

Quilter plc

Notice of Annual General Meeting 2024

Thursday 23 May 2024 at 11.00am

**THIS DOCUMENT IS IMPORTANT AND
REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant or other independent professional adviser. If you have sold or otherwise transferred all of your shares, please pass this document, together with the accompanying documents (except for any personalised form of proxy) to the purchaser or transferee, or to the person who arranged the sale or transfer, so that they can pass them on to the person who now holds the shares.

The Quilter logo is displayed in a dark green, serif font. The letter 'Q' is significantly larger and more stylized than the other letters, which are in a standard weight. The logo is positioned in the bottom right corner of the page.

Letter from your Chair



Ruth Markland
Chair

Dear shareholder

2024 Annual General Meeting (“AGM”)

I am pleased to invite you to Quilter plc’s 2024 AGM to be held on Thursday 23 May 2024 at 11:00am (UK time) at Senator House, 85 Queen Victoria Street, London EC4V 4AB.

Welcome

Our AGM is a very important opportunity for the Board and me to engage with all our shareholders to review our performance over the last year and to answer questions on the business of the meeting. I look forward to welcoming you to the meeting in person if you can visit our offices on the day or virtually if you choose to listen to the meeting by our secure telephone line.

Voting your shares and asking a question

Your vote is very important and should you be unable to join us in person, please exercise your vote in advance of the meeting by appointing a proxy and providing them with your voting instructions. Shareholders joining us by telephone will not be able to vote on the day. Details about how to vote are set out in the voting documentation sent to you by post or email, as you requested.

You may also get in touch with me via the Company Secretary at **companysecretary@quilter.com** with any questions on the business of the meeting. Please send any questions you may have to the Company Secretary by **5:00pm (UK time) on Friday 17 May 2024**.

The questions and answers will be published on our GM Hub at **plc.quilter.com/gm** in advance of the proxy voting deadline. This will enable you to have your questions answered before you vote your shares. If you submit a question after this time, we will respond to you as soon as possible.

If you attend the AGM in person or join the meeting by telephone, you will also have the opportunity to ask questions on the day.

Information about the AGM arrangements

Information about the AGM arrangements, including joining the meeting by telephone and how you can have your say, is set out in more detail on pages 13 to 14.

Please do ensure you check the GM Hub at **plc.quilter.com/gm** regularly for up to date information about the meeting.

Resolutions to be put to the meeting

The formal Notice of AGM (the “Notice”), including an explanation of the resolutions to be considered and voted on at the AGM, is set out on pages 4 to 9 of this document. The procedures for participation and voting are set out on pages 10 to 12.

We will be asking shareholders to approve a number of standard resolutions that UK listed companies typically propose annually, including resolutions for the re-election of our Directors, whose biographies setting out their skills, experience and contributions to our Board can be found with the respective resolutions for their re-election on pages 4 to 6.

We welcomed Chris Hill to the Board on Thursday 7 March 2024 and he will stand for re-election by Quilter's shareholders for the first time at the 2024 AGM. Chris is a Non-executive Director and serves on the Board Audit Committee and Board Remuneration Committee. Chris' extensive experience across a range of sectors together with his considerable financial expertise and deep knowledge of the wealth management industry will enable him to make a significant contribution to the Board and as a member of the aforementioned Board Committees.

Tazim Essani and Paul Matthews both notified the Board that they do not wish to seek re-election at this year's AGM and they will step down as independent Non-executive Directors at the conclusion of the 2024 AGM. Tazim and Paul have made significant contributions to the Board, bringing a particular focus on customers, advisers and colleagues. On behalf of the Board, I would like to thank them for their contribution to Quilter. Tim Breedon, Senior Independent Director and Chair of the Board Remuneration Committee, will assume the role as Workforce Engagement Director at the conclusion of the AGM.

At the year end, Quilter met all three Board diversity targets as specified in the Listing Rules and as set out in our Board Diversity Policy which is published on our website at plc.quilter.com. 40% of the Board were women; as Chair, I serve in a senior Board position (being one of the Chair, Chief Executive Officer, Chief Financial Officer or Senior Independent Director) and Neeta Atkar and Tazim Essani are from a minority ethnic background. The changes to our Board announced in January 2024 do impact our overall Board and Board Committee diversity. The Board remains committed to the Board Diversity Policy and will pay particular attention to it as the Board is further refreshed.

I would like to draw your attention again to resolution 15 which seeks authority with respect to political donations and expenditure up to an aggregate amount of £50,000. I would like to remind shareholders that this authority is simply a precautionary measure to ensure that the Company does not inadvertently breach the Companies Act 2006. No such donations were made or expenditure incurred by the Company in the UK, South Africa or anywhere else in the world during 2023, and neither the Company, nor any of its subsidiaries have any intention of making such donations or incurring such expenditure in the future. Further information regarding the donations resolution can be found on page 7.

All resolutions at the AGM will be put to a vote on a poll, reflecting all proxy voting instructions received. This accurately reflects the views of all shareholders and ensures their votes are recognised. On a poll, each shareholder has one vote for every share held.

Recommendation

The Board believes that all the resolutions set out in the Notice are in the best interests of the Company and its shareholders as a whole, and unanimously recommends that you vote in favour of the resolutions, as the Directors intend to do in respect of their own beneficial holdings.

Voting results

The results of the voting on the resolutions will be announced on the London and Johannesburg Stock Exchanges and will be published on our GM Hub at plc.quilter.com/gm as soon as practicable after the meeting.

We will also make my statement and responses to shareholder questions available on our GM Hub at plc.quilter.com/gm.

I very much look forward to meeting you at this year's AGM.



Ruth Markland
Chair

Thursday 21 March 2024

Notice of Annual General Meeting

Notice is hereby given that the 2024 Annual General Meeting (“AGM”) of Quilter plc (the “Company”) will be held on Thursday 23 May 2024 at 11:00am (UK time) at Senator House, 85 Queen Victoria Street, London EC4V 4AB to consider and, if thought fit, pass resolutions 1 to 17.

Resolutions 1 to 15 will be proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution.

Resolutions 16 and 17 will be proposed as special resolutions. This means that for each of those resolutions to be passed, at least three quarters of the votes cast must be in favour of the resolution.

Ordinary resolutions

Annual Report and Accounts

1. To receive the Annual Report and Accounts for the financial year ended 31 December 2023.

The Directors must present the Company's 2023 Annual Report and Accounts to the AGM in accordance with the Companies Act 2006.

Remuneration Report

2. To approve the Remuneration Report (excluding the Directors' Remuneration Policy) for the financial year ended 31 December 2023.

The Directors are required by the Companies Act 2006 to present the Remuneration Report to the AGM for approval by shareholders. The Remuneration Report appears on pages 68 to 88 of the 2023 Annual Report and Accounts (with the resolution excluding the summary of the Directors' Remuneration Policy on pages 73 to 76). This vote is advisory, and the Directors' entitlement to remuneration is not conditional on the passing of the resolution.

Final Dividend

3. To declare a Final Dividend of 3.7 pence per Ordinary Share of 8 1/6 pence nominal value for the financial year ended 31 December 2023, payable on Tuesday 28 May 2024 to ordinary shareholders named on each of the UK and South African registers of members at the close of business on Friday 19 April 2024.

The Final Dividend, which has been recommended by the Directors, can only be paid after the shareholders in general meeting have approved it. Further information regarding the Final Dividend, including the timetable, is set out in the Dividend page on our website at plc.quilter.com/dividends. Dividends will not be paid to any sanctioned person or to any person who cannot confirm that they have not been sanctioned, if requested to do so.

In compliance with the rules issued by the Prudential Regulation Authority (“PRA”) in relation to the implementation of the Solvency II regime and other regulatory requirements to which the Group is subject, the Final Dividend is required to remain cancellable at any point prior to it becoming due and payable on Tuesday 28 May 2024 and to be cancelled if, prior to payment, the Group ceases to hold capital resources equal to or in excess of its UK Solvency Capital Requirement, or if that would be the case if the Final Dividend was paid. The Directors have no intention of exercising this cancellation right, other than in the unlikely event that it is required to do so by the PRA or for regulatory capital purposes.

Re-election of Directors

In accordance with the 2018 UK Corporate Governance Code (the “Code”) and the Company's Articles of Association, each Director who wishes to remain in office will submit themselves for re-election by shareholders at the AGM. Biographical details of the Directors standing for re-election, including the reasons why their contributions are important to the Company's long-term sustainable success, are set out on the following pages.

Chris Hill, who was appointed to the Board on Thursday 7 March 2024, will stand for re-election for the first time at this AGM. Tazim Essani and Paul Matthews are not standing for re-election and will step down as Directors at the conclusion of the AGM.

All Directors standing for re-election at the AGM have confirmed their willingness to continue to serve as a Director of the Company. The Board, on the recommendation of the Board Corporate Governance and Nominations Committee, has concluded that all Non-executive Directors are independent as defined in the Code, that Ruth Markland was independent on her appointment as Chair, and that all Directors have demonstrated that they have sufficient time to discharge their responsibilities.

4. To re-elect Neeta Atkar MBE as a Director.

Committee membership:

- Board Audit Committee
- Board Corporate Governance and Nominations Committee
- Board Risk Committee (Chair)

Appointed: August 2022

Skills and experience: Neeta has extensive experience in the financial services industry, having worked initially at the Bank of England and subsequently the Financial Services Authority before taking on roles with Andersen Consulting, Abbey National, Royal & Sun Alliance, Lloyds Banking Group and, latterly, with TSB Bank as Chief Risk Officer. Neeta has broad experience of chairing risk committees, gained previously at Yorkshire Building Society and currently at Nomura Europe Holdings plc and at the British Business Bank plc. This experience, together with her deep understanding of customers, risk and regulation, enables Neeta to make significant contributions to the Board as it continues to ensure that Quilter's risk management framework is integrated with its strategy. In October 2022, Neeta was appointed as Chair of the Board Risk Committee and, in July 2023, she was appointed as a member of the Board Corporate Governance and Nominations Committee and as the Board level Consumer Duty Champion.

External Appointments: Non-executive Director of Nomura Europe Holdings plc, Non-executive Director of British Business Bank plc and Senior Independent Director at British Business Bank plc.

5. To re-elect Tim Breedon CBE as a Director.

Committee membership:

- Board Corporate Governance and Nominations Committee
- Board Remuneration Committee (Chair)

Appointed: June 2020

Skills and experience: Tim is an experienced Non-executive Director and Board Committee member. He has had a distinguished career in financial services, with past appointments including Group Chief Executive Officer of Legal & General, being a Member of the Takeover Panel, and holding Non-executive Director roles with Barclays Bank plc, the Association of British Insurers and the Financial Reporting Council. Tim's extensive business leadership and knowledge of governance best practice enables him to provide challenge, advice and support to Quilter management on business strategy, performance, decision making and governance matters. In May 2022, Tim was appointed as Senior Independent Director and Chair of the Remuneration Committee. His experience enables him to act as a helpful sounding board for the Chair and other Board members as Senior Independent Director.

External Appointments: Non-executive Director of Barclays plc, Chair of Barclays Bank Ireland PLC and Chair of Apax Global Alpha Limited.

6. To re-elect Chris Hill as a Director.

Committee membership:

- Board Audit Committee
- Board Remuneration Committee

Appointed: March 2024

Skills and experience: Chris has considerable financial expertise and deep knowledge of the wealth management industry. He has a wealth of experience across a range of sectors including serving as Chief Executive Officer at Hargreaves Lansdown plc, Chief Financial Officer at IG Group Holdings plc, a FTSE 250 online trading platform, as Chief Financial Officer at Travelex, the global currency and payments business. He held a number of leadership roles at GE Capital after completing his accountancy qualifications with Arthur Andersen. Leveraging his experience of large-scale business operations to drive business performance, Chris will add further depth to Board discussions to help Quilter deliver its strategic goals.

External Appointments: Trustee of the Just Finance Foundation, Member of the FCA Practitioner Panel and an adviser to Boston Consulting Group.

7. To re-elect Moira Kilcoyne as a Director.

Committee membership:

- Board Risk Committee

Appointed: December 2016

Skills and experience: Moira has extensive technology and cyber security leadership experience, having spent much of her executive career working in senior technology roles at Morgan Stanley and Merrill Lynch, latterly executing global change management and transformative IT implementation as Co-Chief Information Officer for Global Technology and Data at Morgan Stanley. Moira previously served as a Non-executive Director of Citrix Systems Inc and Elliot Opportunity II. Her experience, gained as both an executive and a non-executive, together with her understanding of business operations, operational resilience, management of data and supplier oversight, equips her to oversee and challenge the design and delivery of Quilter's technology and operations strategies.

External Appointments: Non-executive Director of Arch Capital Group and a member of the Board of Governors at FINRA.

8. To re-elect Steven Levin as a Director.

Appointed: November 2022

Skills and experience: Steven has deep industry knowledge, having worked in asset management, investments, platform and distribution roles. He joined the Group in 1998, the Executive Committee in 2011 and the Board in November 2022 when he was appointed as Chief Executive Officer. Steven has played a leading role in delivering several high-profile strategic initiatives for the Group, including the implementation of Quilter's investment platform and supporting the development of Quilter's proposition. Steven's broad industry and leadership experience allows him to effectively drive strategic delivery.

External Appointment: Member of the Investment Association Advisory Council.

Neeta Atkar MBE
Independent Non-executive Director



Tim Breedon CBE
Senior Independent Director



Chris Hill
Independent Non-executive Director



Moira Kilcoyne
Independent Non-Executive Director



Steven Levin
Chief Executive Officer



Notice of Annual General Meeting *continued*

9. To re-elect Ruth Markland as a Director.

Committee membership:

- Board Corporate Governance and Nominations Committee (Chair)
- Board Remuneration Committee

Appointed: June 2018

Skills and experience: Ruth, a former solicitor and previously Managing Partner of Freshfields Bruckhaus Deringer's Asia business, has a wealth of FTSE 100 Board experience. She spent over ten years on the Boards of Standard Chartered plc and The Sage Group plc, where she served as Senior Independent Director and Chair of the Remuneration Committees. Ruth was also an independent Non-executive Director of Deloitte LLP for five years until May 2020 and was a member of the Supervisory Board of Arcadis NV until April 2021. Ruth became Chair in May 2022. Her extensive experience in senior board roles provides her with the skills and experience to Chair the Quilter Board.

External Appointments: None.

10. To re-elect George Reid as a Director.

Committee membership:

- Board Audit Committee (Chair)
- Board Corporate Governance and Nominations Committee
- Board Risk Committee

Appointed: February 2017

Skills and experience: George has extensive financial experience having spent over 20 years in the accounting profession. This knowledge, gained during lengthy tenures at PwC, and, latterly, Ernst & Young LLP as managing partner and Head of Financial Services for Scotland and UK regions, provides George with a deep understanding of accounting and audit matters, and the control environment required for a wealth management business. Such experience allows him to critically assess key accounting and financial considerations. George is a Fellow of the Institute of Chartered Accountants in England and Wales.

External Appointment: Chair of FIL Life Insurance Limited.

11. To re-elect Chris Samuel as a Director.

Committee membership:

- Board Risk Committee

Appointed: July 2021

Skills and experience: As an experienced Chair and Non-executive Director, Chris' expertise in the financial services industry enable him to challenge, advise, and support Quilter's management team on a wide range of business, investment, distribution, finance, and operational matters. As Chief Executive of Ignis Asset Management, Chris led the successful transformation, and then sale, of the business. Chris also held other Board-level executive positions at a number of asset management businesses including Gartmore, Hill Samuel Asset Management, and Cambridge Place Investment Management. Prior to that he worked at Prudential-Bache and KPMG, where he qualified as a Chartered Accountant. Chris' non-executive experience includes his current Chairmanship of BlackRock Throgmorton Trust plc and previous roles as Chairman of JP Morgan Japanese Investment Trust plc and as a Director of Alliance Trust, Sarasin and UIL.

External Appointment: Chair of BlackRock Throgmorton Trust plc.

Ruth Markland
Chair



George Reid
Independent Non-executive Director



Chris Samuel
Independent Non-executive Director



Mark Satchel
Chief Financial Officer



12. To re-elect Mark Satchel as a Director.

Appointed: March 2019

Skills and experience: Mark brings deep finance, corporate and business experience to the Board. He joined Old Mutual in the UK in January 2000 and held a number of leadership positions within the finance function and businesses, during which time he played key roles in the acquisitions of Quilter Financial Planning and Quilter Cheviot. This experience has been invaluable in ensuring that Quilter effectively executes its strategy, including leading successful business disposals. Mark joined the Board as Chief Financial Officer in March 2019, having served as Corporate Finance Director from August 2017 to March 2019. Mark is qualified as a Chartered Accountant in South Africa and worked for KPMG in both South Africa and Canada prior to moving to the UK.

External Appointment: Trustee of The Grey Foundation in the UK.

Auditor

13. To re-appoint PricewaterhouseCoopers LLP as Auditor to hold office until the conclusion of the next Annual General Meeting at which the accounts are laid.

In accordance with the Companies Act 2006, the Auditor of the Company must be appointed by shareholders at each AGM at which the Annual Report and Accounts are presented. The Board is proposing the re-appointment of PricewaterhouseCoopers LLP, on the recommendation of the Board Audit Committee.

14. To authorise the Board Audit Committee, acting for and on behalf of the Board, to determine the remuneration of the Auditor.

The Companies Act 2006 requires the remuneration of the Auditor of the Company to be fixed by the shareholders or in such manner as determined by the shareholders. This resolution authorises the Board Audit Committee to fix the remuneration of the Auditor for 2024, in line with best practice.

Authorisation for political donations or expenditure

15. That, in accordance with sections 366 and 367 of the Companies Act 2006, the Company and all companies that are subsidiaries of the Company at any time during the period for which this resolution has effect are authorised to:

- (a) make political donations to political parties or independent election candidates not exceeding £50,000 in total;
- (b) make political donations to political organisations other than political parties not exceeding £50,000 in total; and
- (c) incur political expenditure not exceeding £50,000 in total,

provided that the aggregate amount of any such donations and expenditure shall not exceed £50,000, during the period beginning with the date of the passing of this resolution and ending at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or, if earlier, at the close of business on 30 June 2025.

For the purpose of this resolution the terms “political donations”, “political parties”, “independent election candidates”, “political organisations” and “political expenditure” have the meanings set out in sections 363 to 365 of the Companies Act 2006.

There were no political donations made by Quilter and no political expenditure was incurred in the UK, South Africa or anywhere else in the world during 2023. Neither the Company, nor any of its subsidiaries, has any intention of making any political donations or incurring any political expenditure. However, the Company wishes to ensure that neither it nor its subsidiaries inadvertently commits any breaches of the Companies Act 2006 through the undertaking of routine activities, which would not normally be interpreted as political donations and political expenditure. Should the Company become aware that it has inadvertently made any political donations or incurred any political expenditure, this will be disclosed in the Company's next Annual Report and Accounts.

The Companies Act 2006 prohibits the Company and its subsidiaries from making political donations or from incurring political expenditure in respect of a political party or other political organisation or an independent election candidate unless authorised by the Company's shareholders.

At its AGM on Thursday 18 May 2023, the Company and its subsidiaries were granted an authority in accordance with the Companies Act 2006

to make donations to political organisations and incur political expenditure not exceeding £50,000. This authority was granted for one year and will expire at the conclusion of the 2024 AGM. As previously stated, neither the Company nor any of its subsidiaries has any intention of making any political donations or incurring any political expenditure in respect of any political party or independent electoral candidate. However, the Companies Act 2006 defines “political party”, “political organisation”, “political donation” and “political expenditure” widely.

The following are examples of activities that could potentially be caught by the Companies Act 2006:

- (i) an employee on paid leave participating in canvassing on behalf of a political party;
- (ii) advising or making political parties, bodies or individuals aware of key wealth management industry issues; and
- (iii) Quilter employees attending business dinners, seminars and functions that may be attended by politicians.

As permitted under the Companies Act 2006, the resolution covers the Company and all subsidiaries of the Company at any time during which the authority is in place. The proposed authority will expire at the conclusion of next year's AGM of the Company or, if earlier, at the close of business on 30 June 2025.

Special resolutions

Purchase of own shares

Resolutions 16 and 17 relate to the purchase by the Company of its own shares. The power given by these resolutions, if passed, will only be exercised if the Directors are satisfied that any purchase will increase the earnings per share of the Ordinary Share capital in issue after the purchase and, accordingly, that the purchase is in the interests of shareholders. The Directors will also give careful consideration to gearing levels and regulatory capital requirements of the Company and its general financial position. The purchase price would be paid out of distributable profits.

The maximum number of shares which may be purchased under the authorities proposed by resolutions 16 and 17 will be, in aggregate, 140,410,550 shares representing approximately 10% of the issued Ordinary Share capital of the Company as at Tuesday 19 March 2024. Should the Company's issued share capital as at the date of the AGM be lower than the issued share capital as at Tuesday 19 March 2024 (being the latest practicable date prior to the publication of this Notice) the Directors will limit the Company's use of this authority to 10% of the issued Ordinary Share capital of the Company as at the date of the AGM.

The Companies Act 2006 permits certain listed companies to hold shares in treasury, as an alternative to cancelling them, following a purchase of own shares by the Company. Shares held in treasury may subsequently be cancelled, sold for cash or used to satisfy share options and share awards under the Company's employee share schemes.

Once held in treasury, the Company is not entitled to exercise any rights, including the right to attend and vote at meetings in respect of the shares. Further, no dividend or other distribution of the Company's assets may be made to the Company in respect of the treasury shares.

The total number of options to subscribe for Ordinary Shares that were outstanding at Tuesday 19 March 2024 (being the latest practicable date prior to publication of this Notice) was 27,459,960. The proportion of issued share capital that they represented at that time was 1.96% and the proportion of issued share capital that they will represent if the full authority to purchase shares (existing and being sought under resolutions 16 and 17) is used is 2.17%.

Market purchase of own shares

16. That, in accordance with section 701 of the Companies Act 2006 the Company is generally and unconditionally authorised to make market purchases (within the meaning of section 693 of the Companies Act 2006) of ordinary shares of 8 1/6 pence each in the capital of the Company ("Ordinary Shares") on such terms and in such manner as the Directors of the Company may determine provided that:

- (a) the maximum number of Ordinary Shares that may be purchased under this authority (when aggregated with any purchases made pursuant to resolution 17) is 140,410,550;
- (b) the maximum price which may be paid for any Ordinary Share purchased under this authority (exclusive of expenses payable by the Company in connection with the purchase) shall not be more than the higher of:
 - i) an amount equal to 105% of the average of the middle market prices shown in the quotations for the Ordinary Shares in the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that Ordinary Share is purchased; and
 - ii) an amount equal to the higher of the price of the last independent trade of an Ordinary Share and the highest current independent bid for an Ordinary Share on the trading venue where the purchase is carried out;
- (c) the minimum price which may be paid shall be the nominal value of that Ordinary Share (exclusive of expenses payable by the Company in connection with the purchase);
- (d) this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or, if earlier, at the close of business on 30 June 2025 unless renewed before that time; and
- (e) the Company may make a contract or contracts to purchase Ordinary Shares under this authority before its expiry which will or may be executed wholly or partly after the expiry of this authority and may make a purchase of Ordinary Shares in pursuance of any such contract.

A special resolution was passed at the Company's AGM held on 18 May 2023 empowering the Directors to purchase Ordinary Shares in the market, and it is proposed that this authority be renewed, in line with UK market practice.

The price paid for these Ordinary Shares will not be less than the nominal value of 8 1/6 pence per share nor more than the higher of:

- (a) 5% above the average of the middle-market quotations of the Company's Ordinary Shares as derived from the London Stock Exchange Daily Official List for the five business days preceding the day on which the shares are purchased; and
- (b) an amount equal to the higher of the price of the last independent trade of an Ordinary Share and the highest current independent bid for an Ordinary Share on the trading venue where the purchase is carried out.

This resolution will be proposed as a special resolution to provide the Company with the necessary authority. The authority will expire at the conclusion of next year's AGM or, if earlier, at the close of business on 30 June 2025.

Purchase of own shares (Johannesburg Stock Exchange) – contingent purchase contracts

17. That contingent purchase contracts each in the form produced to the meeting, between the Company and each of:

(a) J.P. Morgan Equities South Africa Proprietary Limited; and

(b) Goldman Sachs International,

relating to ordinary shares of 8 1/6 pence each in the capital of the Company ("Ordinary Shares") traded on the Johannesburg Stock Exchange, pursuant to which the Company may make off-market purchases from J.P. Morgan Equities South Africa Proprietary Limited or Goldman Sachs International of up to a maximum of 140,410,550 Ordinary Shares in aggregate (such maximum number to be reduced by any purchases made pursuant to the authority in resolution 16), be and are hereby approved in accordance with sections 693 and 694 of the Companies Act 2006, and that the Company be and is hereby authorised to make off-market purchases of Ordinary Shares pursuant to each such contract until the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or, if earlier, the close of business on 30 June 2025.

Approval is sought in resolution 17 to enter into contingent purchase contracts with each of: (a) J.P. Morgan Equities South Africa Proprietary Limited; and (b) Goldman Sachs International, relating to potential purchases of the Company's shares on the Johannesburg Stock Exchange where the Company has a secondary listing. For the purposes of the Companies Act 2006, the share purchases under these contracts are treated as an "off-market purchase", however, the contracts are intended to enable the Company to buy back its shares on the Johannesburg Stock Exchange in similar fashion and subject to the same overall limits as on-market purchases on the London Stock Exchange. Under sections 693 and 694 of the Companies Act 2006, the Company is not permitted to make off market purchases or contingent purchases of its shares unless it obtains advance shareholder approval to the terms of the contracts.

The principal features of the contingent purchase contracts are as follows:

- (i) J.P. Morgan Equities South Africa Proprietary Limited or Goldman Sachs International (as the case may be) may, following instruction from the Company, acquire Ordinary Shares on the Johannesburg Stock Exchange, which the Company may become obliged to purchase;
- (ii) the purchase price for the Ordinary Shares shall not exceed 5% above the average of the closing quotations on the Johannesburg Stock Exchange in local currency terms for the five Johannesburg Stock Exchange Business Days before the date the Ordinary Shares are purchased by the Company;
- (iii) the aggregate number of Ordinary Shares that could be acquired under the contracts and pursuant to resolution 16 shall not exceed 140,410,550; and
- (iv) the Company shall only instruct or irrevocably appoint J.P. Morgan Equities South Africa Proprietary Limited or Goldman Sachs International (as applicable) to purchase the Ordinary Shares provided the Company is then able to comply in relation to the purchase of the Ordinary Shares with the provisions of English and South African law then applicable (including the relevant listing rules) and has sufficient distributable reserves available for such purchase.

A copy of each of the proposed contingent purchase contracts will be made available for inspection at the Company's registered office during normal business hours for 15 days ending on the date of the AGM and at the place of the meeting for a period of 15 minutes immediately before the meeting until its conclusion.

This resolution will be proposed as a special resolution. The authority will expire at the conclusion of next year's AGM or, if earlier, at the close of business on 30 June 2025.

By order of the Board



Clare Barrett
Company Secretary

Thursday 21 March 2024

Quilter plc
Senator House
85 Queen Victoria Street
London EC4V 4AB

Registered in England and Wales.
Company number: 06404270.

Notes

When reading these notes, please take into account the arrangements for this year's meeting which are set out in **Your Questions Answered** (on pages 13 and 14 of the Notice). Please ensure you check our GM Hub at plc.quilter.com/gm for up to date information about our AGM arrangements.

1. Eligibility to attend and vote

Only persons entered on the UK Register and South African Register of the Company at 6:30pm (UK time) on Tuesday 21 May 2024 (or, in the event of any adjournment, at the close of business on the date which is two business days before the time of the adjourned meeting) are entitled to attend and vote at the meeting either in person or by proxy and the number of Ordinary Shares then registered in their respective names shall determine the number of votes such persons are entitled to cast on a poll at the meeting. Shareholders on the South African Register who have dematerialised their Ordinary Shares through Strate, other than those whose shareholding is recorded in their "own name" in the sub-register maintained by their Central Securities Depository Participant ("CSDP"), and who wish to attend the meeting in person, will need to request their CSDP or broker to provide them with the authority to do so in terms of the custody agreement entered into between the dematerialised shareholder and their CSDP or broker.

If you are unable to attend the meeting in person at our offices, we recommend you appoint a proxy and register a voting instruction using your Proxy Form/Voting Instruction Form ahead of the meeting. Please note that shareholders joining us by telephone will not be able to vote on the day.

You can submit questions on the business of the meeting in advance by emailing the Company Secretary at companysecretary@quilter.com by 5:00pm (UK time) on Friday 17 May 2024. The questions and answers will be published on our GM Hub, plc.quilter.com/gm, in advance of the voting deadline. This will enable you, if you do not plan to attend the AGM in person, to have your questions answered before you vote your shares. If you submit a question after this time, we will respond to you as soon as possible. If you attend the AGM in person or join the meeting by telephone, you will also have the opportunity to ask questions on the day.

We will make the Chair's statement and responses to shareholder questions available on our GM Hub at plc.quilter.com/gm as soon as practicable after the meeting.

2. Appointment of proxy

A member is entitled to appoint a proxy to exercise all or any of his/her rights to attend and to speak and vote instead of him/her at the meeting. A member may appoint more than one proxy in relation to a meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him/her. A proxy need not be a member of the Company. A Proxy Form which may be used to make such appointment and give proxy instructions accompanies this Notice. If you have not given specific instructions on how your proxy should vote in respect of any resolution, your proxy will have discretion to vote or abstain on that resolution, as they see fit. Your proxy can vote, or abstain from voting, as they decide on any other business (including any motion to amend a resolution or to adjourn the meeting) which may validly come before the meeting.

If you are unable to attend the meeting in person at our offices, we recommend you appoint a proxy and register a voting instruction using your Proxy Form/Voting Instruction Form ahead of the meeting. Completion and return of a Proxy Form will not prevent you from attending, speaking and voting in person at the meeting if you wish.

3. Submission of proxy appointment online

You may submit the appointment of your proxy online by visiting plc.quilter.com/vote and following the on-screen instructions. For security purposes, UK shareholders will need to provide their Voting ID, Task ID and Shareholder Reference Number ("SRN") and South African shareholders will need to provide their Postcode/Country code and SRN to validate the submission of their proxy online. Members' individual IDs and SRN numbers are shown on their printed Proxy Form/Voting Instruction Form. All appointments must be submitted by the deadline shown on the Proxy Form/Voting Instruction Form.

4. Submission of proxy appointment by post

The Proxy Form and power of attorney or other authority, if any, under which it is signed or a notarially certified or office copy of such power or authority must be received by the Company's Registrars (Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA in the case of shareholders on the UK Register, or JSE Investor Services (Pty) Limited, PO Box 10462, Johannesburg, 2000 in the case of shareholders on the South African Register) not later than 48 hours before the time appointed for the meeting. You must inform the Company's Registrars in writing of any termination of the authority of a proxy.

5. Submission of proxy appointment by CREST

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available by logging in at www.euroclear.com). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA19) by 11:00am (UK time) on Tuesday 21 May 2024. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if they are a CREST personal member, or sponsored member, or have appointed a voting service provider, to procure that their CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. Accordingly, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

6. Submission of proxy appointments by Proxymity

If you are an institutional investor, you may be able to appoint a proxy for the AGM, and any adjournment thereof, electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 11:00am (UK time) on Tuesday 21 May 2024 in order to be considered valid. Before you can appoint a proxy using this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

7. South African dematerialised holders

Shareholders on the South African Register who have dematerialised their shares, and are not registered as "own name" dematerialised shareholders, who wish to vote, but cannot attend the AGM, must provide their CSDP or broker with their voting instructions in accordance with the relevant custody agreement entered into between them and the CSDP or broker. Such shareholders must not complete a Proxy Form.

8. Corporate representatives

Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

9. Representatives of shareholders joining by telephone

Duly appointed representatives of shareholders will need to contact Equiniti before 11:00am (UK time) on Tuesday 21 May 2024 to receive their Unique Reference Number which will allow access to the meeting by telephone. Contact details can be found on page 15.

10. Information rights

A person to whom this Notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between them and the shareholder by whom they were nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, they may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.

The statement of the rights of members in relation to the appointment of proxies in notes 2, 3 and 4 above does not apply to a Nominated Person. The rights described in these paragraphs can only be exercised by registered members of the Company.

Nominated Persons are reminded that they should contact the registered holder of their shares (and not the Company) on matters relating to their investments in the Company.

11. Total voting rights

As at Tuesday 19 March 2024 (being the latest practicable date prior to publication of this Notice), the Company's issued share capital consists of 1,404,105,498 Ordinary Shares of 8 1/6 pence each carrying one vote each. No shares are held in treasury. Therefore, the total number of voting rights in the Company as at Tuesday 19 March 2024 was 1,404,105,498.

12. Polls

All resolutions will be put to vote on a poll and voting will reflect all proxy voting instructions duly received. This will result in an accurate reflection of the views of shareholders by ensuring that every vote is recognised. On a poll, each shareholder has one vote for every share held.

13. Audit concerns

Under section 527 of the Companies Act 2006 members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's Accounts (including the Auditor's Report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstance connected with an Auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Companies Act 2006. The Company may not require the members requesting such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006, and it must forward the statement to the Company's Auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on its website.

14. Right to ask questions

A member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered. Shareholders are reminded that unacceptable behaviour will not be tolerated at the meeting and will be dealt with appropriately by the Chair.

15. Website information

A copy of this Notice, and other information required by section 311A of the Companies Act 2006, can be found at plc.quilter.com/gm.

16. Electronic communication

You may not use any electronic address provided either in this Notice or any related documents (including the Proxy Form/Voting Instruction Form) to communicate with the Company for any purposes other than those expressly stated.

17. Shareholder rights to include a resolution at the AGM

Under section 338 and section 338A of the Companies Act 2006, members meeting the threshold requirements in those sections have the right to require the Company (i) to give, to members of the Company entitled to receive notice of the meeting, notice of a resolution which may properly be moved and is intended to be moved at the meeting; and/or (ii) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise), (b) it is defamatory of any person, or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authenticated by the person or persons making it, must be received by the Company not later than Wednesday 10 April 2024, being the date six clear weeks before the meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

18. Documents available for inspection

Copies of: (i) the Executive Directors' service contracts and the Non-executive Directors' terms of appointment are available for inspection from the date of this Notice; and (ii) the contingent purchase contracts referred to in resolution 17 will be available for inspection for 15 days ending on the date of the AGM. Each are available for inspection at the registered office of the Company during normal business hours and at the place of the meeting for a period from 15 minutes immediately before the meeting until its conclusion.

19. Registrar contact information

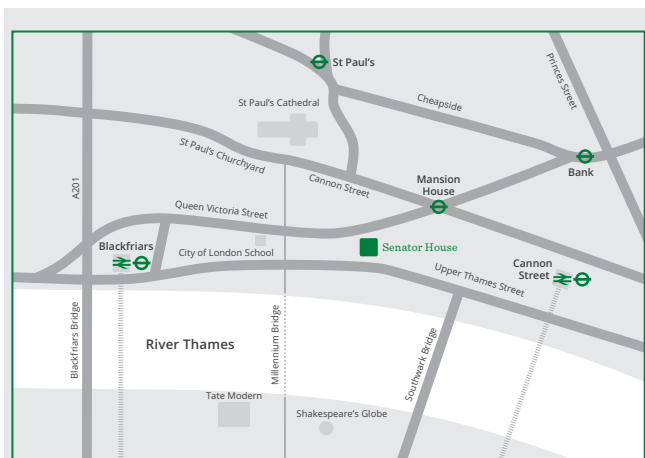
If you have any questions relating to this document or the completion and return of the Proxy Form/Voting Instruction Form, please contact the relevant Registrar using the contact details set out on page 15.

Your Questions Answered

Our AGM

Q. When and where will the AGM be held?

Our AGM will be held at 11:00am (UK time) on Thursday 23 May 2024 at our offices at Senator House, 85 Queen Victoria Street, London EC4V 4AB.



How to get there

Senator House is within walking distance of the following train and underground stations:

- Bank (Central, DLR, Northern and Waterloo & City lines)
- Blackfriars (Southeastern Railway, Thameslink and Circle and District lines)
- Cannon Street (Southeastern Railway and Circle and District lines)
- Mansion House (Circle and District lines)
- St Paul's (Central line)

The venue can also be accessed via bus routes 4, 11, 15, 17, 26, 76, 388 and 521.

Q. How can I attend the AGM?

You are welcome to attend our AGM in person at our offices. However, if you are unable to attend in person, you can join the meeting by telephone. You will be able to listen to the meeting and also ask any questions related to the business of the meeting. Please note that you will not be able to vote by telephone. Please see 'Joining the meeting by telephone' for more information.

Voting

Q. How can I vote my shares?

Shareholders who are unable to attend the meeting in person at our offices are encouraged to vote in advance of the meeting. We recommend you appoint a proxy and register a voting instruction using your Proxy Form/Voting Instruction Form ahead of the meeting. Details about how to vote and the voting deadline are included in the documents sent to you. Voting deadlines may vary depending on how you hold your shares. If you hold your shares via a CSDP, broker or nominee, please contact them to confirm their voting deadline. The deadline for proxy appointments is **11:00am (UK time) on Tuesday 21 May 2024**.

Asking a question

Q. How can I ask a question on the business of the meeting?

You can submit questions on the business of the meeting in advance by emailing the Company Secretary at companysecretary@quilter.com by **5:00pm (UK time) on Friday 17 May 2024**. The questions and answers will be published on our GM Hub at plc.quilter.com/gm in advance of the proxy voting deadline. This will enable you to have your questions answered before you vote your shares. If you submit a question after this time, we will respond to you as soon as possible. If you attend the AGM in person or join the meeting by telephone, you will also have the opportunity to ask questions on the day.

Joining the meeting by telephone

Q. Can I join the meeting by telephone?

Yes. There is a secure telephone line for shareholders to be able to listen to the meeting. You will also be able to ask any questions on the business of the meeting. **Please note you cannot vote over the phone at the meeting.**

Q. How do I join the meeting by telephone?

If you would like to join the meeting by telephone, please contact the Company Secretary at companysecretary@quilter.com to request your individual secure dial-in details. **Requests must be received no later than 11:00am (UK time) on Tuesday 21 May 2024.**

The telephone line will open shortly before 11:00am (UK time) on the day of the meeting. In addition to your secure dial-in details, you will need your Shareholder Reference Number which can be found on your Proxy Form/Voting Instruction Form, Dividend Confirmation Statement or Share Certificate in order to access the meeting.

Q. Can I vote by telephone at the appropriate time of the meeting?

Unfortunately, there will not be a facility to vote by telephone. We recommend that shareholders who would like to vote appoint the Chair of the meeting or other named individual of your choice as your proxy and register a voting instruction using your Proxy Form/Voting Instruction Form ahead of the meeting. Details about how to vote are included in the documents sent to you.

Q. How do I ask a question if I join the meeting by telephone?

At the appropriate time during the meeting, the operator will provide instructions on how you can ask a question. When it is your turn to ask your question, the operator will open your line and invite you to speak.

Q. What do I do if I have any problems with telephone access on the day?

If the operator is unable to help you, please contact our Registrar, Equiniti, on +44 (0)333 207 5953. Lines are open Monday to Friday between 8:30am and 5:30pm (UK time), excluding public holidays in England and Wales.

Voting results

Q. When and where will the results of the AGM be available?

The final voting results are expected to be released to the London and Johannesburg Stock Exchanges on Thursday 23 May 2024 after the AGM and they will be published on our GM Hub at plc.quilter.com/gm.

More information

Q. I cannot attend the AGM in person or join by telephone, will the Chair's statement be available to shareholders?

Yes. The Chair's statement will be made available on our GM Hub at plc.quilter.com/gm as soon as practicable after the meeting.

Q. How can I contact the Company Secretary if I have any questions?

Please contact the Company Secretary directly if you have any questions about the business of the meeting or the meeting itself at companysecretary@quilter.com.

Q. Where can I find up to date information about the AGM?

We will continue to provide up to date information about our AGM arrangements on our GM Hub at plc.quilter.com/gm. Please ensure you check regularly for the latest updates.

Q. Where can I find further information about Quilter?

Shareholders can find up to date information about Quilter on our website at plc.quilter.com. You can see our latest Annual Report and Dividend Information, as well as press releases, investor presentations and key dates for your calendar.

AGM key dates

The key AGM dates for shareholders are:

Friday 17 May 2024 By no later than 5:00pm (UK time)	Shareholder advance questions to be received by the Company Secretary
Tuesday 21 May 2024 By no later than 11:00am (UK time)	Proxy Forms to be received by our Registrar* Requests to join the AGM by telephone to be received by the Company Secretary
6:30pm (UK time)	Record Date to attend and vote at the AGM
Thursday 23 May 2024 11:00am (UK time)	AGM to be held

*Voting deadlines may vary depending on how you hold your shares. If you hold your shares via a CSDP, broker or nominee, please contact them to confirm their voting deadline.

Contact information

Contact our UK Registrar, Equiniti

If you have a question about your shareholding, please contact Equiniti.

Post

Equiniti Limited
Aspect House
Spencer Road
Lancing
West Sussex
BN99 6DA

Online

help.shareview.co.uk



Telephone

+44 (0) 333 207 5953*

* Lines are open Monday to Friday between 08:30 and 17:30 (UK time), excluding public holidays in England and Wales.

Contact Quilter plc

If you have any further questions, please contact us.

Post

Quilter plc
Senator House
85 Queen Victoria Street
London
EC4V 4AB
United Kingdom

Website

plc.quilter.com

Email

companysecretary@quilter.com

Contact our African Registrars

Shareholders on the South Africa Register

Post

JSE Investor Services (Pty) Limited
PO Box 10462, Johannesburg, 2000, South Africa

Email

investorenquiries@jseinvestorservices.co.za

Telephone

086 140 0110/086 154 6566* (calling from South Africa)
+27 11 029 0251/+27 11 029 0253* (calling from overseas)

Shareholders in Namibia

Post

Transfer Secretaries (PTY) Limited
PO Box 2401
Windhoek, Namibia

Email

ts@nsx.com.na

Telephone

+264 (0) 61 227 647*

Shareholders in Malawi

Post

National Bank of Malawi plc
Legal Department
PO Box 945
Blantyre, Malawi

Email

legal@natbankmw.com

Telephone

+265 (0) 182 0622/+265 (0) 182 0054*

Shareholders in Zimbabwe

Post

Corpserve Registrars (PVT) Ltd
PO Box 2208
Harare, Zimbabwe

Email

corpserve@escrowgroup.org

Telephone

+263 (0) 242 751 559/+263 (0) 242 751 561*

* Lines open 8:00am to 4:30pm, Monday to Friday, excluding public holidays.

Quilter plc

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Registered in England and Wales.
Registered No: 06404270.

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