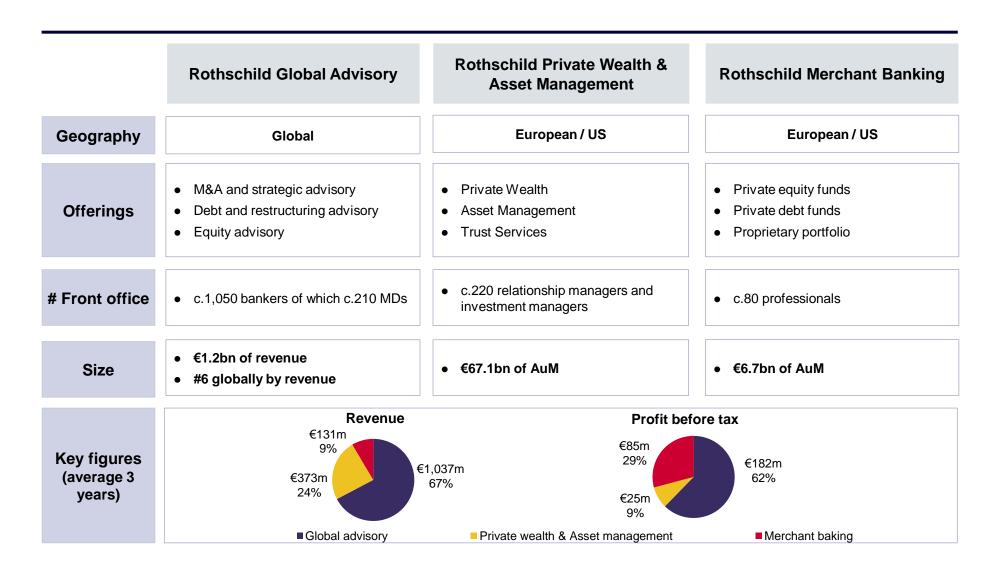
Cross fertilisation provides a competitive advantage





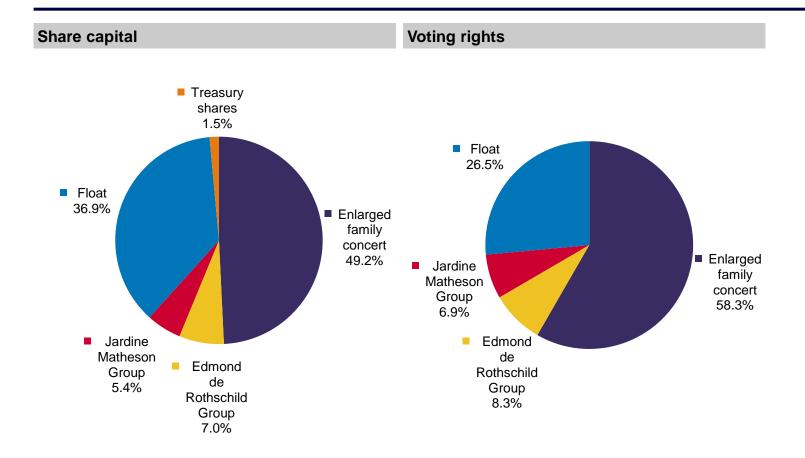
Three resilient pillars with strong potential





Shareholding structure as at 31 December 2017





Strong corporate governance



1 Group management

Rothschild & Co Gestion, Managing Partner of Rothschild & Co represented by:

- David de Rothschild, Chairman
- Alexandre de Rothschild, Vice-chairman
- Nigel Higgins, Managing Partner
- Olivier Pécoux, Managing Partner
- Marc-Olivier Laurent, Managing Partner
- Robert Leitao, Managing Partner

Assisted by **the Group Executive Committee** ¹ (GEC) with 12 members (Managing partners, Business heads, significant Support function heads)

1 Co-chaired by Nigel Higgins and Olivier Pécoux

Board and committees

- A Supervisory board composed of:
 - 15 recognised professionals, including
 9 independent members
 - 8 different nationalities
- 4 specialised committees:
 - Audit Committee
 - Risk Committee
 - Strategy Committee
 - Remuneration & Nomination Committee

3 Aligned shareholders and senior management

- Equity Scheme introduced in October 2013 for 57 senior employees from 10 countries
- Extended to 10 new senior employees in December 2015
- Extended to 20 new senior employees in December 2017



Accomplished management team



Governance complying with best practice



Alignment of interests

1

Rothschild Global Advisory

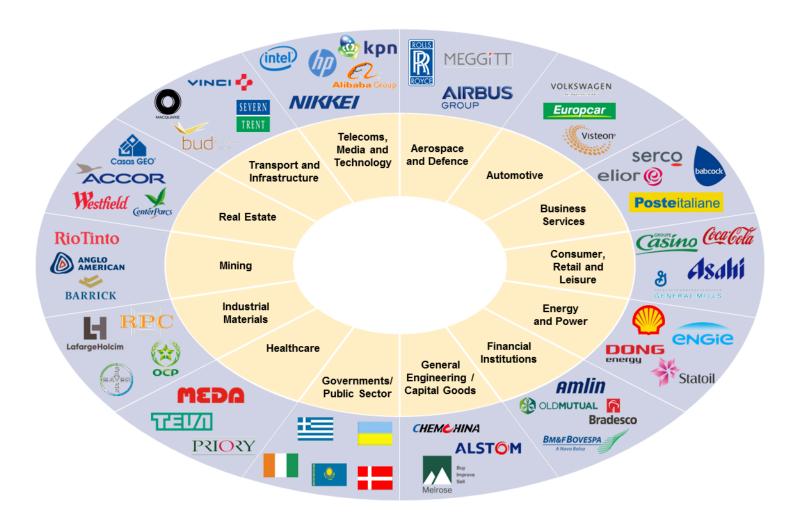
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On-the-ground presence in 40 countries with 50 offices



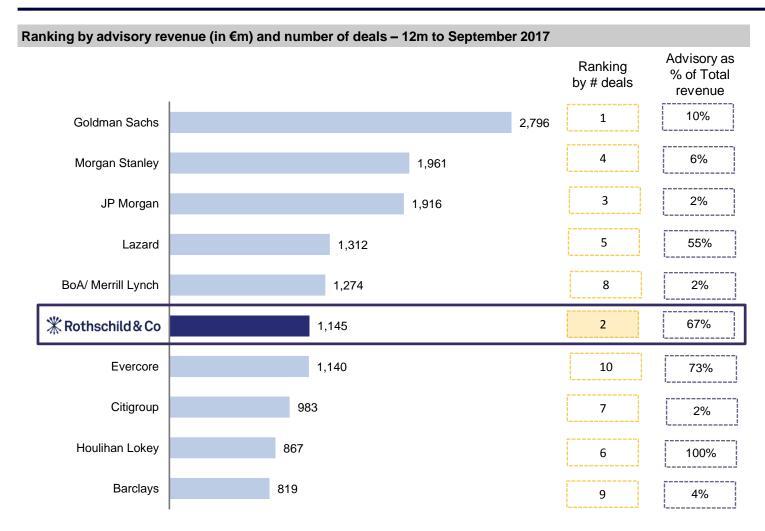


Integrated network of industry specialists with deep understanding of the dynamics of each industry



Leading position: #6 globally by revenue

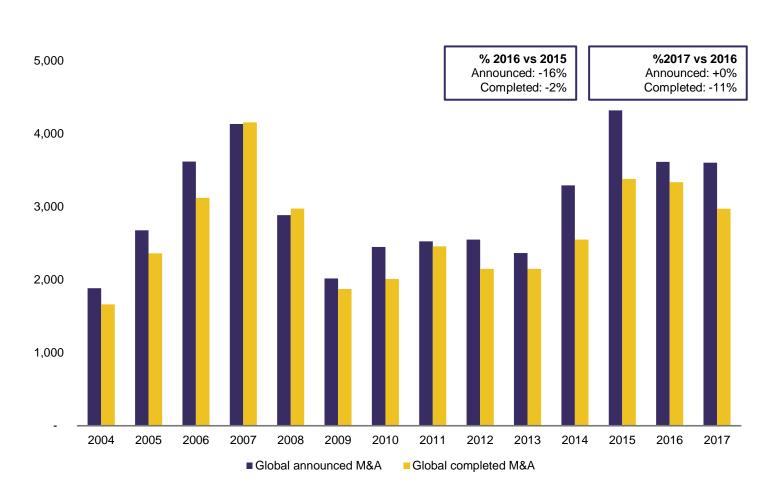




Source: Company's filings and Thomson Reuters (number of completed M&A deals)

Global M&A market (deal values)

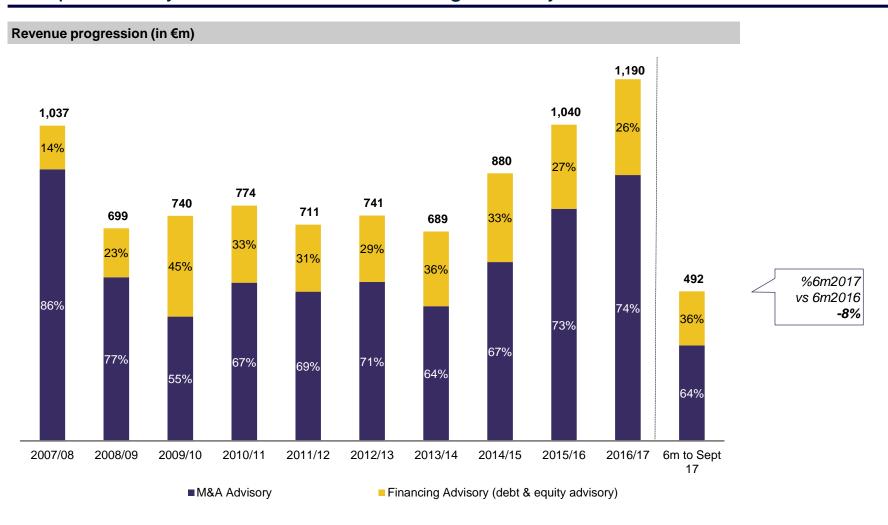




Resilient model over the cycle



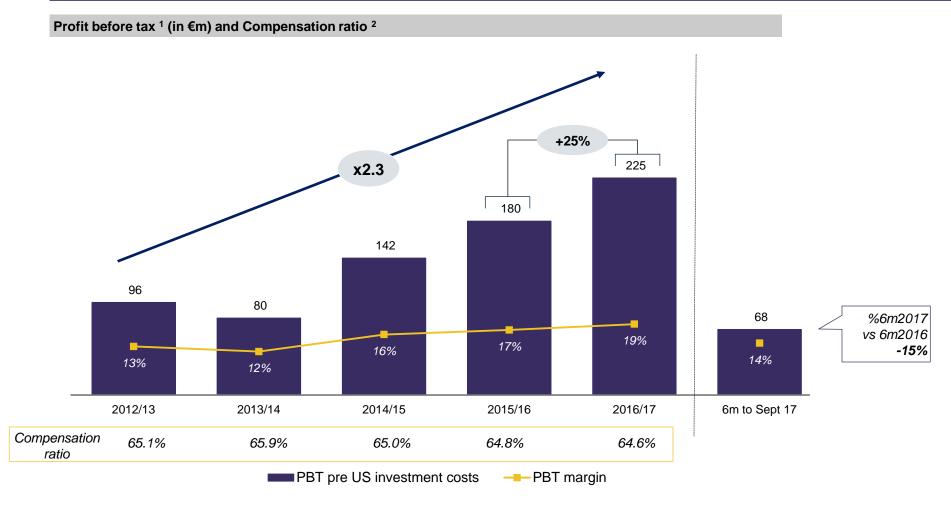
Complementary mix of M&A and Financing Advisory



Steady growth in profit



Revenue growth and tight cost control leads to increasing profit



US investment costs were €3m in 2014/2015, €13m in 2015/16, €22m in 2016/2017, and €7m for 6m to Sept 2017.
Our US investment costs are expected to be around 2% of revenue for the 9 months to 31 December 2017, subject to the right opportunities

On an awarded basis

Our North America development



Overview Toronto Chicago (New York San Francisco Washington Los Angeles Office Recently opened office

c. 185 advisory bankers of which 35 MDs

Highlights

- Leading M&A practice across multiple industries including Consumer, Industrials, TMT and Mining recently augmented by new Technology and Healthcare sector bankers
- Growing equity advisory and newly established debt advisory practices
- Recruitment of 19 senior bankers since 2013
- c. 17% CAGR M&A related revenue between March 2015 and March 2017
- Strong restructuring practice

Strategy

- Bolster core capabilities
 - Strengthening of core M&A sector coverage and professional talent
- Broaden geographic footprint
 - Recent opening of offices in Chicago, Los Angeles and San Francisco
- Expand platform capabilities
 - Expansion into new sectors / products, building on existing global presence

Strategy



1

Extend our unique advisory platform to provide global network and perspective

- Europe: build on existing strong position to enhance and defend market share, while growing in smaller markets where under represented such as Switzerland
- United States: continue selective investment in new talent to strengthen and broaden our sector skills and geographic reach
- Asia: build out offering in Asian market
- Invest in sector and product expertise by hiring first class talent to link together the broad geographic mix
- Leverage our deep knowledge of advisory market:
 - To win new clients
 - To benefit all parts of the Group
- 4

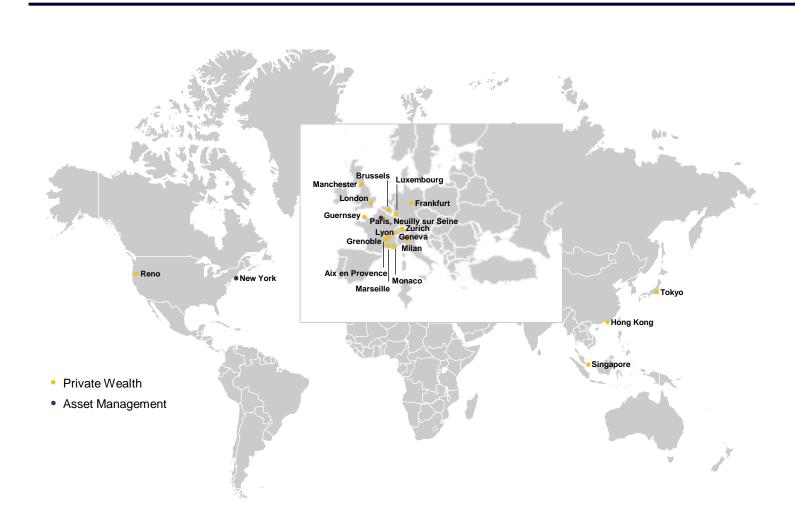
Enhance cross selling synergies between the businesses

2

Rothschild Private Wealth & Asset Management

Strong foothold in Europe





Rothschild Private Wealth & Asset Management

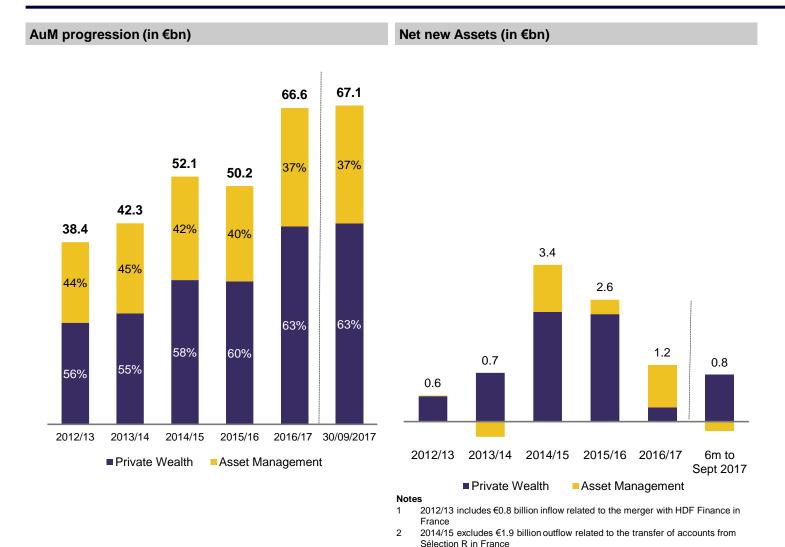


A broad business covering different geographies



Strong growth in AuM overtime and track record of attracting new business

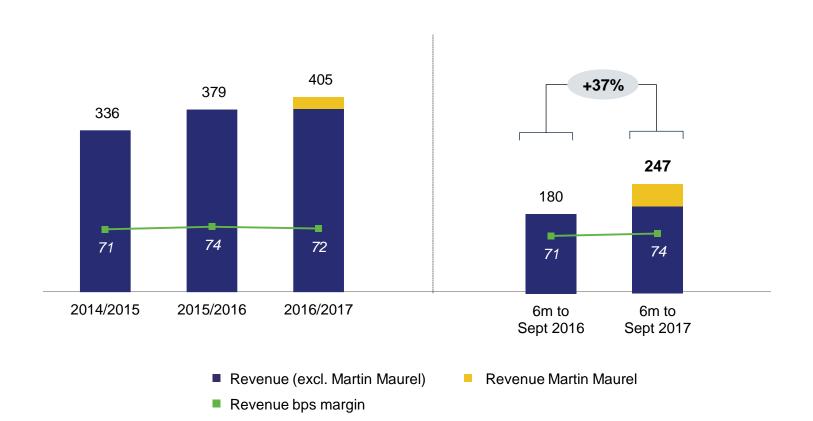




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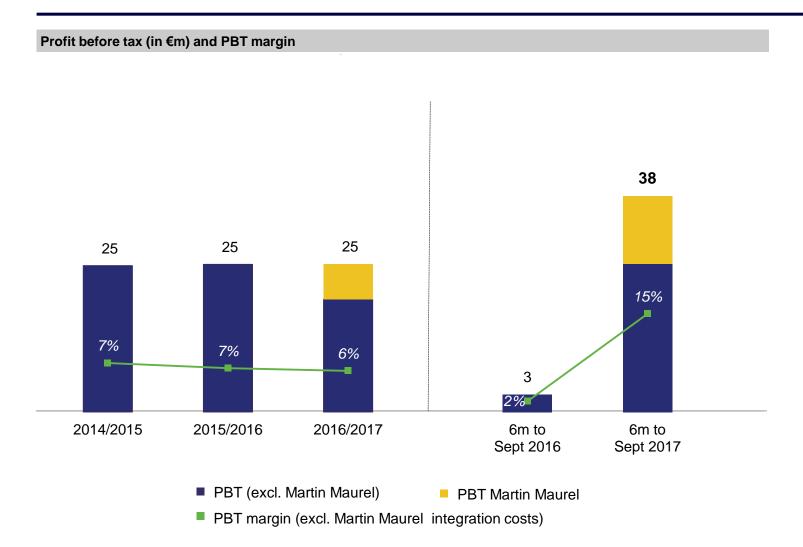
Steady growth of revenue despite some margin compression

Revenue (in €m) and annualised average bps progression





Significant improvement in profit before tax thanks to cost control and revenue growth



Strategy



1

Wealth preservation on the long-term, tailored wealth planning and outstanding client service

2

Strong focus on cost saving initiatives

3

Private Wealth:

- France Belgium Monaco Build revenue through broader product offering, revised fee structure and leveraging network and finalise the operational integration
- **UK** increase market share through distinct and award winning offering
- **Switzerland -** refocus on fewer target markets, improve advisory offering and tighter cost control
- 4 Asset Management:
 - France Refocus AM business on France and neighbouring countries and value to our private wealth and institutional clients and provide distinct investment services: BtoBtoC
 - USA continue aggressive growth plans for core US equity business and restructure to increase intrinsic value

3

Rothschild Merchant Banking

A growing footprint





A powerful and cohesive platform with two distinct offerings



Private Equity	€3.1bn	Private Debt	€3.6bn
Corporate Private Equity • FAPI (Europe)	€1.4bn	Direct Lending • FACS (Europe)	€0.6bn
(==5,5)		• FADL (Europe)	
Secondaries, Multi-Managers	€1.7bn	Credit Management	€3.0bn
& Co-Investments		Oberon & Managed Accounts (Europe/US) Flainers (Europe/US)	
FASO (Europe)Arolla (Global)		Elsinore (Europe/US)CLOs (Europe/US)	
• RPI / RPO (Global)		2 0200 (24,000,00)	

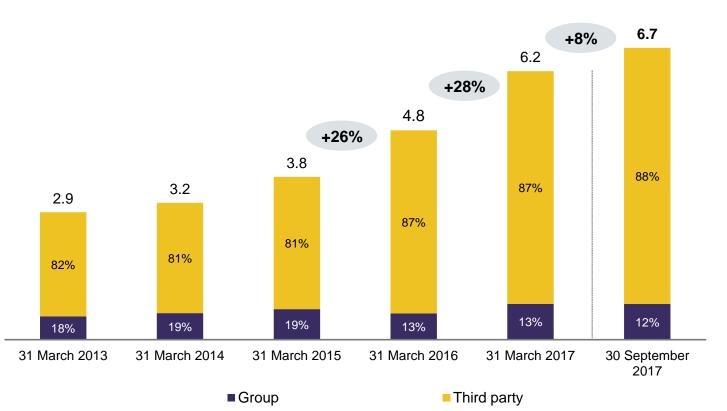
12% committed by Rothschild & Co (c.€0.8bn) c.**€6.7bn**Asset under management

International team of 80 investment professionals

Steady growth in AuM





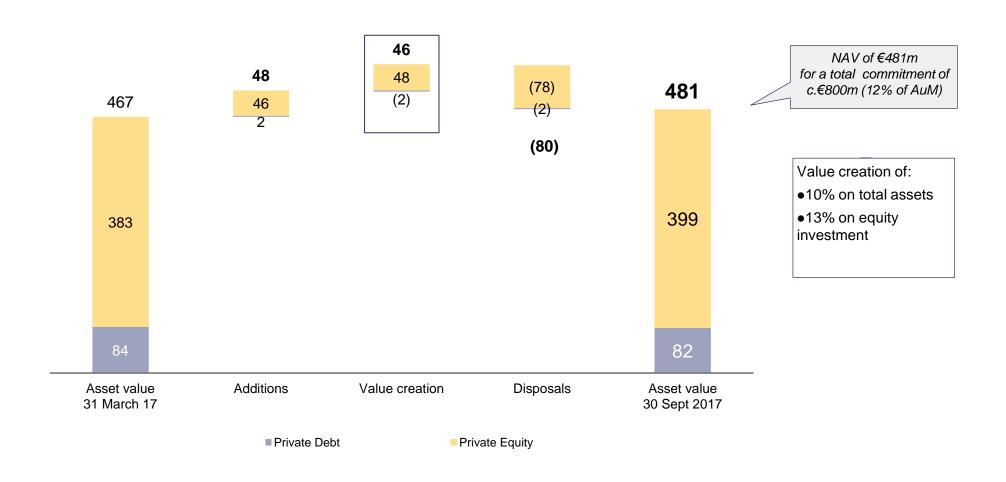


Note

Assets under management comprise committed capital where a managed fund is still in its investment period, and includes net asset value after the investment period has expired.

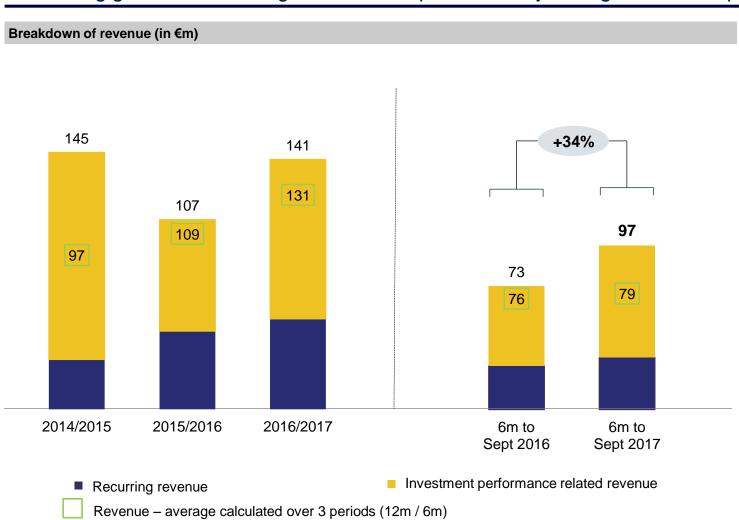
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Strong value creation while maintaining constant capital at work



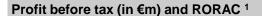


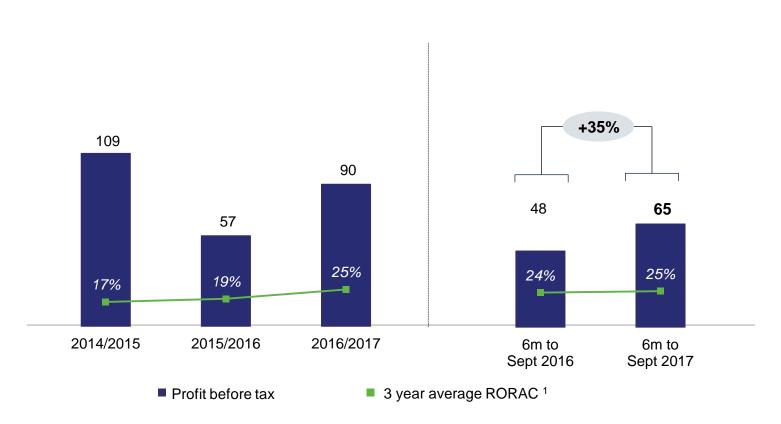
Continuing growth in recurring revenue complemented by strong investment performance





Good returns on capital tied to successful business growth and investment performance





¹ RORAC stands for Return On Risk Adjusted Capital – an internal measure of risk capital invested in the business, being adjusted profit before tax divided by risk weighted capital

Strategy



- Grow Assets under Management by:
 - developing our niche position as a European diversified mid-cap player
 - raising new funds targeted at specific opportunities
 - seeking new geographies in which to develop the business
- Maintain significant capital at work ('skin in the game') in our funds and investment programs of c.€500m
- Remain highly selective in investment decisions & focus on areas where we enjoy a distinct advantage
- Private equity philosophy to invest in EBITDA growth over financial engineering
- Continue to generate excellent returns on capital with limited correlation to general market movements through a mix of management fees, capital gains and carry

4

Financials



Comments

Improving operating margin

- Revenue growth
- Costs saving initiatives
- Targeted headcount optimisation

Compensation costs

• Target of an adjusted compensation ratio: in low to mid 60%'s through the cycle

Exceptionals
impact on Net
Income - Group
share

	2013/14	2014/15	2015/16	2016/17	6m to Sept 17
UK asset finance profit	-	-	(97)	-	-
Long-standing shareholding impairment	18	2	-	-	-
IT outsourcing costs	11	-	-	-	-
Legacy legal provisions (including DoJ)	16	16	-	-	-
Deferred tax asset write off	6	9	-	-	-
Others (pensions credit, sale of property, swap settlement cost, MM integration costs)	(8)	(11)	-	7	7
Total exceptionals items	43	16	(97)	7	7

Non-controlling interests

• Comprise Rothschild family shareholders in the Swiss based Private Wealth business, the profit share distributed to French partners and interest on perpetual debt

Summary P&L



Strong momentum over recent financial years

In €m	2014/2015	2015/2016	2016/2017	6m to Sept 2017
Revenue	1,403	1,589	1,767	852
Staff costs	(820)	(954)	(1,016)	(488)
Administrative expenses	(257)	(267)	(279)	(146)
Depreciation and amortisation	(36)	(37)	(32)	(14)
Impairments	(22)	(12)	(11)	(4)
Operating Income	268	319	429	200
Profit before tax	317	422	436	206
Consolidated net income	254	357	366	176
Net income - Group share	144	232	186	88
Net income - Group share excl. exceptionals	160	135	193	95
Earnings per share 1	€ 2.08	€ 3.37	€ 2.64	€ 1.18
EPS excl. exceptionals	€ 2.31	€ 1.95	€ 2.74	€ 1.28
ROTE (excluding exceptional items)	13.0%	11.3%	14.6%	12.4%

¹ Diluted EPS is €1.15 for 6m to Sept 17 (2016/ 2017: €2.60 - 2015/2016: €3.32)



Performance by business

(in €m)	Global Advisory	Private Wealth & Asset Management	Merchant Banking	Other business and corporate centre	IFRS reconciliation	6m to Sept 2017
Revenues	492	247	97	20	(4)	852
Operating expenses	(431)	(220)	(32)	(28)	63	(648)
Impairments	-	-	-	-	(4)	(4)
Operating income	61	27	65	(8)	55	200
Exceptional charges / (profits)	-	11	-	-	-	11
Operating income without exceptional charges / profit	61	38	65	(8)	55	211
Operating margin (excl. exceptional charges)	12%	15%	67%			25%

(in €m)	Global Advisory	Private Wealth & Asset Management	Merchant Banking	Other business and corporate centre	IFRS reconciliation	6m to Sept 2016
Revenues	537	180	73	16	(4)	802
Operating expenses	(466)	(181)	(24)	(30)	82	(619)
Impairments	-	-	-	-	(1)	(1)
Operating income	71	(1)	49	(14)	77	182
Exceptional charges / (profits)	-	4	-	-	-	4
Operating income without exceptional charges / profit	71	3	49	(14)	77	186
Operating margin (excl. exceptional charges)	13%	2%	67%			23%

¹This analysis is prepared from non IFRS data used internally for assessing business performance then adjusted to conform to the Group's statutory financial accounting policies. IFRS reconciliation mainly reflects the treatment of profit share paid to French partners as non-controlling interests; accounting for deferred bonuses over the period that they are earned; the application of IAS 19 (R) for defined benefit pension schemes; and reallocation of impairments and certain operating expenses

Group Compensation ratio



Compensation ratio objective: Low to mid 60%'s through the cycle

(in €m)	6m to Sept 2017	6m to Sept 2016	2016/17	
Revenue	852	802	1,767	
Total staff costs ¹	(555)	(545)	(1,142)	
Compensation ratio	65.1%	68.0%	64.6%	
variation due to FX	0.3%	-	-	
variation due to RGA US investment costs ²	(0.9)%	(1.3)%	(1.3)%	
Adjusted Compensation ratio	64.5%	66.7%	63.4%	
Headcount	3,503	2,945	3,410	

- Discipline on the management of compensation ratio
- · Group compensation ratio includes the effects of deferred bonus accounting

Total staff costs include profit share paid to French Partners and effects of accounting for deferred bonuses over the period in which they are earned but exclude redundancy costs, revaluation of share-based employee liabilities and acquisition costs treated as employee compensation under IFRS

² RGA US investment costs are defined as compensation earned in respect of the first financial reporting period of employment plus any make-wholes payable in the reporting period



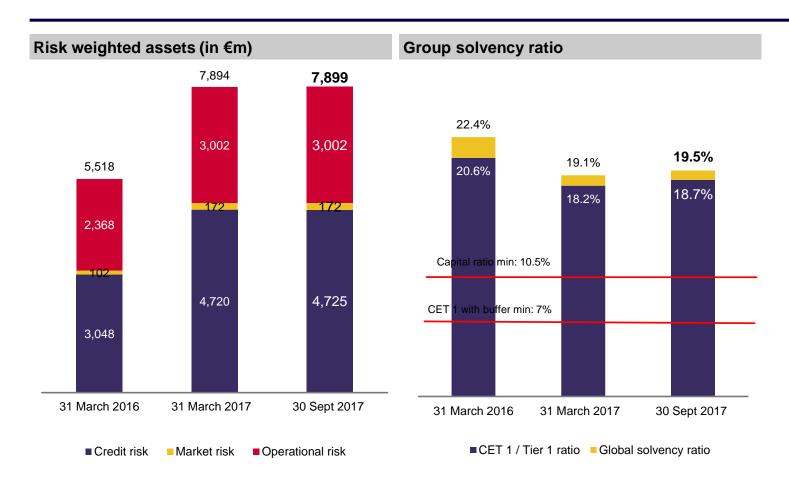
Summary balance sheet

(in €bn)	30/09/2017	31/03/2017	Var
Cash and amounts due from central banks	3.9	3.9	-
Cash placed with banks	1.6	1.9	(0.3)
Loans and advances to customers	3.0	2.9	0.1
of which Private client lending	2.4	2.3	0.1
Debt and equity securities	1.9	2.1	(0.2)
Other assets	1.4	1.4	-
Total assets	11.8	12.2	(0.4)
Due to customers	7.8	8.1	(0.3)
Other liabilities	1.7	1.8	(0.1)
Shareholders' equity - Group share	1.8	1.8	-
Non-controlling interests	0.5	0.5	-
Total capital and liabilities	11.8	12.2	(0.4)

- €0.4m reduction in balance sheet size due to FX
- Private client lending (Lombard and mortgages) is developing in line with our Private Wealth strategy

Solvency ratios under full application of Basel 3 rules



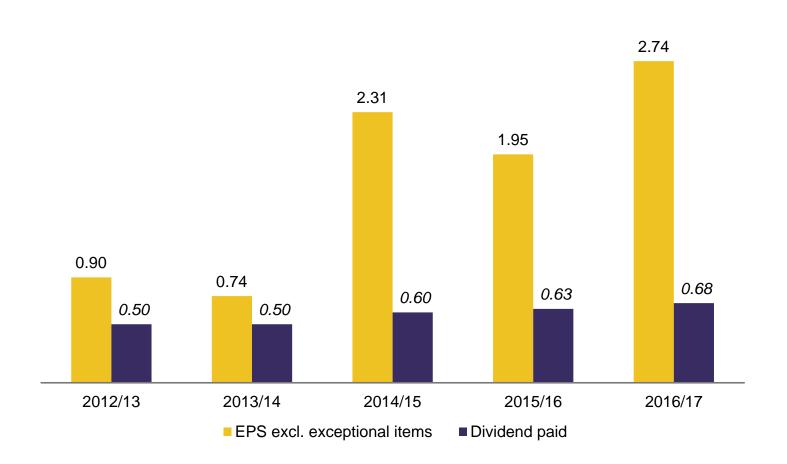


- Ratios are comfortably above minimum requirements imposed by Basel 3
- Management considers Merchant Banking requires additional capital beyond Basel 3

Dividends



Progressive dividend policy over time



Financial targets



		Target		6m to Sept 2017	6m to Sept 2016	12m to March 2017	Average 3 years
Group targets	Compensation ratio ¹	Low to mid 60's through the cycle	Revised	64.5%	66.7%	63.4%	63.5%
	Return on tangible equity ²	10 to 15% through the cycle		12.4%	11.6%	14.6%	13.3%
Businesses targets	Global Advisory: Profit before tax margin ³	Mid to high-teens through the cycle	Revised	13.9%	15.0%	18.9%	17.3%
	Private Wealth and Asset Management: Profit before tax margin	Around 20% by 2020	New	15.2%	1.7%	6.2%	6.7%
	Merchant Banking: 3 years average RORAC ⁴	Above 15% through the cycle	New	25%	24%	25%	20%

Notes

- 1 As adjusted see slide 25
- 2 ROTÉ based on Net income Group share excl. exceptionals items. Would be 11.5% if exceptionals included (6m to Sept 2016: 11.1%)
- 3 RGA PBT margin pre-US investments. Would be 12.3% if US investments included (6m to Sept 2016: 13.2%)

Why invest in Rothschild & Co?



Value driven investment leveraged for growth

2 4 3 **Globally Three** recognised Strong financial established brand position businesses known for with high with strong outstanding operating client advice synergies leverage

and execution

Family controlled group focused on long-term growth

Sustainable shareholder return

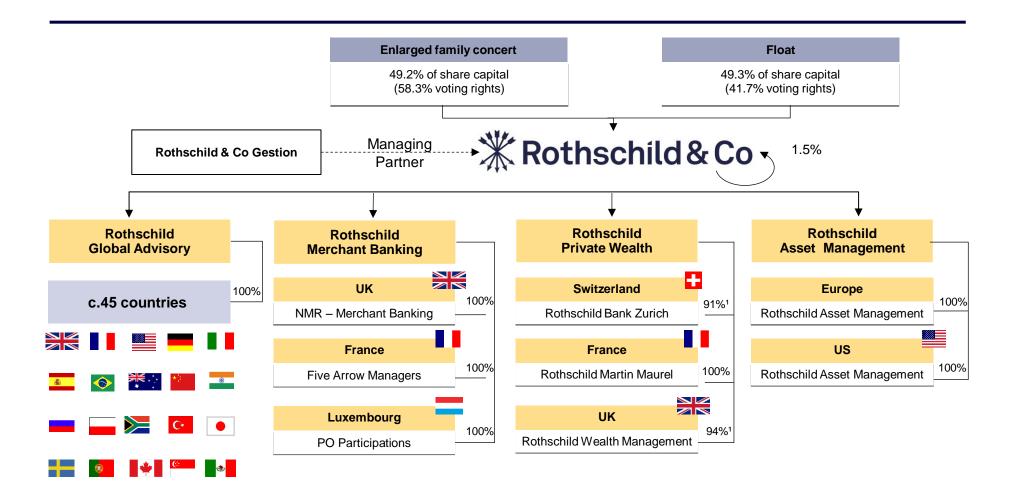
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Appendix



Rothschild & Co at a glance





Note

¹ Minority interests held by the Rothschild family

Merger with Martin Maurel Group



- Revenue and PBT for the 6 months to September 2017 of €50m and €12m respectively
- Goodwill on acquisition (in €m)

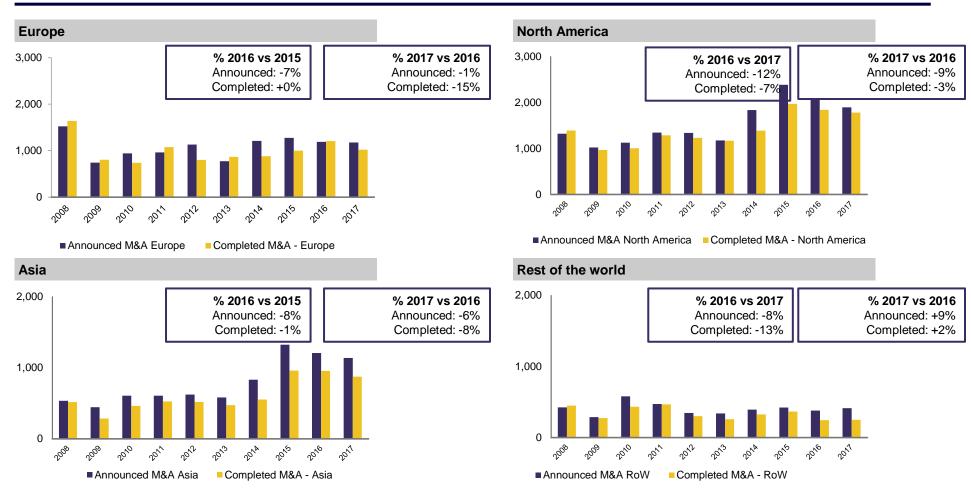
Fair value of net assets	254
Share consideration	157
Cash consideration	88
Fair value of interest held in MM Group	6
Deferred consideration	10
Total	261
Goodwill	7

• Summarised balance sheet as at 2 January 2017 (in €bn)

Total Assets	2.6	Total Liabilities	2.6
Other	0.2		
Debt and equity securities	0.7	Equity	0.3
Loans to customers	1.2	Other	0.1
Cash at banks	0.5	Due to customers	2.2



Regional M&A market by deal values (US\$bn)

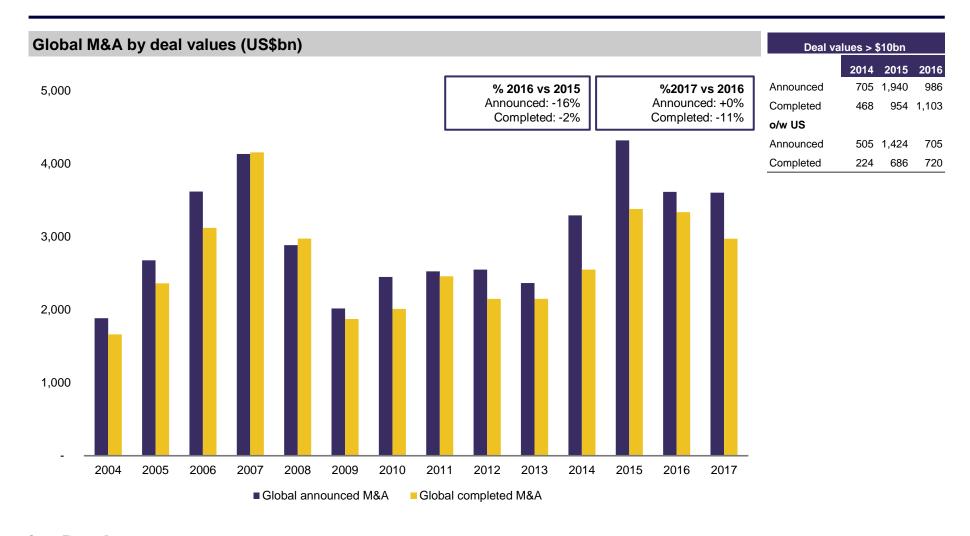


Source Thomson Reuters

Verizon deal has been excluded from European data due to the size (\$130bn - announced in 2013 and completed in 2014)

M&A market by deal values





Source Thomson Reuters

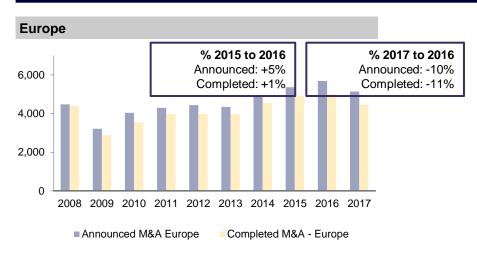


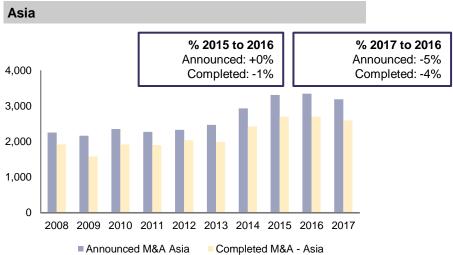
% 2017 to 2016

Announced: -1%

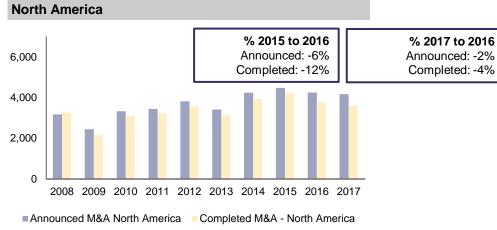
Completed: -5%

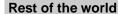
Regional M&A market by deal number

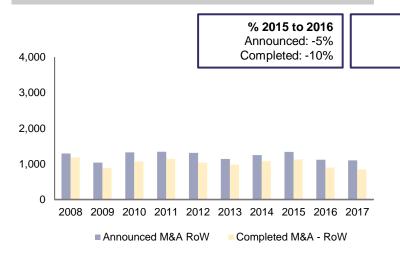






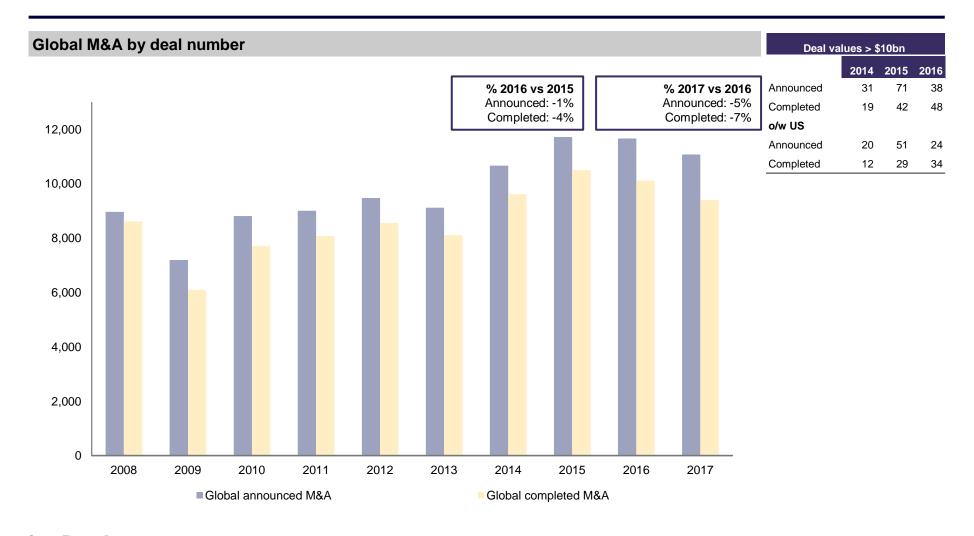






M&A market by deal number

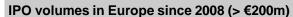


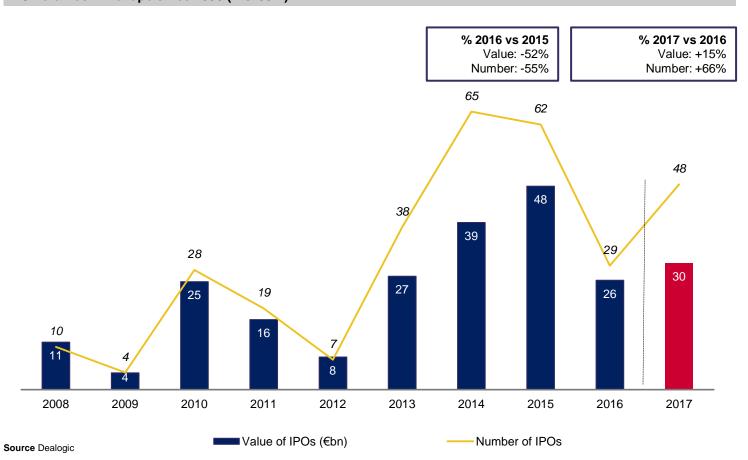


Source Thomson Reuters

European IPO market







Rothschild Global Advisory



M&A and Strategic Advisory – example completed transactions

Company	Deal	Country	Sector	Value
B A BAYER E R	All-cash offer for Monsanto		Chemicals	US\$66bn
Westfield	Combination with Unibail-Rodamco	*	Real Estate	€61bn
© essilor	Combination with Luxottica	4	Consumer	€47bn
vodafone	Merger of Vodafone India with Idea Cellular		TMT	US\$23bn
(intel)	Acquisition of Mobileye	☆	ТМТ	US\$15.3bn
uni per	Unsolicited takeover offer by Fortum		Energy and Power	€11.8bn
MAERSK	Sale of Maersk Oil to Total		Energy and Power	€7.45bn
Campbells	Acquisition of Snyder's-Lance		Consumer	US\$6.2bn

Rothschild Global Advisory



Financing advisory – example completed transactions

Company	Deal	Country	Sector	Value
PremierOil	Restructuring of debt facilities		Energy and Power	US\$3.8bn
An Roinn Airgeadais Department of Finance	Adviser on privatisation IPO of Allied Irish Banks		FIG	€3.4bn
EMAAR	Adviser on IPO of Emaar Development		Real Estate	US\$1.3bn
	Adviser on sell-down of 13.28% stake in Woodside Petroleum	N	Energy and Power	€3bn
CAESARS ENTERTAINMENT.	Adviser to First Lien Tern Loan Lenders on restructuring		Leisure	US\$18.5bn
蚂蚁盖服	Debt advice to Ant Financial on its US\$3.5bn debt raising	*)	TMT	US\$3.5bn
	Adviser to the Hellenic Republic (PDMA) on its return to markets with a €3bn bond and €1.5bn liability management exercise		Government/ Public sector	US\$3.5bn
MECHEL	US\$5bn debt restructuring of Mechel		Mining	US\$5bn

Selected sample of transactions in Merchant banking



A history of long term value creation in the mid-cap segment

Sample of recent transactions

1888B

Technology-enabled insurance distribution platform and service provider Netherlands



Digital platform for the real estate intermediation market France



Legal, tax & accounting information provider

Denmark



IT infrastructure & data management software

Global

Private Equity

MENIX GROUP

Manufacturer and distributor of orthopaedic and dental implants

France



Leading automotive finance software vendor

UK



Italian manufacturer of frozen bakery products

Italy



Leading parking operator in Europe

Netherlands

OPUS 2

Litigation and legal transcript management software UK



Disruptive pharmacy franchise concept

France



Advertising company

China



Telecoms tower operator

Africa

Private Debt



Nuclear measurement tools

Global



Specialized education and care

UK



Global corporate and trust services provider

Netherlands



Dutch cable operator

Netherlands



Provider of specialist residential healthcare

UK



Automotive insurance and protection services

France



Leading anti-virus software provider

Netherlands



European discount retailer

Netherlands



Debt collection services company

UK



Multi-regional chain for routine laboratory

France



Distributor of medical devices and supplies

Netherlands



Global Music based content company

USA

Rothschild & Co volume by trading platforms



