Rothschild & Co – Equity story



May 2019





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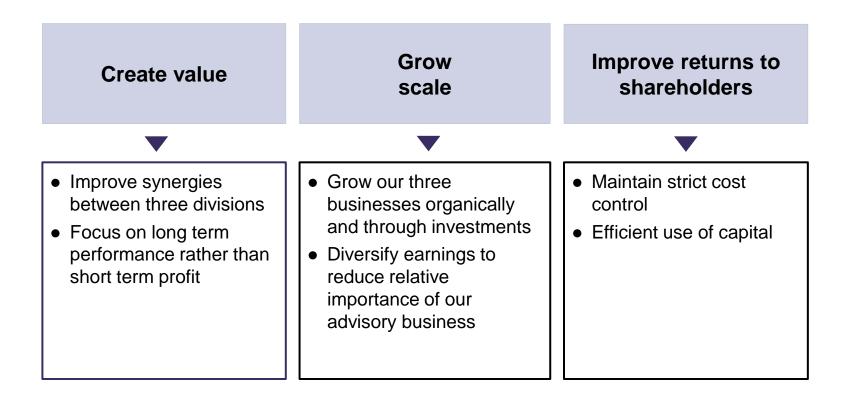
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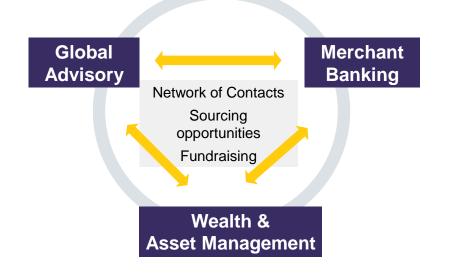
Strategic focus





Cross fertilisation provides a competitive advantage





Client referrals to GA have tripled to 90 in 2018¹ (mainly from Wealth Management)

10%-20% of asset inflows in Wealth Management come from other businesses (mainly GA and to a smaller extent MB)

1/3 of commitments of the Five Arrows funds ² from Rothschild & Co distribution network (Wealth and Asset Management)

Note

1 Versus 20 in 2015

2 Excluding Credit Management and co-investments

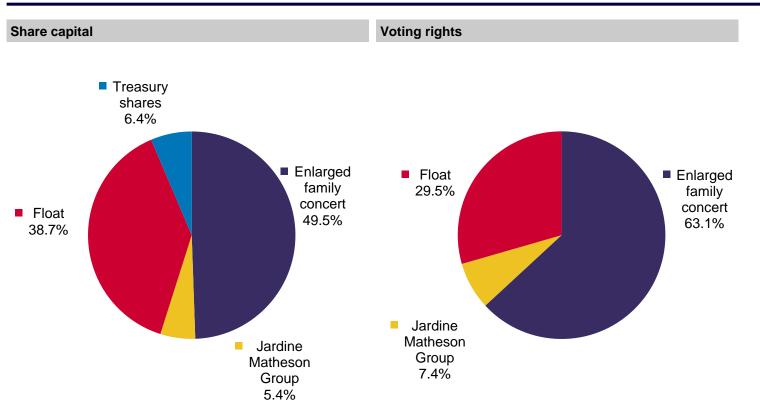
Three resilient pillars with strong potential



	Global Advisory	Wealth & Asset Management	Merchant Banking
Geography	Global	European	European / US
Offerings	M&A and strategic advisoryDebt advisory and restructuringEquity advisory	Wealth ManagementAsset Management	Private equity fundsPrivate debt fundsProprietary portfolio
# Front office	• c.1,090 bankers of which c.220 MDs	• c.260 relationship managers and investment managers	• c.100 professionals
Size	 c.€1.3bn of revenue #6 globally by revenue 	● €65bn of AuM	● €11bn of AuM
Key figures (FY 2018)	Revenue €175m 9% €480m 25%	Profit be €1,271m 66% €85m 19%	efore tax €255m 58%
	■ Global advisory	Wealth & Asset management	Merchant banking



Shareholding structure as at 30 April 2019



Strong corporate governance



1 Group management



Rothschild & Co Gestion, Managing Partner of Rothschild & Co

- Represented by Alexandre de Rothschild, *Executive Chairman*
- Assisted by a management board:
 - Robert Leitao, Managing Partner / Co-Chairman of the GEC
 - François Pérol, Managing Partner / Co-Chairman of the GEC
 - Marc-Olivier Laurent, Managing Partner



Group Executive Committee (GEC) with 12 members (Business heads and significant Support function heads)

2 Board and board's committees

- A Supervisory board composed of:
 - 14 recognised professionals, including 7 independent members
 - 8 different nationalities
- 3 specialised committees:
 - Audit Committee
 - Risk 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 21 new senior employees in December 2017



Corporate Social Responsibility

Our business practices are characterised by a deeply held sense of responsibility for ...

Development and retention of a world-class team

- c.3,600 employees globally with a broad range of experience, background, diversity and culture
- Recruitment and promotion based on merit
- Training and development opportunities
- A focus on well-being, and a healthy and a safe working environment

Making a meaningful difference to the lives of young people from economically disadvantaged backgrounds

- · Long-term partnerships with charities, educational institutions and social enterprises
- Providing professional advice to our partners
- Strategic corporate donations combined with employee giving
- We helped 1,300 young people in 2017



... our people

... our

communities

... our planet

Managing and taking action to reduce our negative environmental impact; active engagement with environmental issues

- Alignment to six specific United Nations Sustainable Development Goals: clean water; clean energy; responsible consumption; climate action; decent work and economic growth; life on land) which will help reduce negative operational environmental impact
- Initiatives include: use of recycled paper; purchase of renewable energy; waste reduction and separation



The Group's expectations of its employees in relation to CSR are outlined in our Code of Conduct, which is issued to every employee and signed by the Executive Chairman

Governance of these priority areas is managed through specific groupwide committees reporting to the Group Executive Committee on a regular basis

The Group employs 5.4 FTEs dedicated to Environmental Management and Community Investment

Global Advisory

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1. Global Advisory

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

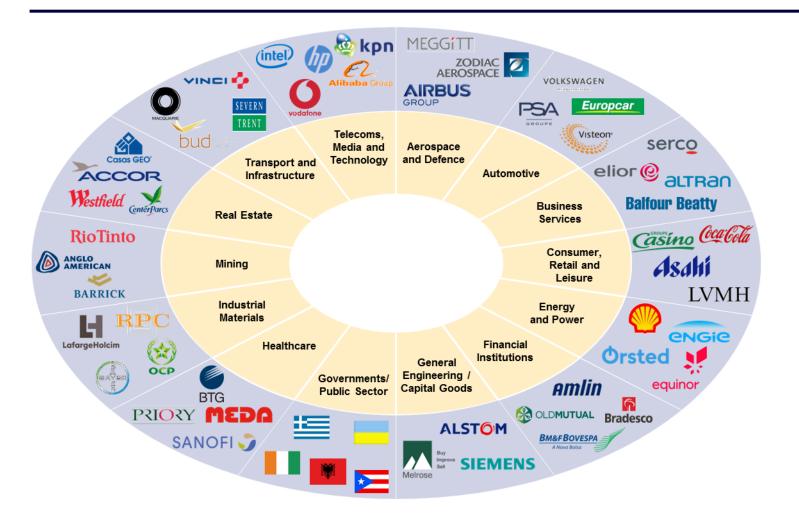




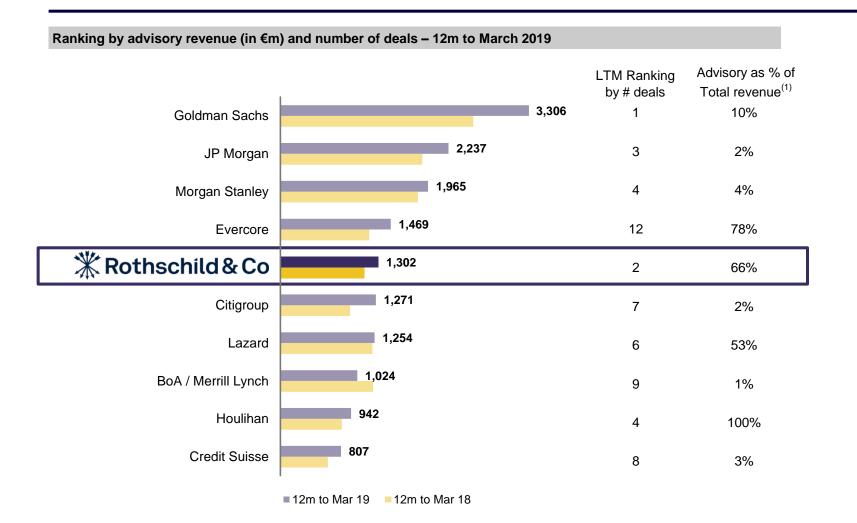
Joint ventures or representative offices

1. Global Advisory

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

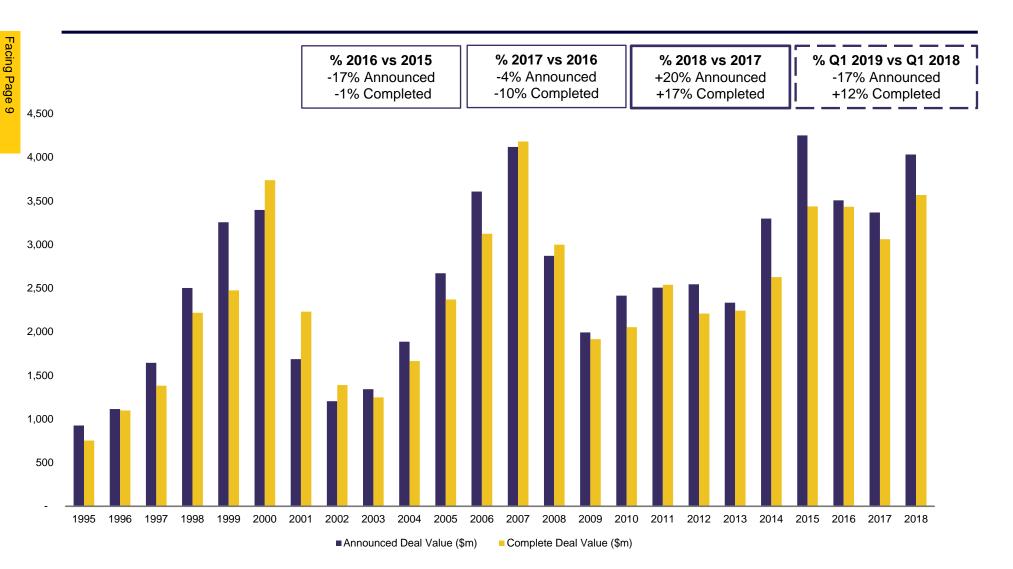


Leading position: 5th position by revenue and 2nd by number of deals



Source: Company's filings and Thomson Reuters (number of completed M&A deals – excluding Accounting firms) (1) Based on Q1 2019 revenue

Global M&A market (deal values)

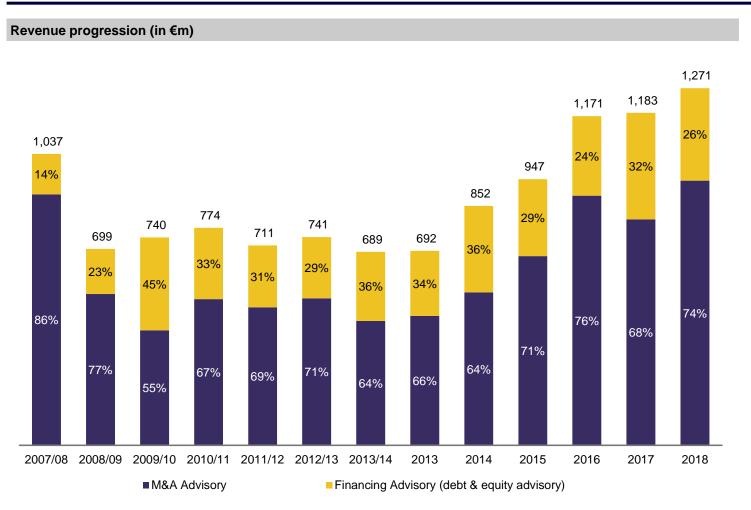


1. Global Advisory

Resilient model over the cycle

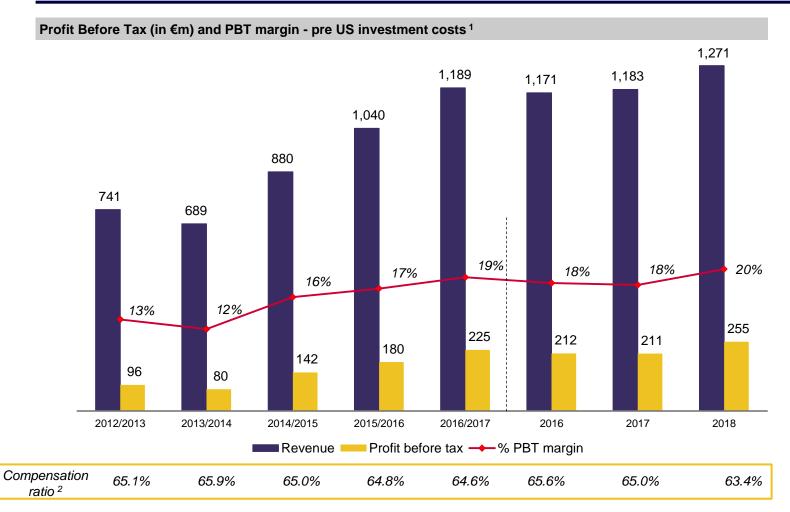


Complementary mix of M&A and Financing Advisory



Steady growth in profit

Revenue growth and tight cost control leads to increasing profit



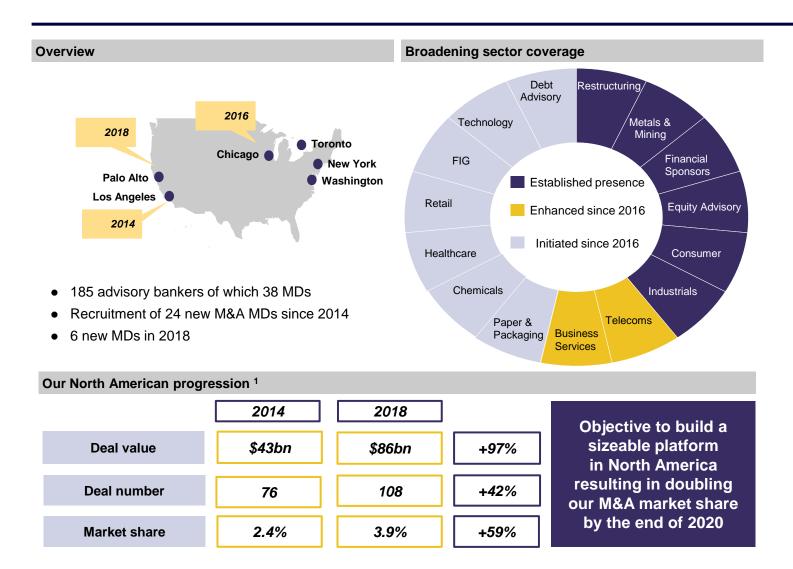
1 US investment costs were €23m for 2016, €25m for 2017, €21m for 2018. Our US investment costs are expected to be around 2% of revenue subject to the right opportunities

2 On an awarded basis and pre US investment costs

*

Our North America development





Strategy

Maintain and enhance our leading position in Europe

Grow market share in North America

3

1

2

Deliver considered growth in Rest of World

4

Develop ancillary business areas

5

Enhance cross selling synergies between the businesses



Wealth & Asset Management

Strong foothold in Europe





Wealth & Asset Management



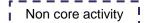
A broad business covering different geographies

Group AUM (as at 31 March 2019) : €70bn

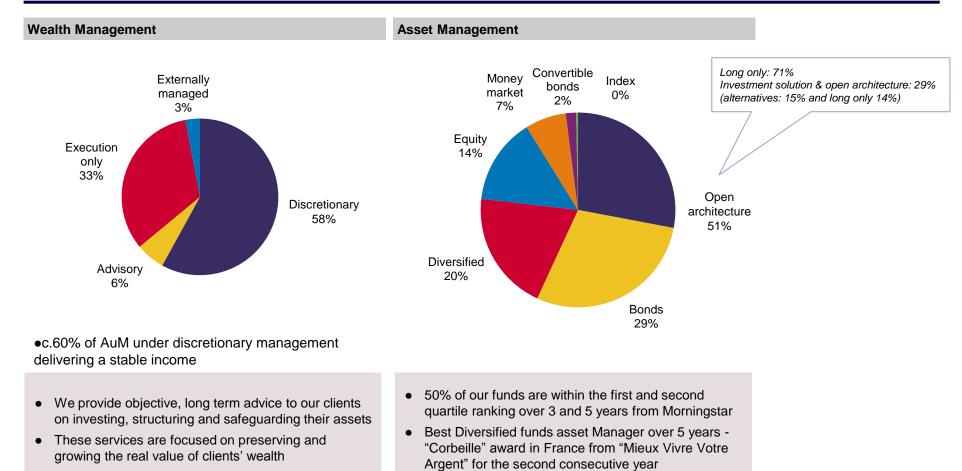
Wealth Management €46bn Asset Management €24bn¹

Rothschild Martin Maurel €2		€22bn	Asset Management Europe	€19b	on 1
France			● European		
• Belgium	84 Client Advisors			28 Investmer	
• Monaco				Managers	

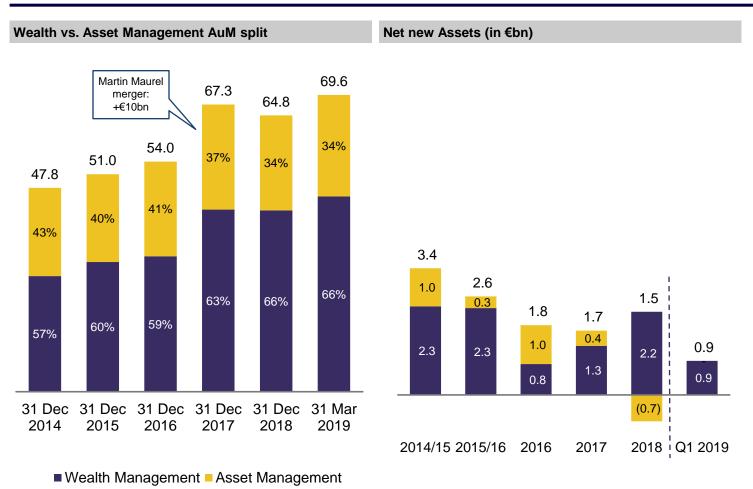
Wealth ManagementSwitzerlandRest of the world	€14bn 56 Client Advisors	Asset Management US • United States	€10br (\$11bn 19 Investment Managers
Wealth Management UK 	€10bn 21 Client Advisors		



Our offering



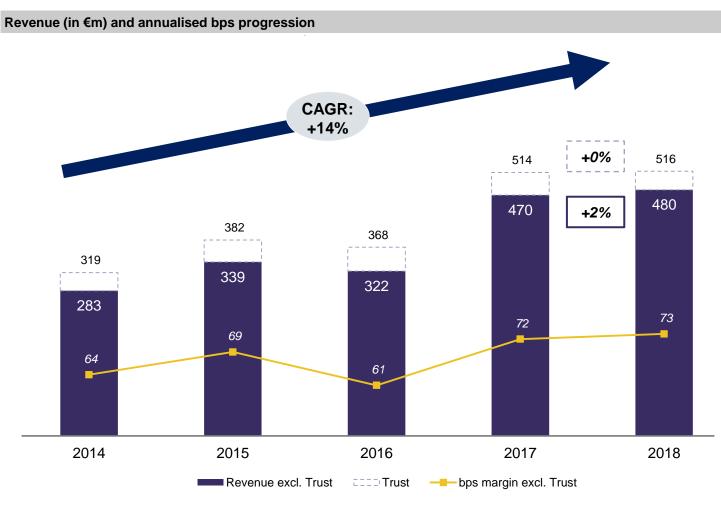
Strong growth in AuM overtime and track record of attracting new business



Wealth Management
Asset Management



Steady growth of revenue



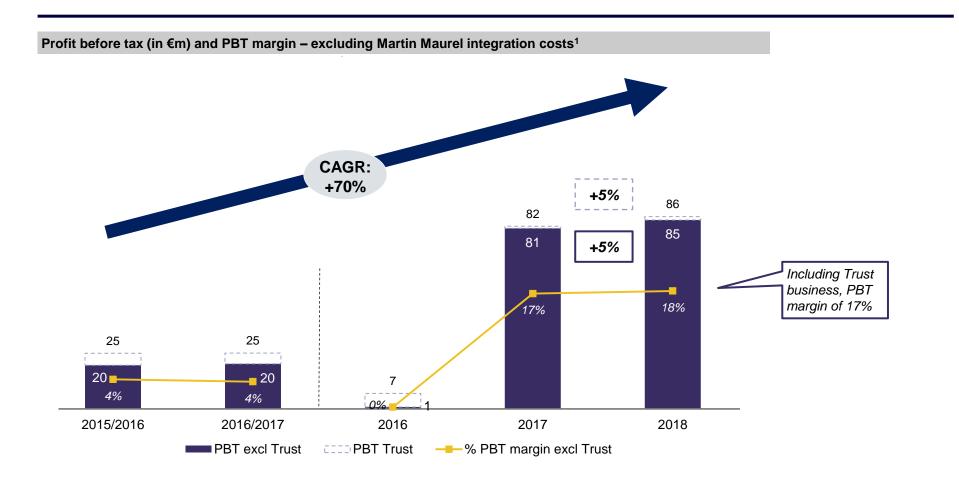
Notes

1 Trust business sale completed in Q1 2019

2 Bps margin calculated for each year excluding Trust Business

Improvement in profit before tax thanks to cost control





1 Martin Maurel integration costs were €9m in 2018 (2017: €27m)

2 PBT margin are calculated for each year excluding Trust business





Focus on growth in core markets (France, Switzerland and the UK)

2

1

Continued focus on cost control and improving profitability: around 80% CIR by 2020

3

Strive to maximise synergies across the division and between the division and group

4

Continue to work on aligning ex-Martin Maurel with our business model

5

Refocus Asset Management on France and neighbouring countries

3

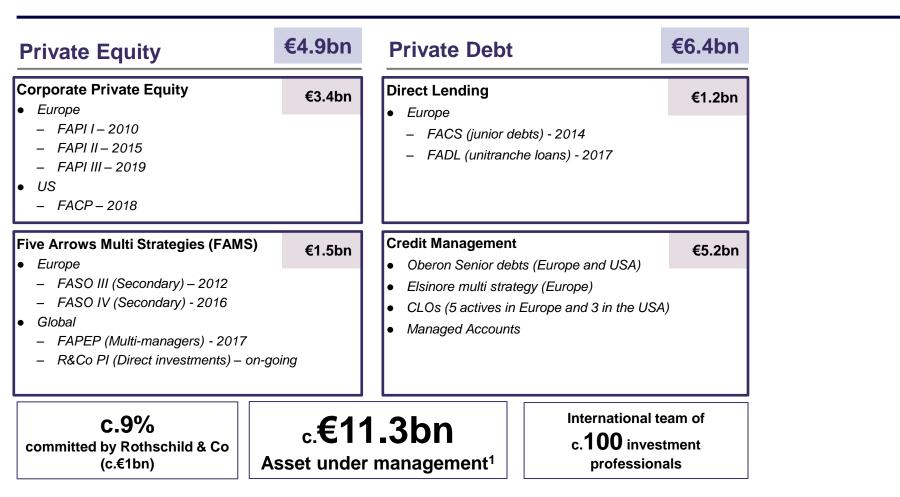
Merchant Banking

A growing footprint





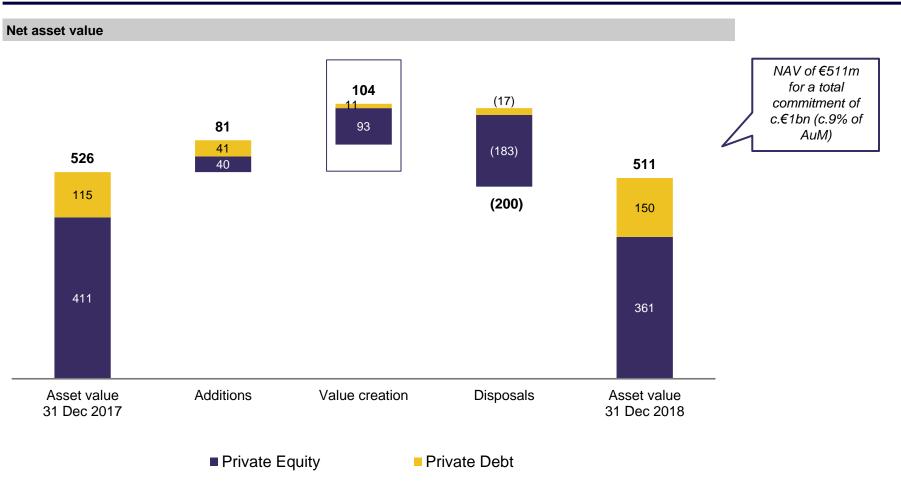
A powerful and cohesive platform with two distinct offerings



¹ Merchant Banking's reported AuM are now calculated on the basis of the funds' Net Asset Value plus all investors' undrawn/callable capital commitments, according to the rules specified in the funds' prospectus. In addition, the reported AuM also include the value of co-investments by investors that have direct exposure to assets included in the portfolio of the funds, in those cases where Merchant Banking maintains a strong influence over these co-investments.



Strong value creation in portfolio for shareholders

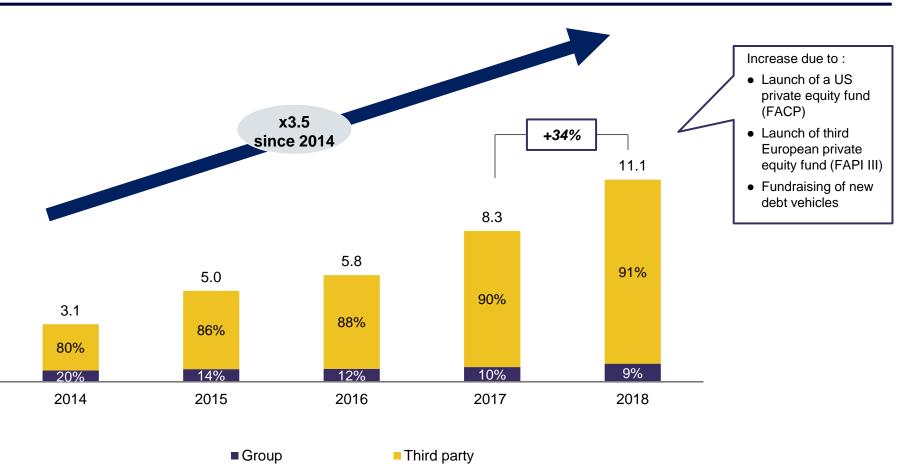


3. Merchant Banking

Steady growth in AuM



Assets under Management (in €bn, as at 31 December)



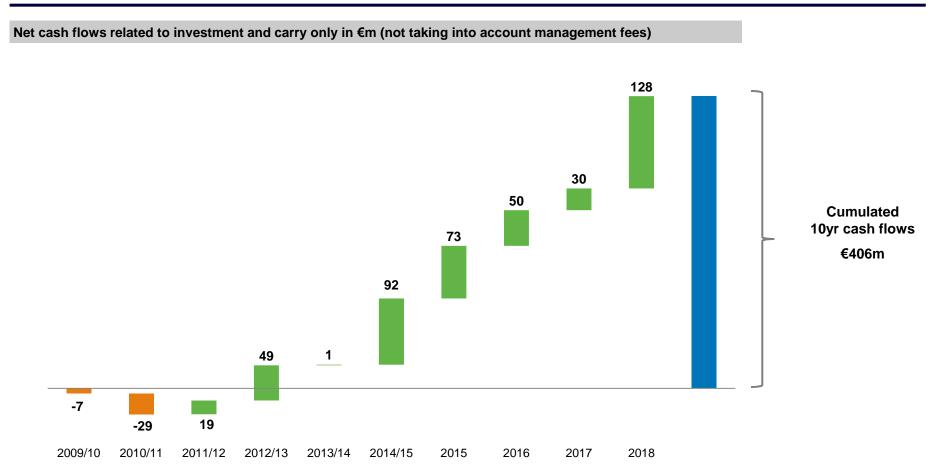
Notes

1 At the beginning of 2018, Merchant Banking decided to update its definition of Assets under Management (AuM) to align it with generally accepted industry practices 2 AuM are now calculated on the basis of the funds' Net Asset Value plus all investors' undrawn/callable capital commitments, according to the rules specified in the

funds' prospectus

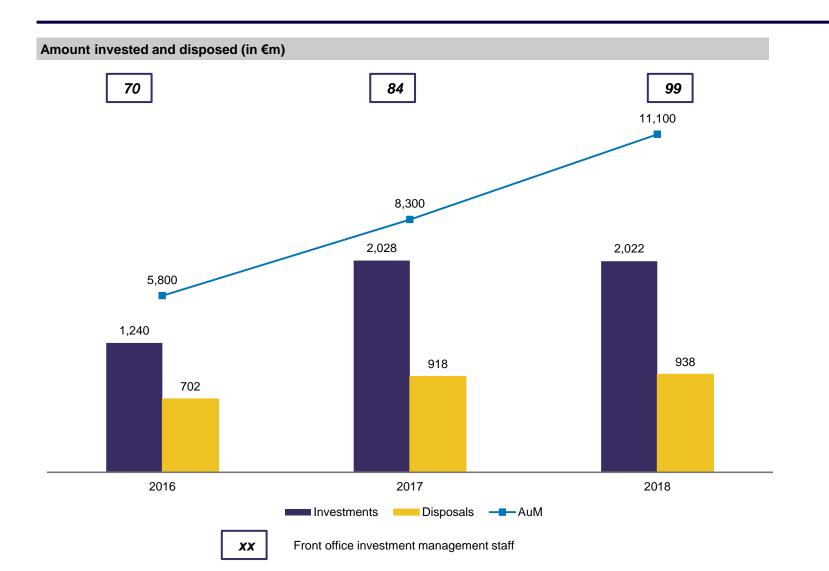


Business largely cash flow positive as the profits of mature assets finance investments in new funds



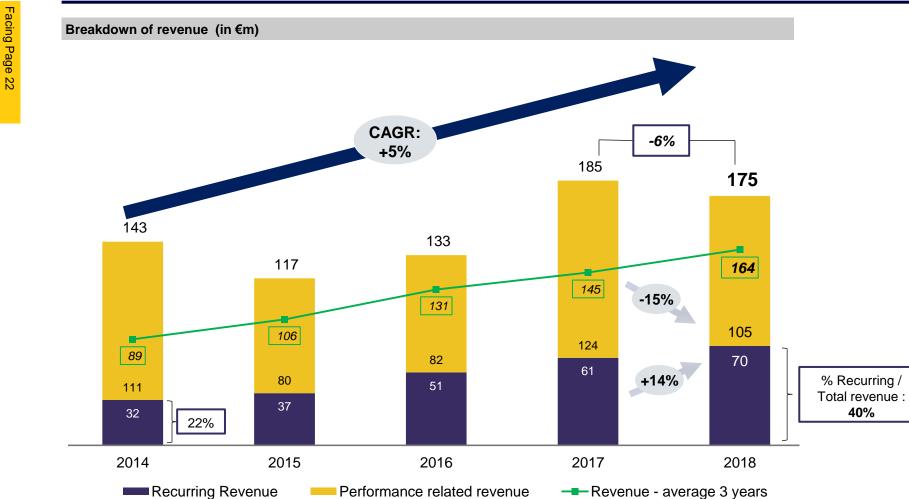
Dynamic activity since 2016





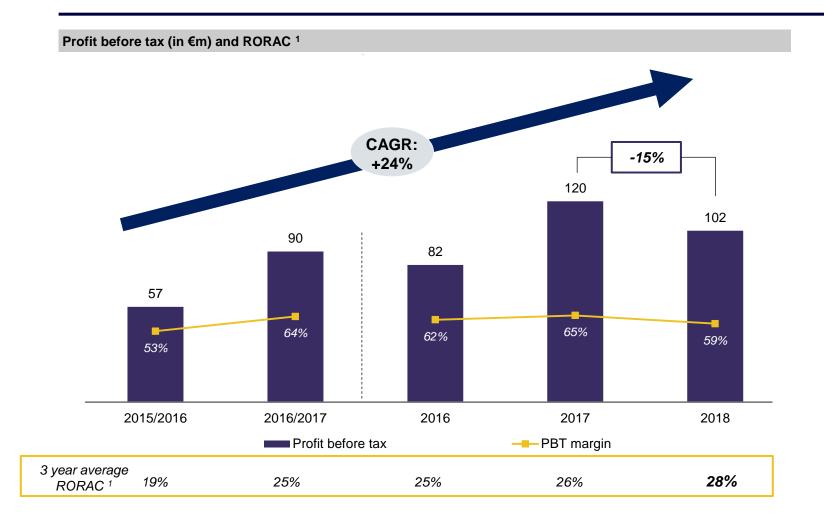
40%

High level of revenue with increasing recurring revenue



3. Merchant Banking

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

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Grow Assets under Management while remaining a multi-asset manager:

- Develop our niche position as a diversified mid-cap player in Europe and more recently in the US
- Accelerate the roll out of multiple products in Europe and the US
- Raise new funds targeted at specific opportunities, where we believe we have a distinctive investment advantage
- Highly selective in the underlying assets invested in through our 14 active funds and 8 CLOs

Alignment with investors as capital at work will increase marginally compared to AuM

• Increasing share of recurring revenue from management fees and lowering invested assets-to-AuM ratio

Remain highly selective in investment decision-making & focus on investment opportunities where we have a distinct advantage

• Attractive risk-adjusted returns through robust and durable barriers to entry

Private equity philosophy to invest in EBITDA growth

- Focus on 3 core sectors: "asset lite" a cyclical companies with both defensive characteristics and embedded growth
- Sustainable returns on invested capital with strong free cash flow conversion
- High visibility on future revenues and earnings
- Strong organic growth coupled with multiple opportunities for value creation

Continue to generate strong returns on capital with limited correlation to general market movements through a mix of management fees, capital gains and carry



Financials

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Comments

Improving operating margin	 Revenue growth Costs control Targeted headcount optimisation 								
Compensation costs	Target of an adjusted compensation	n ratio: in low t	to mid 60%'s	through the	cycle				
		2015/16	2016/17	2016	2017	2018			
Exceptionals	UK asset finance profit	(97)	-	-	-	-			
impact on	Martin Maurel integration costs	-	7	4	18	7			
Net Income – Group share	Others (pensions credit, swap settlement cost, special tax credit, provision)	-	-	-	(7)	10			
	Total exceptionals items	(97)	7	4	11	17			
Non-controlling interests	Comprise the profit share distribute	d to French pa	artners and in	terest on pe	erpetual det	ot			

Summary P&L



Strong momentum over recent financial years

In €m	2016 (12m to March)	2016 (12m to Dec)	2017 (12m to March)	2017	2018
Revenue	1,589	1,713	1,767	1,910	1976
Staff costs	(954)	(1,013)	(1,016)	(1,087)	(1,098)
Administrative expenses	(267)	(268)	(279)	(320)	(309)
Depreciation and amortisation	(37)	(32)	(32)	(34)	(30)
Impairments	(12)	(14)	(11)	(13)	(4)
Operating Income	319	386	429	456	535
Other income / (expense) (net)	103	7	7	21	(4)
Profit before tax	422	393	436	477	531
Consolidated net income	357	331	366	412	454
Net income - Group share	232	179	186	236	286
Earnings per share	€ 3.37	€ 2.60	€2.64	€ 3.18	€ 3.88
Net income - Group share excl. exceptionals	135	183	193	247	303
EPS excl. exceptionals	€ 1.95	€2.66	€ 2.74	€ 3.33	€ 4.10
ROTE (excluding exceptional items)	11.3%	14.4%	14.6%	17.2%	18.0%



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

(in €m)	2018	2017	2016
Revenue	1,976	1,910	1,713
Total staff costs ¹	(1,225)	(1,211)	(1,119)
Compensation ratio	62.0%	63.4%	65.3%
variation due to FX	0.2%	0.3%	-
variation due to UK Guaranteed minimum pension provision ²	(0.3)%	-	-
variation due to GA US investment costs 3	(1.1)%	(1.3)%	(1.3)%
Adjusted accounting Compensation ratio (INCLUDING deferred bonus accounting)	60.8%	62.4%	64.0%
variation due to deferred bonus accounting	1.5%	(0.3)%	1.0%
Adjusted awarded Compensation ratio (EXCLUDING deferred bonus accounting)	62.3%	62.1%	65.0%
Headcount	3,633	3,502	2,946

1 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, as opposed to "awarded" basis but exclude redundancy costs, revaluation of share-based employee liabilities and acquisition costs treated as employee compensation under IFRS

2 UK Guaranteed minimum pension provision relates to a provision estimated by actuaries to cover inequality of treatment between men and women

3 GA US investment costs are defined as compensation earned in respect of the first 12 month period of employment plus any make-wholes payable in the reporting period

Performance by business – 12 months



(in €m)	Global Advisory	Wealth & Asset Management	Merchant Banking	Other businesses and corporate centre	IFRS reconciliation ¹	2018
Revenue	1,271	516	175	22	(8)	1,976
Operating expenses	(1,038)	(443)	(73)	(57)	174	(1,437)
Impairments	-	4	-	-	(8)	(4)
Operating income	233	77	102	(35)	158	535
Exceptional charges	-	9	-	-	11	20
Operating income excluding exceptional charges / profit	233	86	102	(35)	169	555
Operating margin %	18%	17%	58%			28%

(in €m)	Global Advisory	Wealth & Asset Management	Merchant Banking	Other businesses and corporate centre	IFRS reconciliation ¹	2017
Revenue	1,183	514	185	36	(8)	1,910
Operating expenses	(998)	(459)	(65)	(67)	148	(1,441)
Impairments	-	-	-	-	(13)	(13)
Operating income	185	55	120	(31)	127	456
Exceptional charges	-	27	-	-	-	27
Operating income excluding exceptional charges / profit	185	82	120	(31)	127	483
Operating margin %	16%	16%	65%	-	-	25%

1 This 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 for defined benefit pension schemes; a central impairment provision in "net income/(expense) from other assets"; removing realised gains on sales of investment securities where the unrealised gain was in the AFS reserve at 31 December 2017 before the introduction on IFRS 9; and reallocation of impairments and certain operating income and expenses for presentational purposes

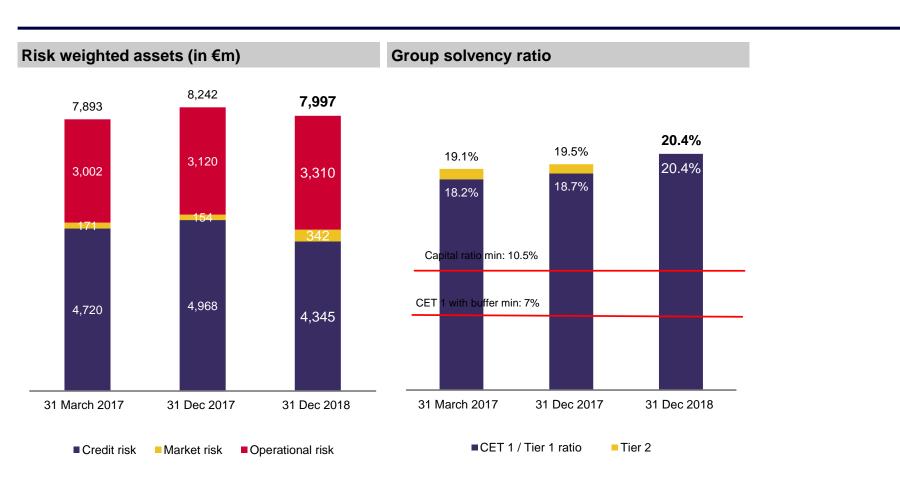
2 Martin Maurel contributed €105m of revenue and €28m of PBT to 2017 results

*

Summary balance sheet

(in €bn)	31/12/2018	31/12/2017
Cash and amounts due from central banks	4.7	3.9
Loans and advances to banks	2.0	1.7
Loans and advances to customers	2.9	3.0
of which Private client lending	2.5	2.4
Debt and equity securities	2.1	2.1
Other assets	1.5	1.4
Total assets	13.2	12.1
Due to customers	8.7	7.8
Other liabilities	2.0	1.9
Shareholders' equity - Group share	2.0	1.9
Non-controlling interests	0.5	0.5
Total capital and liabilities	13.2	12.1

Solvency ratios under full application of Basel 3 rules



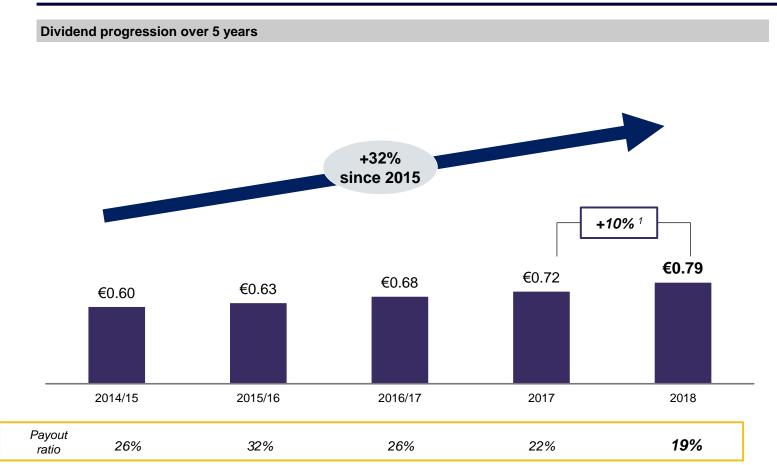
- From January 2018, Tier 2 capital is no longer recognised as regulatory capital (€64m in December 2017 ratio)
- Edmond de Rothschild transaction in summer 2018 reduced the CET 1 ratio by 1.4%
- Ratios are comfortably above minimum requirements imposed by Basel 3
- Management considers Merchant Banking requires additional capital beyond Basel 3

4. Financials

Dividends

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Progressive dividend policy over time



Notes

- 1 €0.72 was the pro forma equivalent dividend on a full year basis for 2017, in relation to the shorter financial year of 2017 following the change of year end from March to December
- 2 Payout ratio is calculated excluding exceptional items

Financial targets



			Target	2018	2017	2016
Group	Compensation ratio ¹		Low to mid 60's through the cycle	60.8%	62.4%	64.0%
targets	Return on tangible equity ²	10 to 15% through the cycle		18.0%	17.2%	14.4%
	Global Advisory: Profit before tax margin ³		Mid to high-teens through the cycle	20%	18%	18%
Businesses targets	Wealth & Asset Management: Profit before tax margin ⁴		Around 20% by 2020	18%	17%	2%
	Merchant Banking: 3 years average RORAC		Above 15% through the cycle	28%	26%	25%

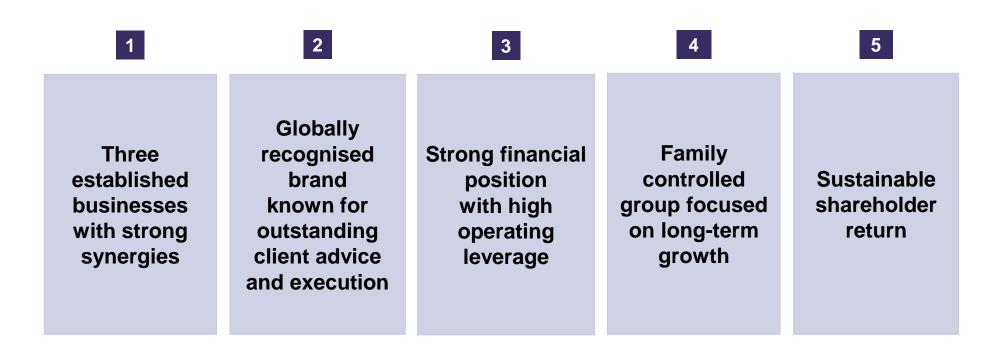
Notes

- 1 As adjusted including deferred bonus accounting- see slide FP 26
- 2 ROTE based on Net income Group share excl. exceptionals items. Would be 17.0% if exceptionals included (2017: 16.4%)
- 3 GA PBT margin pre-US investments. Would be 18.3% if US investments included (2017: 15.7%)
- 4 WAM PBT is presented excluding the Trust business following the sale in February 2019

Why invest in Rothschild & Co?



Value driven investment leveraged for growth



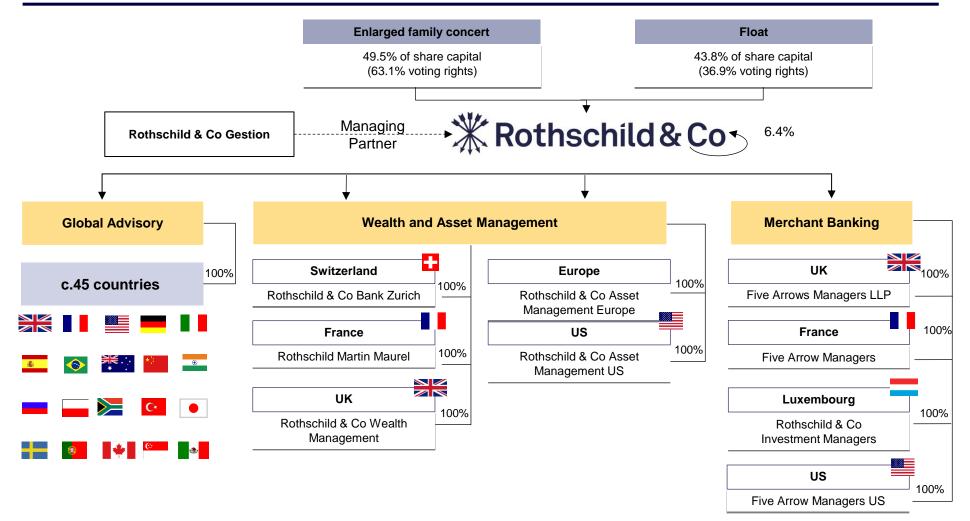
Appendix

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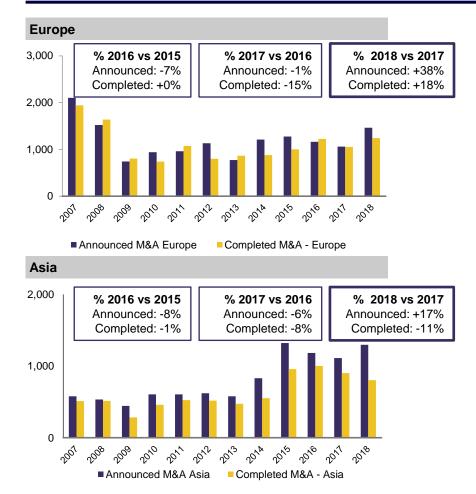
Rothschild & Co at a glance

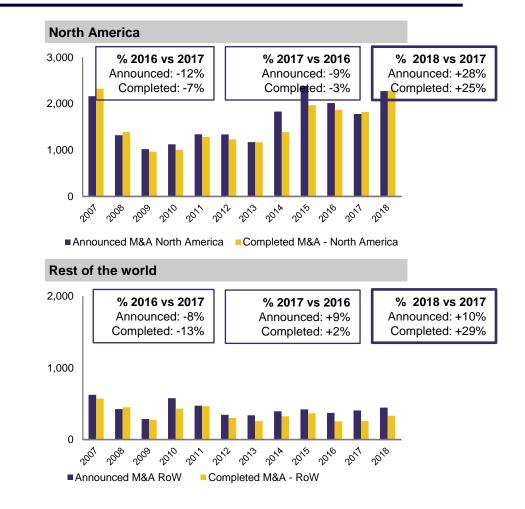


As at 30 April December 2018



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



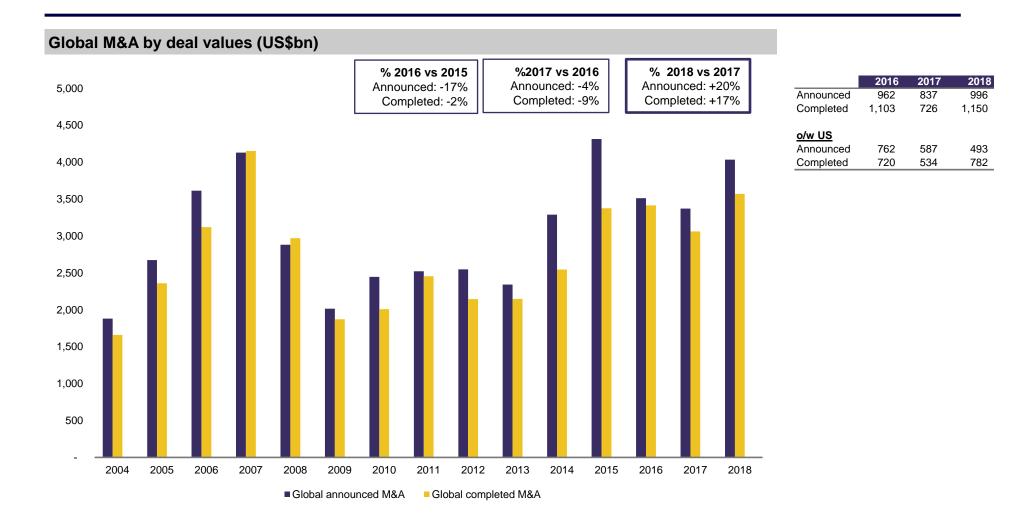


Source Thomson Reuters

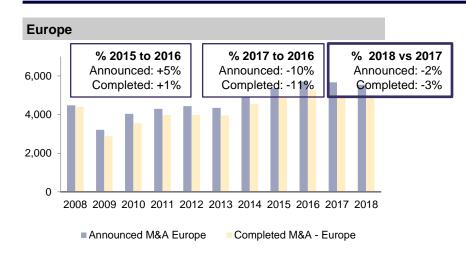
Verizon deal has been excluded from European data due to the size (\$130bn - announced in 2013 and completed in 2014)

M&A market by deal values

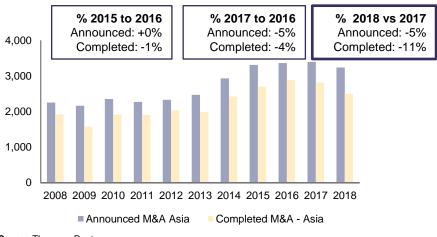




Regional M&A market by deal number



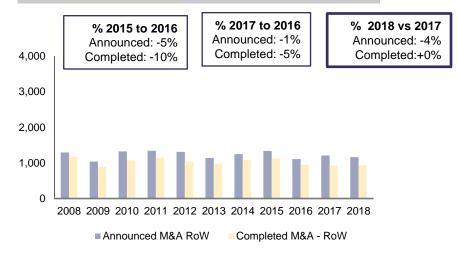
Asia



North America

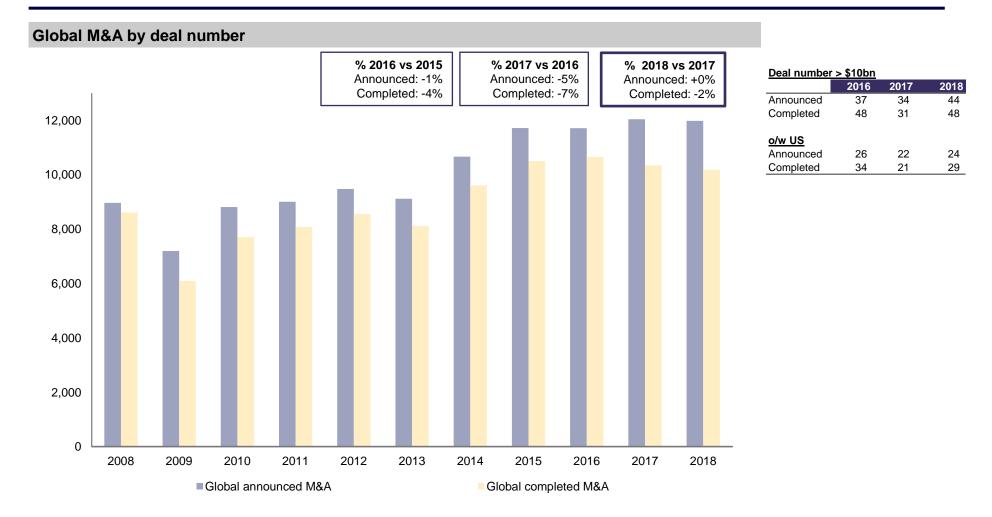


Rest of the world



M&A market by deal number





Global Advisory

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M&A and Strategic Advisory – example of transactions

Company	Deal	Country	Sector	Value
Sky & GAMING	US\$4.7bn sale of Sky Betting & Gaming to The Stars Group		Retail	US\$4.7bn
KAPSTONE	US\$4.9bn sale to WestRock		Industrial Materials	US\$4.9bn
Atos	US\$3.7bn cash acquisition of Syntel		ТМТ	US\$3.7bn
RioTinto	US\$3.5bn sale of interest in Grasberg to Inalum		Mining	US\$3.5bn
SANOFI 🎝	€1.9bn carve-out and disposal of Zentiva to Advent International		Healthcare	€1.9bn
ACCOR HOTELS	€6.25bn disposal of a majority stake in AccorInvest		Real Estate	€6.25bn
The CCaCola Company	US\$5.1bn acquisition of Costa Coffee		Consumer	US\$5.1bn
公 VTG	€4.3bn unsolicited public takeover offer by Morgan Stanley Infrastructure Partners		Transport and Infrastructure	€4.3bn

Global Advisory



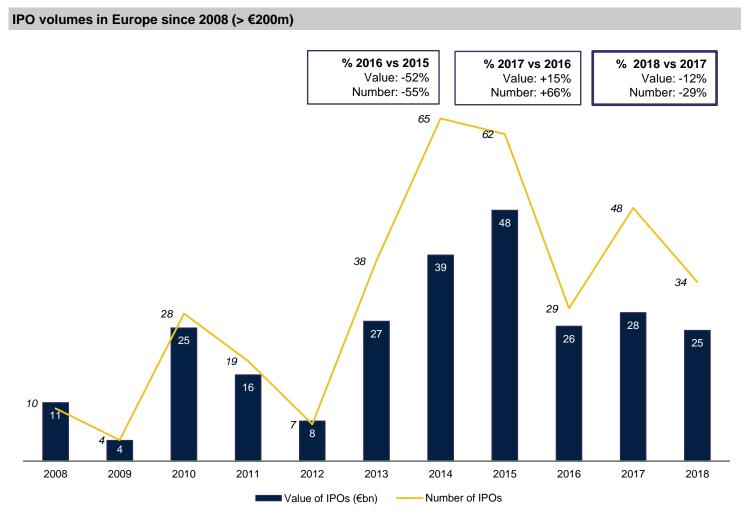
Financing advisory – example of transactions

Company	Deal	Country	Sector	Value
	US\$7.4bn restructuring of the Government Development Bank of Puerto Rico		Government/ Public sector	US\$7.4bn
Quilter () OLDMUTUAL	£2.8bn listing of Quilter on the LSE and JSE via a £263m IPO and concurrent demerger		FIG	€2.8bn/£263m
LISEƏ	Debt advice on €2.8bn debt refinancing and €3.8bn swap restructuring		Transport and Infrastructure	€2.8/€3.8bn
Seadril	US\$13bn chapter 11 restructuring of Seadrill Limited		Energy and Power	US\$13bn
moble group	Noble Group's US\$3.5bn debt restructuring	C:	Energy and Power	US\$3.5bn
sasol 毙	Debt advice on dual-tranche senior notes offering		Energy and Power	US\$2.25bn
陆金所控股 LUFAX	US\$1.33bn Series C Equity Financing	*1	ТМТ	US\$1.33bn
SIG	Adviser on IPO on SIX Swiss Exchange	+	Industrial Materials	€1.5bn

European IPO market



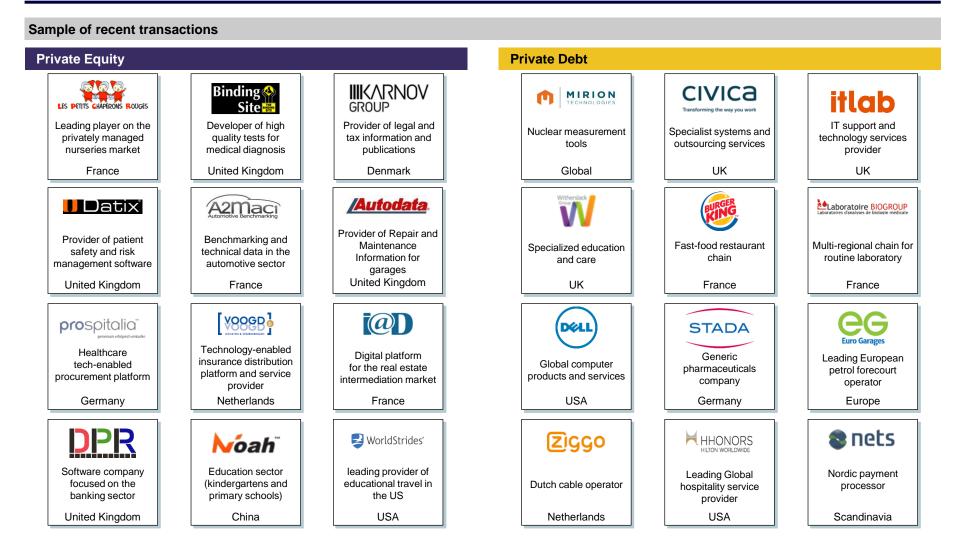




Selected sample of transactions in Merchant banking

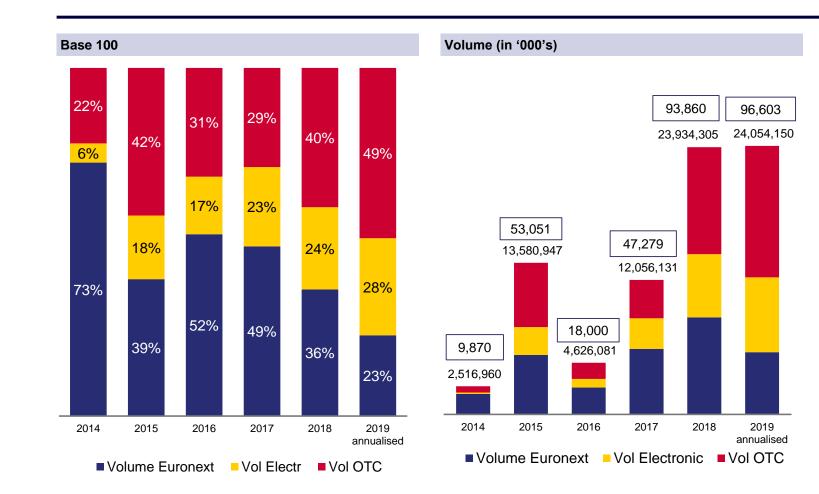


A history of long term value creation in the mid-cap segment



Rothschild & Co volume by trading platforms





Daily average volume trading on all platforms

XXX