

6. How to participate in the General Meeting

WARNING: Covid-19

The Company communicated on 9 April 2020 on its website (www.rothschildandco.com) that, pursuant to the provisions of Ordinance No 2020-321 of 25 March 2020 authorizing the holding of the General Meeting without the presence of its shareholders or other persons entitled to attend, no admission card may be sent to shareholders who request one.

Shareholders are invited in this exceptional context to vote remotely by mail using the voting form, by Internet on the secure voting platform VOTACCESS or by giving a proxy to the Chairman.

Please note that the procedures for holding the Combined General Meeting may change depending on health and/or legal requirements. Shareholders are therefore invited to regularly consult the section dedicated to the General Meeting of shareholders on the Website of the Company (www.rothschildandco.com, Section "Investor Relations / Shareholders / General Meeting of Shareholders").

6.1 Prior formalities to be carried out in order to participate in the General Meeting

All the shareholders, regardless of the number of shares that they hold, are entitled to vote by post or to appoint a proxy.

Nevertheless, pursuant to Article R. 225-85 of the French Commercial Code (*Code de commerce*), in order to be able to take part in the General Meeting, shareholders must prove that their shares have been registered in an account in their name or in the name of a validly registered intermediary by 00:00, Paris time, two business days (i.e. trading days) before the General Meeting, i.e. **Tuesday 12 May 2020 at the latest, at 00:00 a.m.** (Paris time).

IF YOU HOLD REGISTERED SHARES

The registration of shares in a registered share account, as specified above, is sufficient to allow you to take part in the General Meeting. Société Générale Securities Services will therefore issue proof that you are a shareholder.

IF YOU HOLD BEARER SHARES

Proof that the shares have been registered in a bearer share account, as specified above, must be provided in the form of a certificate of share ownership (attestation de participation) issued by the accredited banking or financial intermediary that holds your share account and attached to the voting form prepared in your name or on your behalf if represented by a registered intermediary. The accredited banking or financial intermediary that holds share account will therefore be responsible for issuing proof that you are a shareholder and producing a certificate of share ownership, as specified above, to the General Meeting coordinator (Société Générale Securities Services).

6.2 General Meeting coordinator

The General Meeting is coordinated by Société Générale Securities Services.

Contact information

Mailing address	Société Générale Securities Services Service des Assemblées CS 30812 44308 Nantes Cedex 03
Website	https://www.securities-services.societegenerale.com/en/

6.3 Ways to participate in the General Meeting

6.3.1 Vote by Internet

Current legislative and health conditions have led Rothschild & Co to offer this year to its shareholders the possibility to vote by Internet, before the Annual General Meeting, on the secure voting platform VOTACCESS.

- For registered shareholders:

Holders of pure or administered registered shares who wish to appoint or revoke a proxy by Internet will access the VOTACCESS website via the SHARINBOX website at the following address: www.sharinbox.societegenerale.com.

Pure or administered registered shareholders will be able to connect to the website www.sharinbox.societegenerale.com with their usual identifiers indicated on the portfolio statement or on the mail they will have received for administered shareholders. If a shareholder is no longer in possession of his/her identifier and/or password, he/she can follow the instructions given on the screen to obtain them.

After logging on, registered shareholders must follow the instructions given on the screen to access the VOTACCESS site and vote, appoint or revoke a proxy.

- For bearer shareholders:

It is the bearer shareholder's responsibility to find out whether or not his/her bank or broker is connected to the VOTACCESS website and, if so, whether or not this access is subject to special conditions of use.

If the intermediary that holds the share account of the shareholder is connected to the VOTACCESS website, the shareholder must identify himself/herself on the Internet portal of the intermediary holding his/her share account with his/her usual access codes. He/she must then click on the icon that appears on the line corresponding to its Rothschild & Co shares and follow the instructions given on the screen in order to access the VOTACCESS website and vote or appoint or revoke a proxy.

The VOTACCESS website will be open from Wednesday, 29 April 2020 at 09:00 am.

The ability to vote by Internet before the General Meeting will end the day before the meeting, i.e. Wednesday 13 May 2020 at 3.00 p.m., Paris time.

However, in order to avoid any possible congestion on the VOTACCESS site, shareholders are advised not to wait until the day before the meeting to vote.

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6.3.2 Vote by post

If you wish to vote by post, you should act as follows:

- if you are a registered shareholder, you must complete and sign the voting form sent to you and return it in the pre-paid envelope attached to the convening notice;
- if you are a bearer shareholder, you must obtain a voting form (available on the Company's website); which should be completed, signed and returned to Société Générale Securities Services, Service des Assemblées, CS 30812, 44308 Nantes Cedex 03, via the banking or financial intermediary that holds your share account, along with the certificate of share ownership referred to above.

Voting forms will only be taken into consideration if received exceptionally only by Société Générale Securities Services at least three calendar days before the date of the General Meeting, i.e. **Monday, 11 May 2020 at the latest**.

6.3.3 Vote by proxy

If you wish to vote by proxy, you may give a proxy form to:

- **another shareholder, a spouse or civil partner or any other natural or legal person of your choosing; or**
- the **Chairman of the General Meeting**; in this case, the Chairman will exercise the voting rights attached to your shares by voting 'for' all resolutions presented or approved by the Managing Partner and 'against' all other resolutions.

In all cases, voting by proxy is subject to the legal and regulatory provisions, in particular those set forth in Article L.225-106 I. of the French Commercial Code (*Code de commerce*).

You may appoint a proxy as follows:

- if you are a registered shareholder, you must complete and sign the voting form sent to you and return it in the pre-paid envelope attached to the convening notice;
- if you are a bearer shareholder, you must obtain a voting form. You should complete and sign the voting form and return it to Société Générale Securities Services, Service des Assemblées, CS 30812, 44308 Nantes Cedex 03, via the banking or financial intermediary that holds your share account, along with the certificate of share ownership referred to above.

Voting forms will only be taken into consideration if received exceptionally only by Société Générale Securities Services at least three calendar days before the date of the General Meeting, i.e. **Monday, 11 May 2020 at the latest**.

In accordance with Article R. 225-79 of the French Commercial Code (*Code de commerce*), if you wish to appoint a proxy, you may also give notice of the appointment or revocation of a proxy electronically, as specified below:

- if you are a registered shareholder, you must send an email containing an electronic signature obtained from a certification body accredited in accordance with applicable law and regulations to assemblees.generales@sgss.socgen.com. You must indicate your first name, surname and address, your Société Générale customer ID (where your shares are administered by the issuing company) or your customer ID with your accredited banking or financial intermediary (where your shares are administered by a third party) as well as the first name, surname and address of the proxy appointed or revoked;

- if you are a bearer shareholder, you must ask the banking or financial intermediary that holds your share account to send your appointment or revocation of the proxy instructions to Société Générale Securities Services.

Appointments and revocations of proxies made by email will only be taken into consideration if received at least three calendar days before the date of the General Meeting, i.e. **Monday, 11 May 2020 at the latest**.

Proxy send their voting instructions for the exercise of their mandates in the form of a scanned copy of the voting form to Société Générale by e-mail to the following address: assemblees.generales@sgss.socgen.com. The form must bear the surname, first name and address of the proxy, the words "As proxy", and must be dated and signed. Voting instructions are provided in the "I vote by post" box on the voting form.

The proxy must enclose a copy of his or her identity card and, if applicable, a power of attorney for the legal entity he or she represents. To be taken into account, the electronic message must reach Société Générale no later than the third day prior to the date of the Meeting, i.e. **Monday, May 11, 2020 at the latest**. In addition, for its own voting rights, the proxy sends its voting instructions in accordance with the usual procedures.

6.4 Voting form

6.4.1 Availability of the voting form

Registered shareholders are reminded that this form will be sent to them by mail. In all cases, persons may obtain a voting form in one of the following ways:

- for holders of bearer shares, by contacting the banking or financial intermediary that holds their share account;
- by downloading it from the Company's website (www.rothschildandco.com, Section "Investor relations / Shareholders / General meetings");
- or by requesting it directly from the General Meeting coordinator or from the Company, it being understood that such requests will only be honoured if they are received no later than six days before the date of the Shareholders' Meeting, i.e. **Friday, 8 May 2020**.

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6.5 Position of shareholders as from the sending of their voting form

All shareholders may transfer all or part of their shares in accordance with the conditions prescribed by law:

- if the transfer of ownership occurs **before the second business day preceding the General Meeting, i.e. Tuesday, 12 May 2020 at 00:00 a.m.** (Paris time), the Company will invalidate or modify the postal vote, proxy form, or the certificate of share ownership accordingly. To this end, banking or financial intermediaries that hold bearer share

accounts must notify Société Générale Securities Services or the Company of the aforementioned sale and provide the latter with the necessary information;

- if the transfer of ownership occurs **after the second business day preceding the General Meeting, i.e. Tuesday, 12 May 2020 at 00:00 a.m.** (Paris time), it will not be notified by the said intermediaries nor taken into consideration by the Company, notwithstanding any agreement to the contrary.

6.6 Other information

6.6.1 Request for inclusion of agenda points or draft resolutions

One or more shareholders representing at least the fraction of the share capital required by the applicable legal and regulatory provisions can request the inclusion of agenda points or draft resolutions under the conditions listed in articles L. 225-105 and R. 225-71 to R. 225-73 of the French Commercial Code (*Code de commerce*).

Justified requests for the inclusion of agenda points or draft resolutions must be sent to the head office by registered letter with acknowledgement of receipt (Rothschild & Co, Legal department, 23 bis, avenue de Messine, 75008 Paris) and **exceptionally** by electronic telecommunication to the following email address: marie-laure.becquart@rothschildandco.com, and be received by the Company no later than the 25th day before the meeting date (i.e. at the latest on Sunday, 19 April 2020 at 00:00 a.m. (Paris time)) and cannot be submitted more than 20 days after the publication of the prior notification in the *Bulletin des Annonces Légales Obligatoires*.

The request must be accompanied by:

- the point(s) to be added to the agenda along with a brief presentation of the reasons; or
- the text of the draft resolution(s), that can be accompanied by a brief presentation of the reasons and, where relevant, the other information mentioned in Article R. 225-71 of the French Commercial Code (*Code de commerce*); and
- a certificate of share ownership as proof of possession or representation, by the authors of the request, of the capital fraction required by article R. 225-71 of the French Commercial Code.

Moreover, examination by the General Meeting of the agenda points or draft resolution submitted by shareholders is contingent upon the transmission to the central custodian, by the authors, of a new certificate of share ownership providing proof of account registration of the securities in the same accounts at 00:00 a.m. Paris time on the second business day prior to the General Meeting (i.e. on Tuesday, 12 May 2020 at 00:00 a.m. (Paris time) at the latest).

The list of points added to the agenda and the text of the draft resolutions presented by shareholders under the conditions described above will be published on the Company's website (www.rothschildandco.com), in accordance with Article R. 225-73-1 of the French Commercial Code (*Code de commerce*).

Exceptionally this year, due to General Meeting being held behind closed doors, it will not be possible to propose new resolutions during the General Meeting.

6.6.2 Written questions

Any shareholder may submit written questions to the Managing Partner as soon as the necessary documents which enable the shareholders to make an informed decision and pass an informed judgement on the management and progress of the Company's business have been made available to the shareholders, which will take place no later than the 21st day prior to the General Meeting, i.e. Thursday, 23 April 2020. Such written questions must be sent by registered letter with acknowledgement of receipt sent to the Company's head office (Rothschild & Co, Legal department, 23 bis, avenue de Messine, 75008 Paris), or by electronic telecommunication to the following email address: marie-laure.becquart@rothschildandco.com, at the latest on the fourth business day prior to the meeting, i.e. on Friday, 8 May 2020, at 00:00 a.m. (Paris time). In all cases, these written questions must be accompanied by a certificate of account registration.

Exceptionally this year, due to General Meeting being held behind closed doors, it will not be possible to ask questions during the General Meeting.

6.6.3 Available documents

All the documents and information provided by Article R. 225-73-1 of the French Commercial Code (*Code de commerce*) will be available for consultation on the website of the Company (www.rothschildandco.com, Section "Investor relations / Shareholders / General meetings"), from the twenty-first day preceding the General Meeting at the latest, i.e. on Thursday, 23 April 2020.

The documents that can be consulted at the Company's registered office within the legal deadlines will be available for the most part on the Company's website (www.rothschildandco.com, section "Investor / Shareholder Relations / General Meeting"). A copy of documents that are not accessible on the website may be sent to you upon request by electronic telecommunication to the following address: marie-laure.becquart@rothschildandco.com. The request must be accompanied by a certificate of account registration.