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PRESS RELEASE

Paris, 18 May 2022

## Description of the share buyback programme

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This description of the share buyback programme is drawn up in accordance with article 241-2-I of the General Regulation of the French *Autorités des marchés financiers* (“**AMF**”).

### General Meeting convened to authorise the programme

Combined General Meeting of Rothschild & Co SCA (the “**Company**”) to be held on 19 May 2022 (the “**General Meeting**”) (twentieth resolution).

### Purposes of the programme

Subject to the approval of the General Meeting, the Company may use this authorisation, in compliance with the applicable laws and regulations and the market practices accepted by the AMF, for the following purposes:

1. to maintain a secondary market and the liquidity for the Company’s shares through transactions carried out under a liquidity contract entered into with an investment services provider acting independently and in accordance with market practices accepted by the AMF;
2. to cancel some or all of the shares purchased;
3. to grant or sell shares to meet obligations related to stock option plans (in accordance with Articles L.225-179 *et seq.* of the French Commercial Code) or free share plans (in accordance with Articles L.225-197-1 *et seq.* of the French Commercial Code), to allot shares under statutory profit-sharing schemes and/or any other allotment to employees and corporate officers, including for the implementation of company savings plans (in accordance with Articles L.3332-1 *et seq.* of the French Labour Code (*Code du travail*)) or any foreign-law share ownership plan set up for employees and/or corporate officers of the Company and of affiliated companies and economic interest groups in accordance with the terms and conditions provided for by law;
4. more generally, to award ordinary shares of the Company to employees and/or corporate officers of the Company and of affiliated companies and economic interest groups, particularly as variable compensation for staff members whose professional activities have a material impact on the risk profile of the Group and/or on the risk profile of the regulated entities of the Group;
5. to deliver shares upon the exercise of rights attached to securities that entitle their holders to the allotment of the Company’s shares on redemption, conversion, exchange, presentation of a warrant or otherwise;
6. to hold and subsequently deliver by way of payment, exchange or otherwise in accordance with Article L.22-10-62 paragraph 6 of the French Commercial Code and, more generally, in connection with mergers, spin-offs, asset-for-share transfers or external growth transactions, it being specified that the said Article L.22-10-62 paragraph 6 provides that the number of shares bought back by the Company with a view to holding them for their subsequent delivery in connection with a merger, spin-off or asset-for-share transfer may not exceed 5% of the Company’s share capital; and
7. more generally, any other purpose that complies with current, or will comply with future, laws and regulations and in particular any other practice accepted or recognised – currently or in the future – by the applicable regulations or the AMF.

## Maximum number of shares which may be purchased, maximum purchase price per share, total maximum amount of the programme

**Maximum number of shares which may be purchased:** The resolution proposed to the General Meeting provides that the Managing Partner may arrange for the Company to buy back its own shares, either directly or through an intermediary, subject to the limits stipulated by the applicable laws and regulations and the following terms and conditions:

- the number of shares purchased by the Company during the term of the share buyback programme must not exceed 10% of the total number of shares making up the Company's share capital at any time, with this percentage applying to the amount of the share capital as adjusted following transactions that will affect it subsequently to the General Meeting. In accordance with Article L.22-10-62 of the French Commercial Code, the number of shares used as a basis for calculating the 10% limit is the number of shares bought, less the number of shares sold during the term of the authorisation if the shares were purchased to provide liquidity under the conditions defined by the General Regulation of the AMF, and
- the Company must not at any time own, directly or indirectly, more than 10% of its own shares on the date in question.

**Maximum purchase price per share:** The maximum purchase price proposed is set at €50 per share, excluding acquisition costs, with this maximum price only applying to acquisitions decided as from the date of the General Meeting and not to any futures transactions set up pursuant to any share buyback authorisation granted at a previous General Meeting that provides for the buyback of shares subsequent to the date of the General Meeting.

**Total maximum amount of the programme:** Pursuant to Article R.225-151 of the French Commercial Code, the General Meeting is convened to set the total maximum amount of the share buyback programme at €388,662,550 (excluding acquisition costs) based on the maximum purchase price of €50 per share applied to the maximum number of 7,773,251 shares that may theoretically be bought back based on the share capital at 31 December 2021 and excluding treasury shares already held by the Company.

## Term of the programme

18 months as from the date of the General Meeting, subject to the approval of the General Meeting.

The Managing Partner shall ensure that such buybacks are conducted in compliance with prudential requirements as laid down by regulations and the French *Autorité de contrôle prudentiel et de résolution* (ACPR).

### For further information:

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### 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.3800 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 €155,465,024. Paris trade and companies registry number 302 519 228. Registered office: 23 bis avenue de Messine, 75008 Paris, France.