

# Quilter

Quilter plc

# Notice of Annual General Meeting 2025

Thursday 22 May 2025 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.

# Letter from your Chair



**Ruth Markland**  
Chair

## Dear shareholder

### 2025 Annual General Meeting (“AGM”)

I am pleased to invite you to Quilter plc’s 2025 AGM to be held on Thursday 22 May 2025 at 11:00am (UK time) at Senator House, 85 Queen Victoria Street, London EC4V 4AB.

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 or virtually if you choose to listen to the meeting by dialling in on our secure telephone line.

### Voting your shares before the meeting

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, in accordance with your instructions.

### Asking a question

You can get in touch with me via the Company Secretary at [companysecretary@quilter.com](mailto: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 16 May 2025**.

The questions and answers will be published on our General Meeting (“GM”) Hub at [plc.quilter.com/gm](https://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 12 to 13.

Please do ensure you check the GM Hub at [plc.quilter.com/gm](https://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 9 to 11.

We will be asking shareholders to approve a number of standard resolutions that UK listed companies typically propose annually.

### Changes to the Board

We welcomed Alison Morris to the Board on 9 September 2024 and she will stand for re-election by Quilter's shareholders for the first time at the 2025 AGM. Alison is an Independent Non-executive Director and serves on the Board Audit Committee, Board Remuneration Committee and Board Risk Committee. Alison's deep financial expertise and audit experience in the financial services sector enables her to make a significant contribution to the Board and as a member of the aforementioned Board Committees.

Following the departure of Tim Breedon, Neeta Atkar was appointed Senior Independent Director and Chair of the Board Remuneration Committee on Thursday 12 September 2024. Chris Hill became our Workforce Engagement Director.

The biographies setting out skills, experience and contributions to the Board of all the Directors seeking re-election can be found with the respective resolutions for their re-election on pages 5 to 6.

### Remuneration Policy

In accordance with UK company law, we have included our Directors' Remuneration Policy for approval by shareholders. The Directors' Remuneration Policy was last approved at our 2022 AGM. The changes proposed to the policy are minor and evolutionary in nature and do not represent a fundamental change to how we will pay our Directors. You can read more about this on page 4 of this Notice and on pages 82 to 91 of our 2024 Annual Report and Accounts.

### Political donations and expenditure

I would like to draw your attention to resolution 16 which seeks authority with respect to political donations and expenditure up to an aggregate amount of £50,000. As noted in previous years, this authority is simply a precautionary measure to ensure that the Company and its subsidiaries do 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 2024, 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.

### Voting by poll

All resolutions at the AGM will be put to a vote on a poll, reflecting all proxy voting instructions received. We believe that 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](https://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](https://plc.quilter.com/gm).

On behalf of your Board, I would like to thank you for your continued support and I very much look forward to meeting you at this year's AGM.



**Ruth Markland**  
Chair

19 March 2025

# Notice of Annual General Meeting

Notice is hereby given that the 2025 Annual General Meeting (“AGM”) of Quilter plc (the “Company”) will be held on Thursday 22 May 2025 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 18.

Resolutions 1 to 16 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 17 and 18 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 2024.

The Directors must present the Company's 2024 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 2024.

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 77 to 104 of the 2024 Annual Report and Accounts (with the resolution excluding the Directors' Remuneration Policy on pages 82 to 91). This vote is advisory, and the Directors' entitlement to remuneration is not conditional on the passing of the resolution.

### Directors' Remuneration Policy

#### 3. To approve the Directors' Remuneration Policy contained in the Remuneration Report for the financial year ended 31 December 2024.

Shareholders are asked to approve the Directors' Remuneration Policy which is set out in full in the Remuneration Report on pages 82 to 91 of the 2024 Annual Report and Accounts. The Company will not be able to make a remuneration payment to a current or future director or a payment for loss of office to a current or past director, unless that payment is consistent with the policy (once approved) or has been approved by a resolution of the shareholders. The Board Remuneration Committee undertook a full review of the existing Directors' Remuneration Policy, which was approved by shareholders at the AGM in 2022, and concluded that it remains broadly fit for purpose and in line with latest market practice, regulatory requirements and corporate governance best practice. As a consequence, there are no fundamental changes proposed to the Directors' Remuneration Policy and only minor, evolutionary updates are proposed in 2025.

### Final Dividend

#### 4. To declare a Final Dividend of 4.2 pence per Ordinary Share of 8 1/6 pence nominal value for the financial year ended 31 December 2024, payable on Tuesday 27 May 2025 to ordinary shareholders named on each of the United Kingdom and South African registers of members at the close of business on Friday 11 April 2025.

The Final Dividend, which has been recommended by the Directors, can only be paid after 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](http://plc.quilter.com/dividends).

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 27 May 2025 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 2024 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.

Alison Morris, who was appointed to the Board on 9 September 2024, will stand for re-election for the first time at this 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.

#### 5. To re-elect Neeta Atkar MBE as a Director.

##### Committee membership:

- Board Audit Committee
- Board Corporate Governance and Nominations Committee
- Board Remuneration Committee (Chair)
- 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 various senior risk roles in organisations including Lloyds Banking Group and, latterly, 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 the British Business Bank plc. She also has extensive experience serving on remuneration committees, having been a member of the Nomura Europe Holdings plc remuneration committee since 2018 where she also chairs their German subsidiary remuneration committee. This experience, together with her deep understanding of customers, risk, regulation and remuneration, enables Neeta to make significant contributions to the Board. In October 2022, Neeta was appointed as the Board Consumer Duty Champion and in September 2024 she became Senior Independent Director.

**External appointments:** Non-executive Director of Nomura Europe Holdings plc and Senior Independent Director of British Business Bank plc.

**Neeta Atkar MBE**  
Independent Non-executive Director



**Chris Hill**  
Independent Non-Executive Director



**Moira Kilcoyne**  
Independent Non-Executive Director



**Steven Levin**  
Chief Executive Officer



**Ruth Markland**  
Chair



#### 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 knowledge of the wealth management industry. He has extensive 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, and Chief Financial Officer at Travelex, the global currency and payments business. Chris held several leadership roles at GE Capital after completing his accountancy qualifications with Arthur Andersen. His experience of large-scale business operations and driving business performance enables Chris to add further depth to Board discussions and help Quilter deliver its strategic goals. In September 2024, Chris was appointed as Quilter's Workforce Engagement Director.

**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, data management 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 Ltd 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 various asset management, investments, platform and distribution roles in his career. 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 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.

#### 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 a member of the supervisory board of Arcadis NV until April 2021. Ruth became Chair of the Quilter Board in May 2022. Her extensive experience in senior board roles and deep understanding of governance equip her to effectively lead the Board.

**External appointments:** None.

**Alison Morris**  
Independent Non-Executive Director



**George Reid**  
Independent Non-executive Director



**Chris Samuel**  
Independent Non-executive Director



**Mark Satchel**  
Chief Financial Officer



## 10. To re-elect Alison Morris as a Director.

### Committee membership:

- Board Audit Committee
- Board Remuneration Committee
- Board Risk Committee

**Appointed:** September 2024

**Skills and experience:** Alison is a Chartered Accountant and brings a wealth of recent and relevant experience of the financial services sector. She has detailed and specialist knowledge of accounting and auditing practices having been a partner in PwC's financial services audit practice from 1994 until the end of 2019. During her tenure at PwC, Alison held several leadership roles, including being a member of the executive management team which led their audit practice. In her non-executive career, Alison has extensive experience of chairing audit committees and serving on risk committees of financial services organisations including Paragon Banking Group PLC, Sabre Insurance Group plc and, formerly, M&G Group Limited. Alison's deep financial expertise and audit experience in the financial services sector enables her to make a significant contribution to the Quilter Board.

**External appointments:** Senior Independent Director of Paragon Banking Group PLC and Non-executive Director of Sabre Insurance Group plc.

## 11. 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 expertise having spent over 20 years in the accounting profession, including lengthy tenures at PwC, and, latterly, Ernst & Young LLP as managing partner and Head of Financial Services for Scotland and UK regions. This experience provides George with a deep understanding of, and the ability to critically assess, key accounting, financial reporting and audit matters, and the control environment required for a wealth management business. George is a Fellow of the Institute of Chartered Accountants in England and Wales.

**External appointment:** Chair of FIL Life Insurance Limited.

## 12. 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 enables 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 several asset management businesses including Gartmore Investment Management, Hill Samuel Asset Management and Cambridge Place Investment Management. Prior to that he worked at Prudential-Bache Securities and KPMG, where he qualified as a Chartered Accountant. Chris' previous non-executive experience includes roles as Chair of JP Morgan Japanese Investment Trust plc and as a Director of Alliance Trust plc, Sarasin & Partners LLP and UIL Limited.

**External appointments:** Chair of BlackRock Throgmorton Trust plc and Non-executive Director and Chair designate of Scottish Mortgage Investment Trust PLC.

## 13. 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 several 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 Quilter 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

### **14. 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.

### **15. 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 2025, in line with best practice.

## Authorisation for political donations or expenditure

### **16. 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 2026.**

**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.**

At its AGM on Thursday 23 May 2024, 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 2025 AGM.

From our ongoing dialogue with shareholders, we recognise that in the South African governance context, any linkage between business and politics is sensitive.

Quilter has not made any political donations nor does it intend to in future. However, in line with other UK listed companies, we continue to seek a standard UK resolution purely as a precautionary measure to avoid any inadvertent breaches of the Companies Act 2006.

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. No political donations were made by Quilter and no political

expenditure was incurred in the UK, South Africa or anywhere else in the world during 2024. Neither the Company, nor any of its subsidiaries, has any intention of making any political donations or incurring any political expenditure. However, since the Companies Act 2006 defines “political party”, “political organisation”, “political donation” and “political expenditure” widely, 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.

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 2026.

We understand the importance of open and continuing dialogue and will continue to engage with our large South African shareholders.

## Special resolutions

### Purchase of own shares

Resolutions 17 and 18 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 17 and 18 will be, in aggregate, 140,410,549 shares representing approximately 10% of the issued Ordinary Share capital of the Company as at Tuesday 18 March 2025. Should the Company's issued share capital as at the date of the AGM be lower than the issued share capital as at Tuesday 18 March 2025 (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 18 March 2025 (being the latest practicable date prior to publication of this Notice) was 31,650,932. The proportion of issued share capital that they represented at that time was 2.25% and the proportion of issued share capital that they will represent if the full authority to purchase shares (existing and being sought under resolutions 17 and 18) is used is 2.5%.

### Market purchase of own shares

17. 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 18) is 140,410,549;
- (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 2026 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 Thursday 23 May 2024 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 2026.

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

18. 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 140,410,549 Ordinary Shares in aggregate (such maximum number to be reduced by any purchases made pursuant to the authority in resolution 17), 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 2026.

Approval is sought in resolution 18 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 17 shall not exceed 140,410,549; 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.



# Notes

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 2026.

By order of the Board



**Clare Barrett**  
Company Secretary

19 March 2025

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

Registered in England and Wales.  
Company number: 06404270.

**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 12 and 13). Please ensure you check our GM Hub at [plc.quilter.com/gm](https://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 20 May 2025 (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](mailto:companysecretary@quilter.com) **by 5:00pm (UK time) on Friday 16 May 2025**. The questions and answers will be published on our GM Hub, [plc.quilter.com/gm](https://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.

## Notes *continued*

We will make the Chair's statement and responses to shareholder questions available on our GM Hub at [plc.quilter.com/gm](http://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 can submit your proxy votes online by visiting [plc.quilter.com/vote](http://plc.quilter.com/vote) and following the onscreen instructions.

UK shareholders will be directed to our Registrar, Equiniti's, Shareview website, where you can log in to your Shareview Portfolio. Once you have logged in, simply click "View" on the "My Investments" page and then click on the link to vote and follow the on-screen instructions. If you have not yet registered for a Shareview Portfolio, please click on "Register" and enter the requested information. It is important that you register for a Shareview Portfolio with enough time to complete the registration and authentication processes before being able to vote your shares.

South African shareholders will be directed to our Registrar's voting website and will need to provide their Postcode/Country code and Shareholder Reference Number ("SRN") to validate the submission of their proxy online. South African shareholders' 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](http://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 20 May 2025. 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](http://www.proxymity.io). Your proxy must be lodged by 11:00am (UK time) on Tuesday 20 May 2025 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 20 May 2025 to receive their Unique Reference Number which will allow access to the meeting by telephone. Contact details can be found on page 14.

### 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 18 March 2025 (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 18 March 2025 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](http://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 9 April 2025, 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 18 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

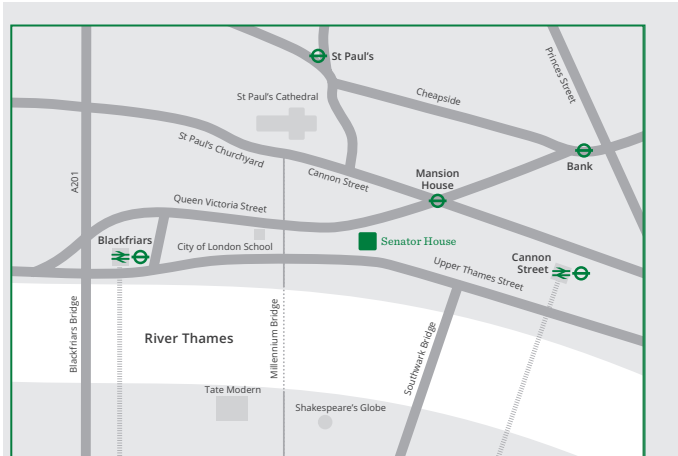
If you have any questions relating to this document or the completion and return of the Proxy Form/Voting Instruction Form, please contact the relevant Registrar using the contact details set out on page 14.

# 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 22 May 2025 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. If you are unable to attend in person, you can join the meeting by telephone and ask any questions related to the business of the meeting. 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 20 May 2025**.

## 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](mailto:companysecretary@quilter.com) by **5:00pm (UK time) on Friday 16 May 2025**. The questions and answers will be published on our GM Hub at [plc.quilter.com/gm](http://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](mailto:companysecretary@quilter.com) to request your individual secure dial-in details. **Requests must be received no later than 11:00am (UK time) on Tuesday 20 May 2025.**

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.

### 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 22 May 2025 after the AGM and they will be published on our GM Hub at [plc.quilter.com/gm](https://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](https://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](mailto: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](https://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](https://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.

## Security

Shareholders' safety and security is very important to us. As in previous years, please be aware that all bags will be subject to a security search on arrival.

## AGM key dates

The key AGM dates for shareholders are:

<b>Friday 16 May 2025</b> By no later than 5:00pm (UK time)	Shareholder advance questions to be received by the Company Secretary.
<b>Tuesday 20 May 2025</b> 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.
<b>Thursday 22 May 2025</b> 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](https://help.shareview.co.uk)



 **Telephone**

+44 (0) 333 207 5953\*

\* Lines are open Monday to Friday between 8:30am to 5:30pm (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](https://plc.quilter.com)

 **Email**

[companysecretary@quilter.com](mailto: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](mailto: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](mailto: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](mailto: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](mailto: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**

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

Registered in England and Wales.  
Registered No: 06404270.

**[plc.quilter.com](http://plc.quilter.com)**