Rothschild & Co – Equity story



November 2018





1 Disclaimer



This presentation has been prepared solely for information purposes and must not be construed as or considered as constituting or giving any investment advice. It does not take into account, in any way whatsoever, the investment objectives, financial situation or specific needs of its recipients.

This presentation and its contents may not be copied or disseminated, in part or as a whole, without prior written consent of Rothschild & Co.

This presentation may contain forward-looking information and statements pertaining to Rothschild & Co SCA ("Rothschild & Co"), its subsidiaries (together, the "Rothschild & Co Group") and its and their results. Forward-looking information is not historical. It reflects objectives that are based on management's current expectations or estimates and is subject to a number of factors and uncertainties, that could cause actual figures to differ materially from those described in the forward-looking statements including those discussed or identified in the documentation publicly released by Rothschild & Co, including its annual report.

Rothschild & Co does not undertake to update such forward-looking information and statements unless required by applicable laws and regulations. Subject to the foregoing, Rothschild & Co has no obligation to update or amend such information and statements, neither as a result of new information or statements, nor as a result of new events or for any other reason.

No representation or warranty whatsoever, express or implied, is made as to the accuracy, completeness, consistency or the reliability of the information contained in this document. It may not be considered by its recipients as a substitute to their judgment.

This presentation is qualified in its entirety by the information contained in Rothschild & Co' financial statements, the notes thereto and the related annual financial report. In case of a conflict, such financial statements, notes and financial reports must prevail. Only the information contained therein is binding on Rothschild & Co and the Rothschild & Co Group. If the information contained herein is presented differently from the information contained in such financial statements, notes and reports, only the latter is binding on Rothschild & Co and the Rothschild & Co Group.

For more information on Rothschild & Co: www.rothschildandco.com

Strategic focus



Create value



- Improve synergies between three divisions
- Focus on long term performance rather than short term profit
- Continue to simplify group structure where feasible

Grow scale



- Grow our three businesses organically and through investments
- Diversify earnings to reduce relative importance of our advisory business

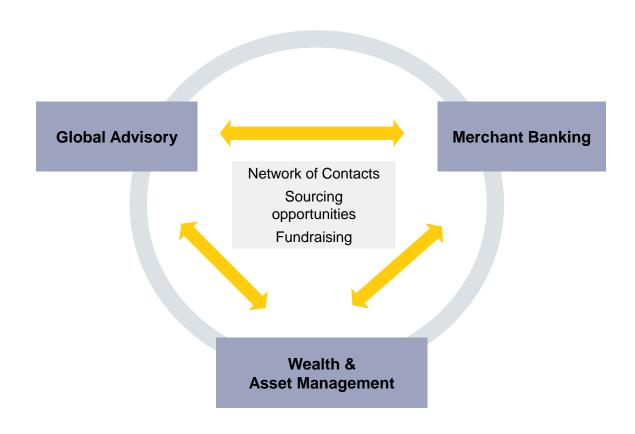
Improve returns to shareholders



- Cost saving initiatives
- Efficient use of capital

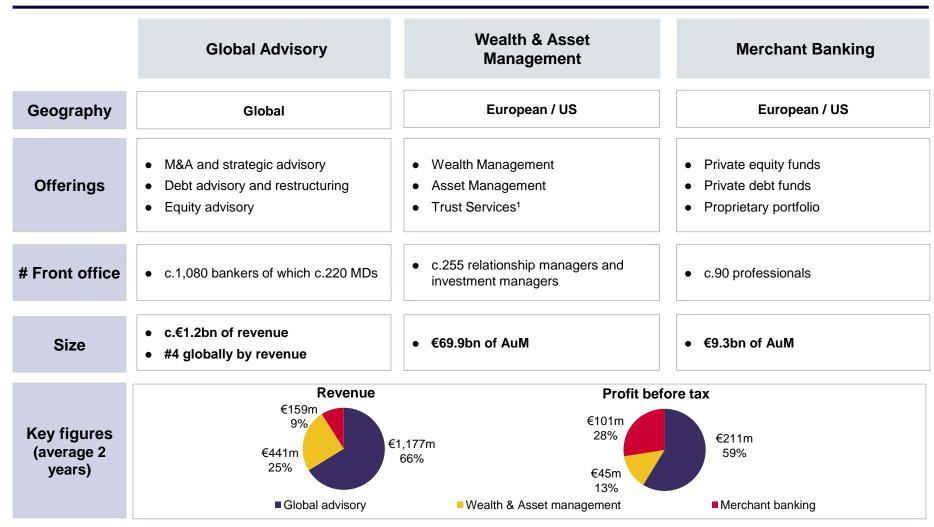
Cross fertilisation provides a competitive advantage





Three resilient pillars with strong potential





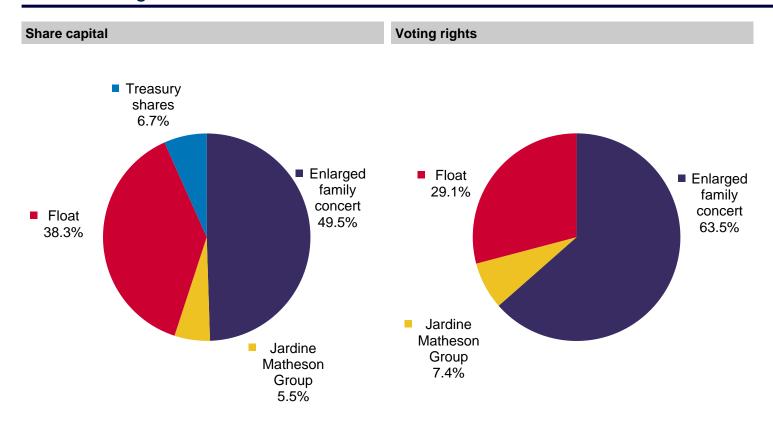
Note

Currently being disposed of





Shareholding structure as at 31 October 2018



Strong corporate governance



1 Group management

Rothschild & Co Gestion, Managing Partner of Rothschild & Co

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

Group Executive Committee (GEC) with 12 members (Managing partners, Business heads, significant Support function heads)



Accomplished management team

Board and board's committees

- A Supervisory board composed of:
 - 15 recognised professionals, including
 9 independent members
 - 8 different nationalities
- 3 specialised committees:
 - Audit Committee
 - Risk Committee
 - Remuneration & Nomination Committee

3 Aligned shareholders and senior management

- Equity Scheme introduced in October 2013 for 57 senior employees from 10 countries
- Extended to 10 new senior employees in December 2015
- Extended to 21 new senior employees in December 2017



Governance complying with best practice



Alignment of interests

1

Global Advisory

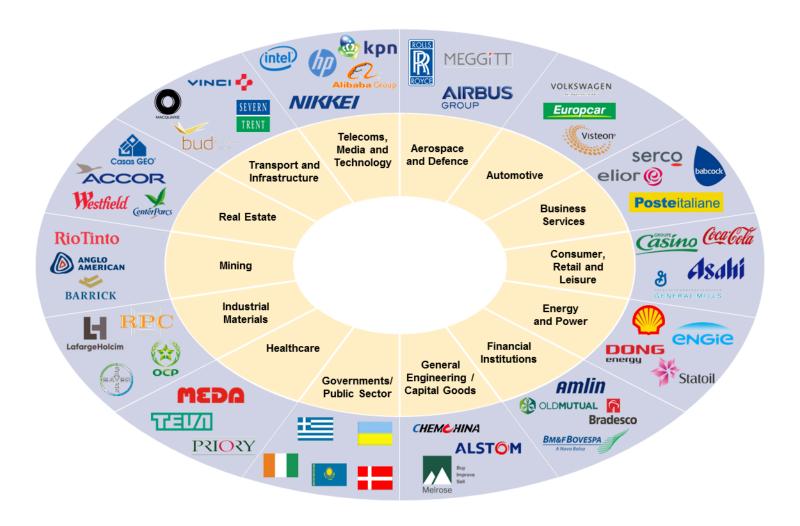
米

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



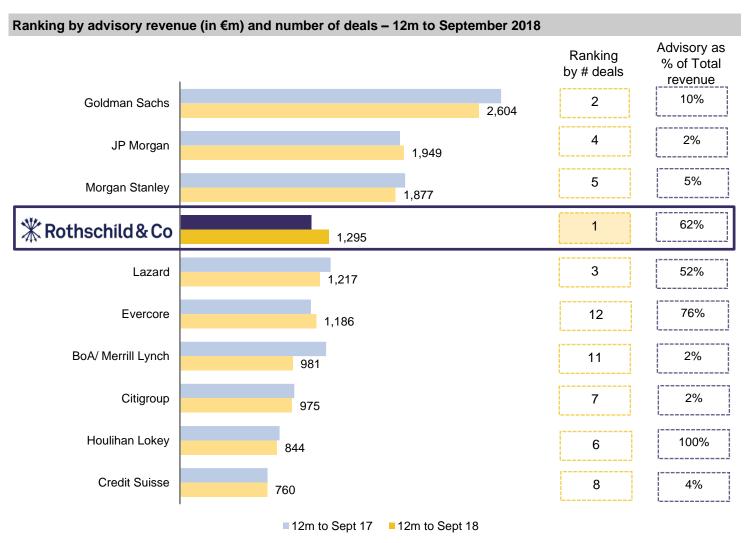


Integrated network of industry specialists with deep understanding of the dynamics of each industry



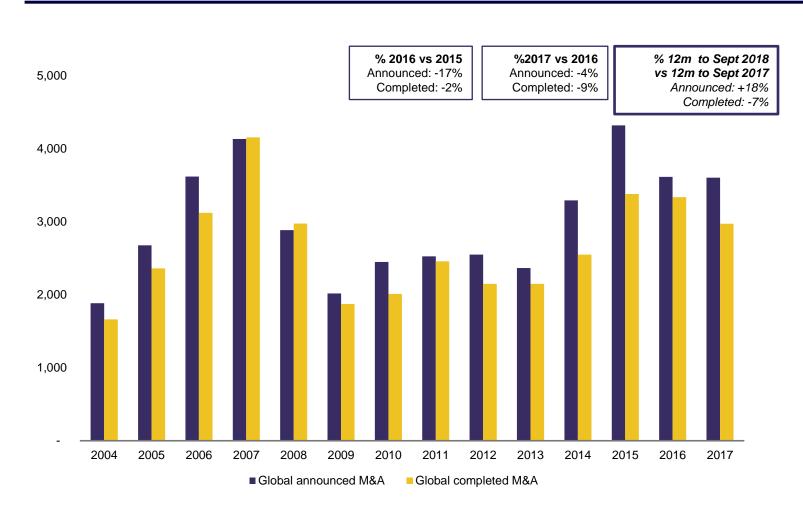
Leading position: #4 globally by revenue





Global M&A market (deal values)

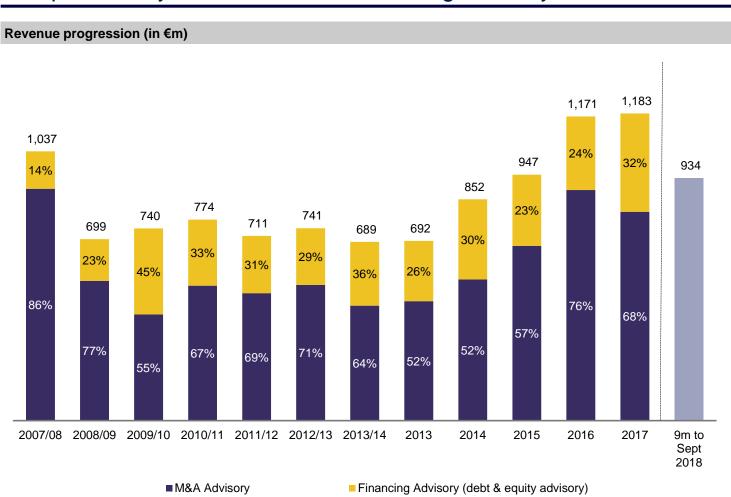




Resilient model over the cycle



Complementary mix of M&A and Financing Advisory

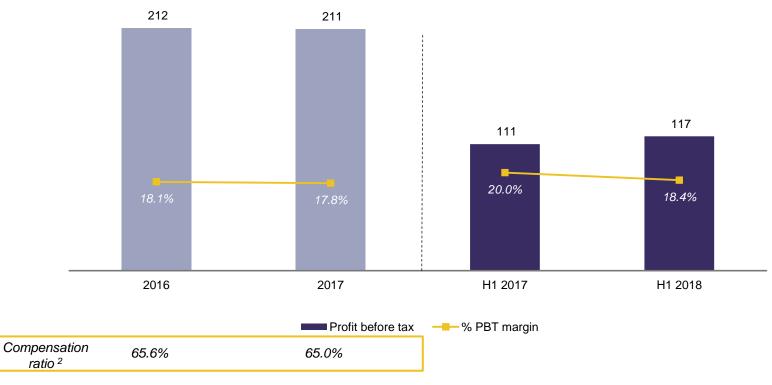


Steady growth in profit



Revenue growth and tight cost control leads to increasing profit

Profit Before Tax (in €m) and PBT margin - pre US investment costs ¹



¹ US investment costs were €23m for 2016, €25m for 2017, €14m in H1 to June 2017 and €10m in H1 to June 2018 Our US investment costs are expected to be around 2% of revenue subject to the right opportunities

On an awarded basis and pre US investment costs

Our North America development



Overview



c. 180 advisory bankers of which 36 MDs1

Highlights

- Building out our senior M&A team
 - Recruitment of 23 new M&A MDs since 2013, of which 6 so far in 2018
- Reinforcing our sector and product offering: Consumer, Industrials, TMT, Tech, Healthcare, FIG, debt advisory
- Expanding our local presence in line with sector strategy

Los Angeles: 2013

- Chicago: 2016

Palo Alto: 2018

- Investment bearing fruit with North America contribution to GA revenue increased by 66% since March 2015
- Objective to build a sizeable platform in North America resulting in doubling our M&A market share by the end of 2020

¹ In July 2018, three new MDs joiners have been announced

Strategy



1

Extend our unique advisory platform to provide global network and perspective

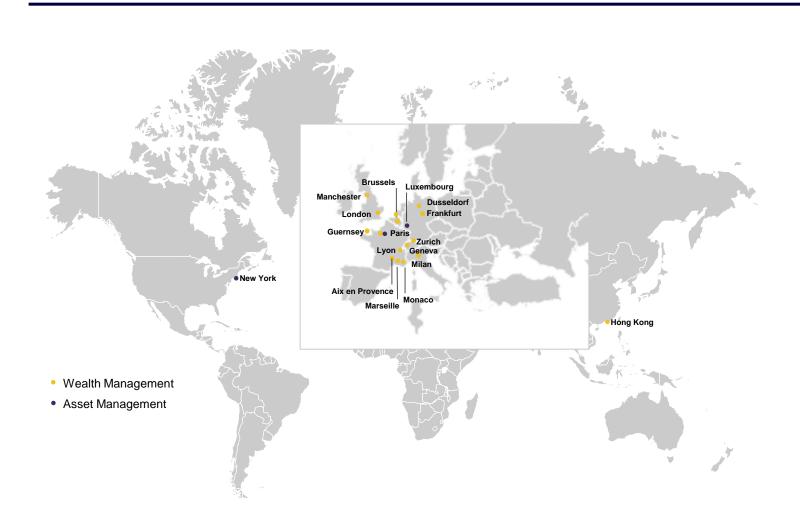
- Europe: uphold and enhance our leading position while growing in smaller markets where under represented such as Switzerland
- United States: continue selective investment in new talent to strengthen and broaden our sector skills and geographic reach to grow market share
- Asia: build out offering in Asian market
- Invest in sector and product expertise by hiring first class talent to link together the broad geographic mix
- Leverage our deep knowledge of advisory market:
 - To win new clients
 - To benefit all parts of the Group
- Enhance cross selling synergies between the businesses

2

Wealth & Asset Management







Wealth & Asset Management



A broad business covering different geographies

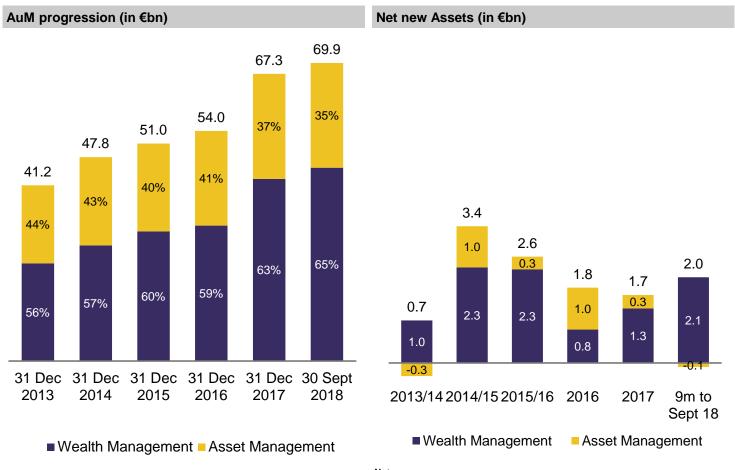
Group AUM (as at 30 September 2018): €70bn

Wealth Management €46bn Asset Management €29bn ¹ Rothschild Martin Maurel €22bn • France • European • Belgium 141 Client Advisors 141 Client Advisors 22bn • European 27 Investment Managers

Wealth Management • Switzerland	€24bn	Asset Management US • United States	€9bn (\$10bn)
UK Rest of the world	80 Client Advisors		19 Investment Managers

^{1 :} Of which €5bn managed on behalf of Wealth Management clients

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



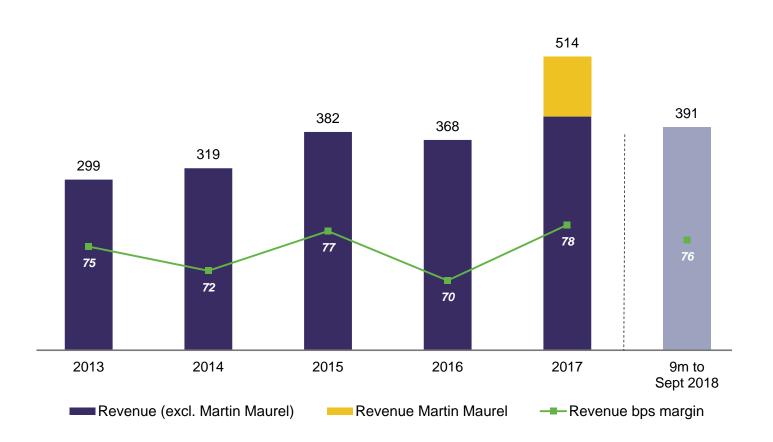
Note

2014/15 excludes €1.9 billion outflow related to the transfer of accounts from Sélection R in France

Steady growth of revenue



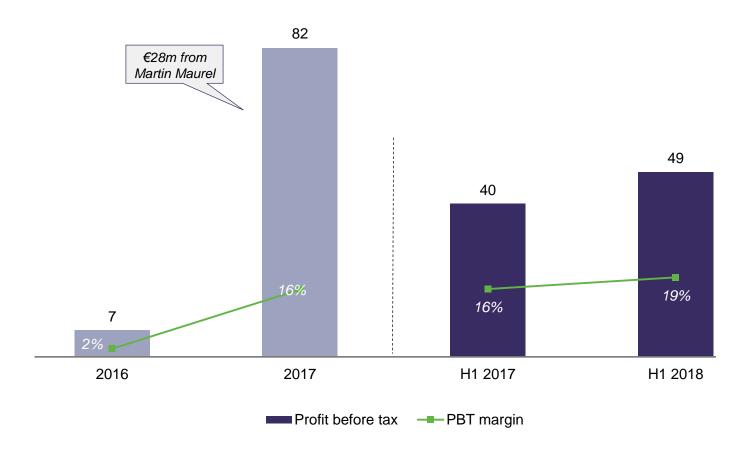
Revenue (in €m) and annualised average bps progression





Significant improvement in profit before tax thanks to cost control as well as Martin Maurel consolidation

Profit before tax (in €m) and PBT margin – excluding Martin Maurel integration costs¹



¹ Martin Maurel integration costs €6m for 2016 and €27m for 2017, €12m in H1 2017 and €5m in H1 2018

Strategy



1

Wealth preservation on the long-term, tailored wealth planning and outstanding client service

- Strong focus on cost saving initiatives
- Wealth Management:
 - Focus on core Wealth Management following the sale of Trust business, which will be finalised in Q1 2019
 - France Belgium Monaco Build revenue through broader product offering, revised fee structure and leveraging network and finalise the operational integration
 - **UK** increase market share through distinct and award winning offering
 - Switzerland refocus on fewer target markets, improve advisory offering and tighter cost control
- Asset Management:
 - France Refocus AM business on France and neighbouring countries and value to our wealth and institutional clients and provide distinct investment services: BtoBtoC
 - USA continue aggressive growth plans for core US equity business and restructure to increase intrinsic value

3

Merchant Banking

A growing footprint





米

A powerful and cohesive platform with two distinct offerings

Private Equity	€4.0bn	Private Debt	€5.3bn
Corporate Private Equity • Europe - FAPI I – 2010 - FAPI II – 2015 - FAPI III – (current fund raising) • US - FACP – 2018	€2.5bn	Direct Lending • Europe - FACS (junior debts) - 2014 - FADL (unitranche loans) - 2017	€1.2bn
Five Arrows Multi Strategies (FAMS) • Europe - FASO III (Secondary) – 2012 - FASO IV (Secondary) - 2016 • Global - FAPEP (Multi-managers) - 2017 - R&Co PI (Direct investments) – on-going	€1.5bn	 Credit Management Oberon Senior debts (Europe and USA) Elsinore multi strategy (Europe) CLOs (4 actives in Europe and 3 in the USA) Managed Accounts 	€4.1bn

C.10% committed by Rothschild & Co (c.€0.9bn)

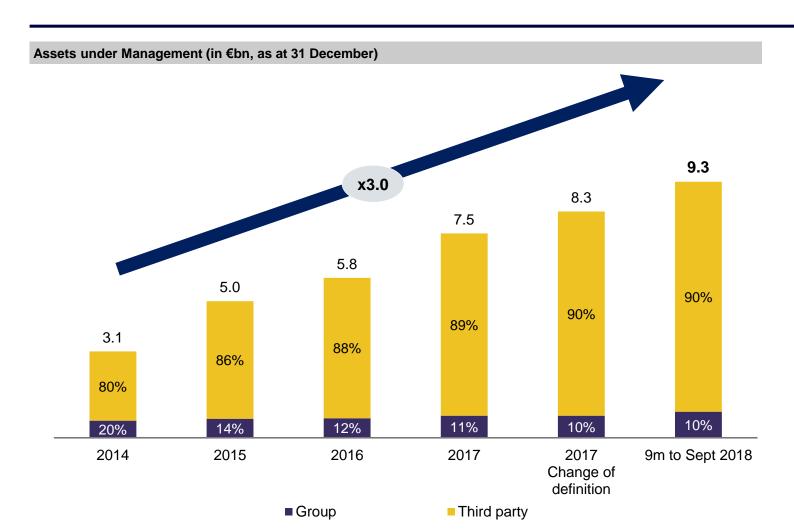
c.**€9.3bn**Asset under management¹

 $\ \, \text{International team of} \\ \text{c.} \mathbf{90} \text{ investment professionals}$

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

Steady growth in AuM

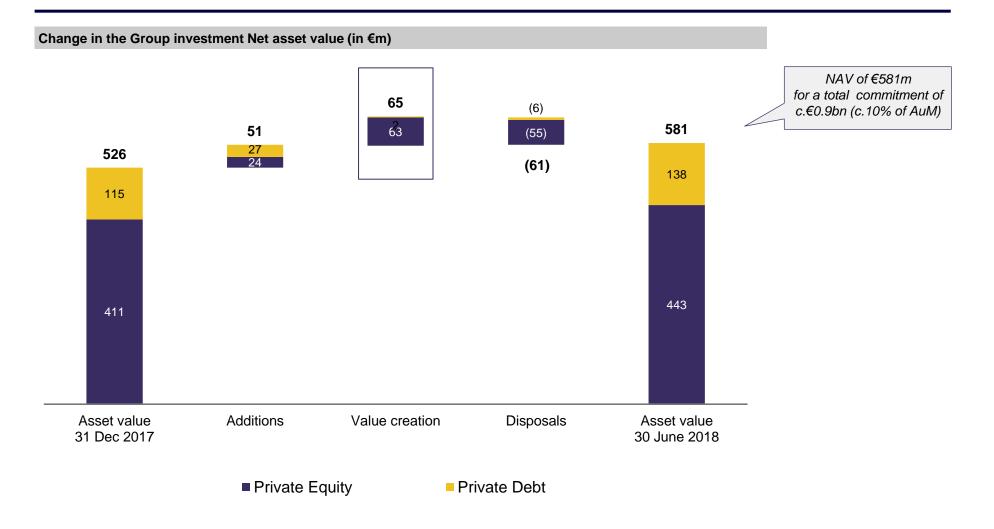




¹ Merchant Banking's reported AuM are now calculated on the basis of the funds' Net Asset Value plus all investors' undrawn/callable capital commitments, according to the rules specified in the funds' prospectus. In addition, the reported AuM also include the value of co-investments by investors that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

*

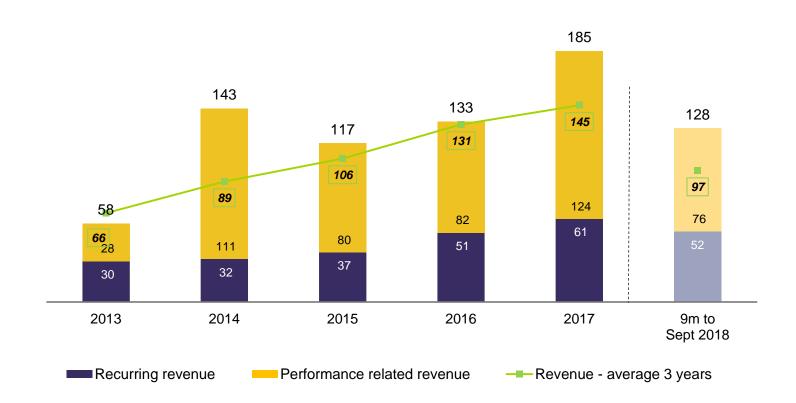
Strong value creation while maintaining constant capital at work





Continuing growth in recurring revenue complemented by strong investment performance

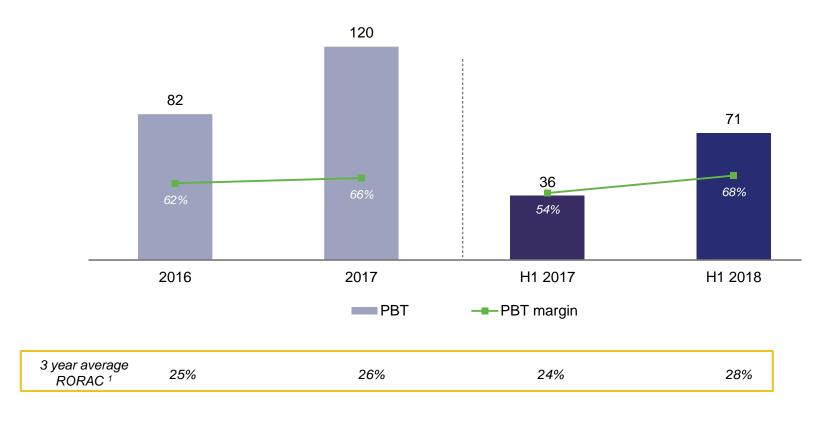
Breakdown of revenue - calendar basis (in €m)





Good returns on capital tied to successful business growth and investment performance





¹ RORAC stands for Return On Risk Adjusted Capital – an internal measure of risk capital invested in the business, being adjusted profit before tax divided by risk weighted capital

Strategy



- Grow Assets under Management while remaining a multi-asset manager:
 - Develop our niche position as a diversified mid-cap player in Europe and more recently in the USA
 - Accelerate the roll out of multiple products in the syndicated leveraged loan space in Europe and in the USA
 - Raise new funds targeted at specific opportunities
- Alignment with investors by maintaining significant capital at work ('skin in the game') while increasing the proportion of recurrent revenue derived from management fees
- Remain highly selective in investment decisions & focus on areas where we enjoy a distinct advantage
- Private equity philosophy to invest in EBITDA growth over financial engineering
- Continue to generate excellent returns on capital with limited correlation to general market movements through a mix of management fees, capital gains and carry

4

Financials



Comments

Improving operating margin

- Revenue growth
- Costs saving initiatives
- Targeted headcount optimisation

Compensation costs

• Target of an adjusted compensation ratio: in low to mid 60%'s through the cycle

Exceptionals impact on Net Income – Group share

	2015/16	2016/17	2016	2017	H1 2018
UK asset finance profit	(97)	-	-	-	-
Martin Maurel integration costs	-	7	4	18	3
Others (pensions credit, swap settlement cost, special tax credit)	-	-	-	(7)	-
Total exceptionals items	(97)	7	4	11	3

Non-controlling interests

• Comprise the profit share distributed to French partners and interest on perpetual debt

Summary P&L



Strong momentum over recent financial years

In €m	2016 (12m to March)	2016 (12m to Dec)	2017 (12m to March)	2017 (12m to Dec)	2018 (6m to June)
Revenue	1,589	1,713	1,767	1,910	1,007
Staff costs	(954)	(1,013)	(1,016)	(1,087)	(583)
Administrative expenses	(267)	(268)	(279)	(320)	(150)
Depreciation and amortisation	(37)	(32)	(32)	(34)	(14)
Impairments	(12)	(14)	(11)	(13)	1
Operating Income	319	386	429	456	261
Gain on sale of a non-core subsidiary	103	-	-	-	-
Profit before tax	422	393	436	477	262
Consolidated net income	357	331	366	412	226
Net income - Group share	232	179	186	236	161
Net income - Group share excl. exceptionals	135	183	193	247	164
Earnings per share	€ 3.37	€ 2.60	€ 2.64	€ 3.18	€ 2.14
EPS excl. exceptionals	€ 1.95	€ 2.66	€ 2.74	€ 3.33	€ 2.18
ROTE (excluding exceptional items)	11.3%	14.4%	14.6%	17.2%	19.4%



Performance by business – 6 months

(in €m)	Global Advisory	Wealth & Asset Management	Merchant Banking	Other businesses and corporate centre	IFRS reconciliation ¹	6m to June 2018
Revenue	636	261	105	15	(10)	1,007
Operating expenses	(529)	(217)	(34)	(30)	63	(747)
Impairments	-	-	-	-	1	1
Operating income	107	44	71	(15)	54	261
Exceptional charges / (profits)	-	5	-	-	-	5
Operating income excluding exceptional charges / profit	107	49	71	(15)	54	266
Operating margin %	17%	19%	68%			26%

(in €m)	Global Advisory	Wealth & Asset Management	Merchant Banking	husinesses and	IFRS reconciliation ¹	6m to June 2017
Revenue	554	254	67	17	4	896
Operating expenses	(457)	(226)	(31)	(32)	77	(669)
Impairments	-	-	-	-	(10)	(10)
Operating income	97	28	36	(15)	71	217
Exceptional charges / (profits)	-	12	-	-	-	12
Operating income excluding exceptional charges / profit	97	40	36	(15)	71	229
Operating margin %	18%	16%	54%			26%

Performance by business – 12 months



(in €m)	Global Advisory	Private Wealth & Asset Management	Merchant Banking	Other businesses and corporate centre	IFRS reconciliation	2017 (12m to Dec)
Revenue	1,183	514	185	36	(8)	1,910
Operating expenses	(998)	(459)	(65)	(67)	148	(1,441)
Impairments	-	-	-	-	(13)	(13)
Operating income	185	55	120	(31)	127	456
Exceptional charges / (profits)		27				27
Operating income excluding exceptional charges / profit	185	82	120	(31)	127	483
Operating margin %	16%	16%	65%			25%

(in €m)	Global Advisory	Private Wealth & Asset Management	Merchant Banking	Other businesses and corporate centre	IFRS reconciliation	2016 (12m to Dec)
Revenue	1,171	368	133	34	7	1,713
Operating expenses	(982)	(367)	(51)	(74)	161	(1,313)
Impairments	-	-	-	-	(14)	(14)
Operating income	189	1	82	(40)	154	386
Exceptional charges / (profits)		6				6
Operating income excluding exceptional charges / profit	189	7	82	(40)	154	392
Operating margin %	16%	2%	62%			23%

This analysis is prepared from non IFRS data used internally for assessing business performance then adjusted to conform to the Group's statutory financial accounting policies. IFRS reconciliation mainly reflects the treatment of profit share paid to French partners as non-controlling interests; accounting for deferred bonuses over the period that they are earned; the application of IAS 19 (R) for defined benefit pension schemes; a central impairment provision in Net income / (expenses) from other assets and reallocation of impairments and certain operating expenses

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

Group Compensation ratio



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

(in €m)	6m to June 2018	2017 (12 months to Dec)	2016 (12 months to Dec)
Revenue	1,007	1,910	1,713
Total staff costs ¹	(626)	(1,211)	(1,119)
Compensation ratio	62.2%	63.4%	65.3%
variation due to FX	0.2%	0.3%	-
variation due to RGA US investment costs ²	(1.4)%	(1.3)%	(1.3)%
Adjusted Compensation ratio including deferred bonus accounting	61.1%	62.4%	64.0%
variation due to deferred bonus accounting	0.8%	(0.3)%	1.0%
Adjusted Compensation ratio excluding deferred bonus accounting	61.9%	62.1%	65.0%
Headcount	3,570	3,502	2,946

¹ Total staff costs include profit share paid to French Partners and effects of accounting for deferred bonuses over the period in which they are earned, as opposed to "awarded" basis but exclude redundancy costs, revaluation of share-based employee liabilities and acquisition costs treated as employee compensation under IFRS

² RGA US investment costs are defined as compensation earned in respect of the first 12 month period of employment plus any make-wholes payable in the reporting period

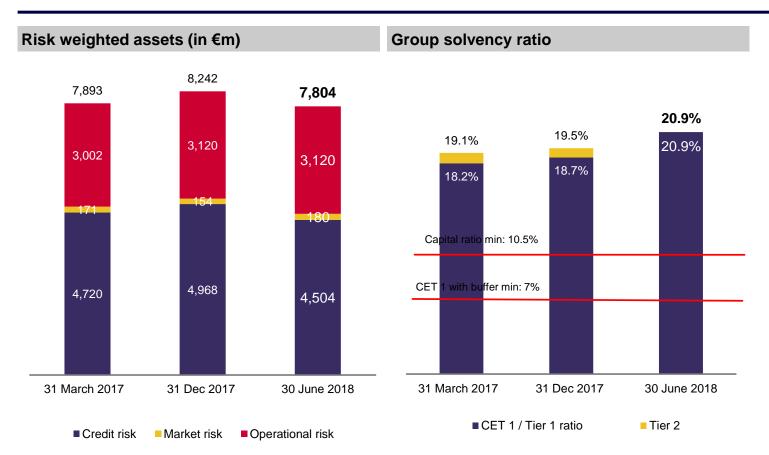


Summary balance sheet

(in €bn)	30/06/2018	31/12/2017
Cash and amounts due from central banks	4.9	3.9
Loans and advances to banks	1.9	1.7
Loans and advances to customers	3.0	3.0
of which Private client lending	2.5	2.4
Debt and equity securities	2.1	2.1
Other assets	1.4	1.4
Total assets	13.3	12.1
Due to customers	9.3	7.8
Other liabilities	1.6	1.9
Shareholders' equity - Group share	2.0	1.9
Non-controlling interests	0.4	0.5
Total capital and liabilities	13.3	12.1

Solvency ratios under full application of Basel 3 rules



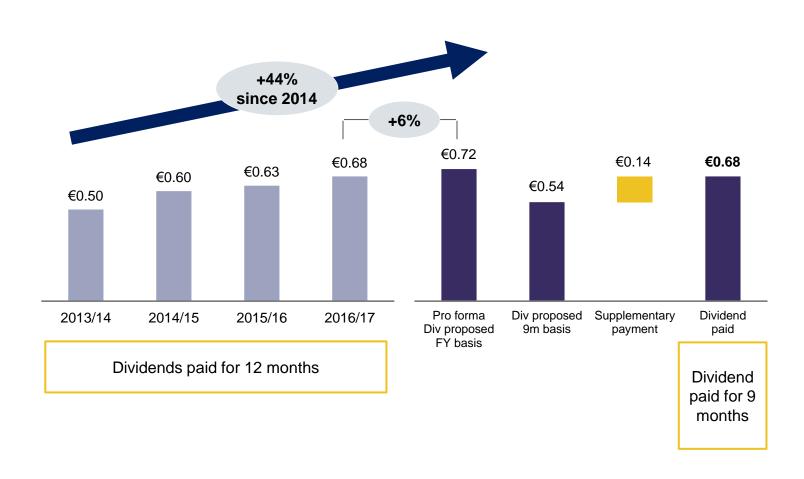


- From January 2018, Tier 2 capital is no longer recognised (€64m in December 2017 ratio)
- On a pro forma basis, taking into account the EdeR transaction, the CET 1 would be 19.5% as at 30 June 2018
- Ratios are comfortably above minimum requirements imposed by Basel 3
- Management considers Merchant Banking requires additional capital beyond Basel 3

Dividends



Progressive dividend policy over time



Financial targets



			Target	H1 2018	H1 2017	2017	2016
Group	Compensation ratio ¹		Low to mid 60's through the cycle	61.1%	60.8%	62.4%	64.0%
targets	-		10 to 15% through the cycle	19.4%	14.8%	17.2%	14.4%
Businesses targets Wealth & Asset Management: Profit before tax ma	Global Advisory: Profit before tax margin ³	>	Mid to high-teens through the cycle	18%	20%	18%	18%
		•	Around 20% by 2020	19%	16%	16%	2%
	Merchant Banking: 3 years average RORAC		Above 15% through the cycle	28%	24%	26%	25%

Notes

- 1 As adjusted including deferred bonus accounting- see slide 26
- 2 ROTE based on Net income Group share excl. exceptionals items. Would be 19.0% if exceptionals included (H1 2017: 13.6%)
- 3 RGA PBT margin pre-US investments. Would be 16.8% if US investments included (H1 2017: 17.5%)

Why invest in Rothschild & Co?



Value driven investment leveraged for growth

1

2

3

4

5

Three established businesses with strong synergies

Globally recognised brand known for outstanding client advice and execution

Strong financial position with high operating leverage

Family controlled group focused on long-term growth

Sustainable shareholder return

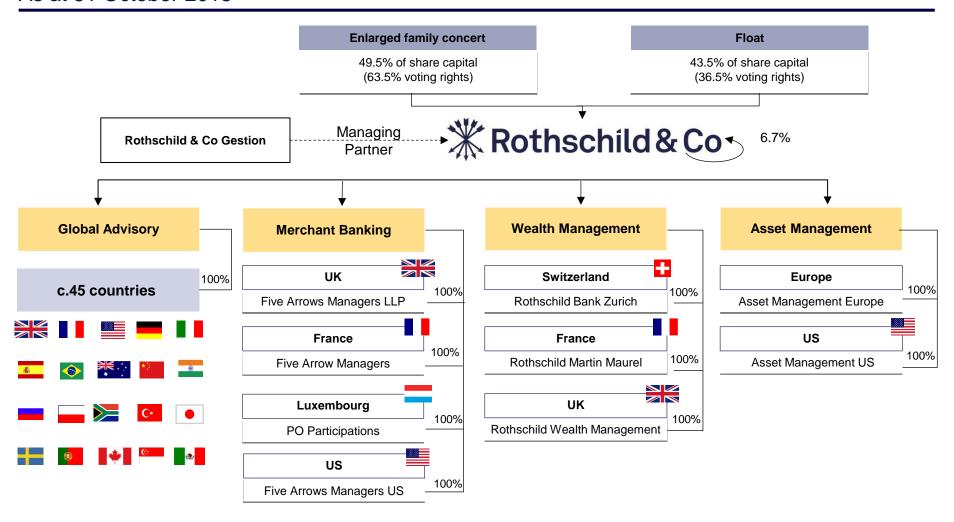
Appendix



Rothschild & Co at a glance

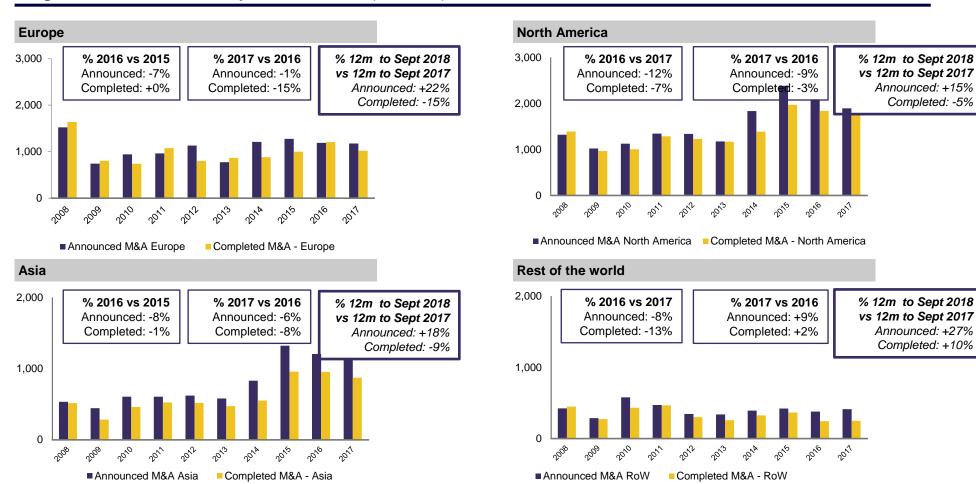


As at 31 October 2018





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

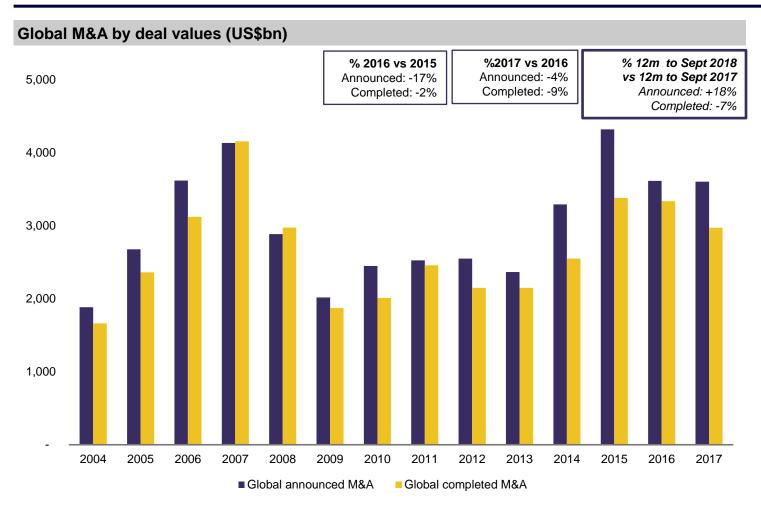


Source Thomson Reuters

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

M&A market by deal values





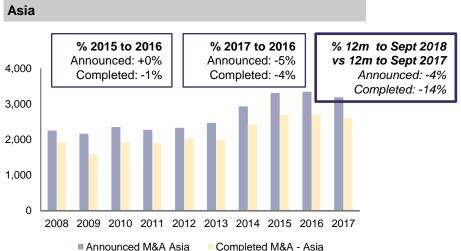
	2016	2017 9	m 2018
Announced	962	837	902
Completed	1,103	726	586
o/w US			
Announced	762	587	463
Completed	720	534	387

Source Thomson Reuters

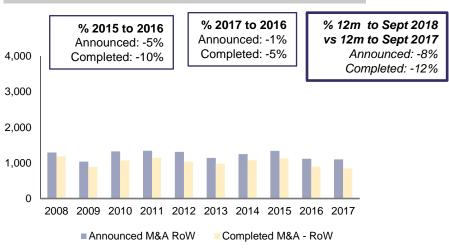


Regional M&A market by deal number





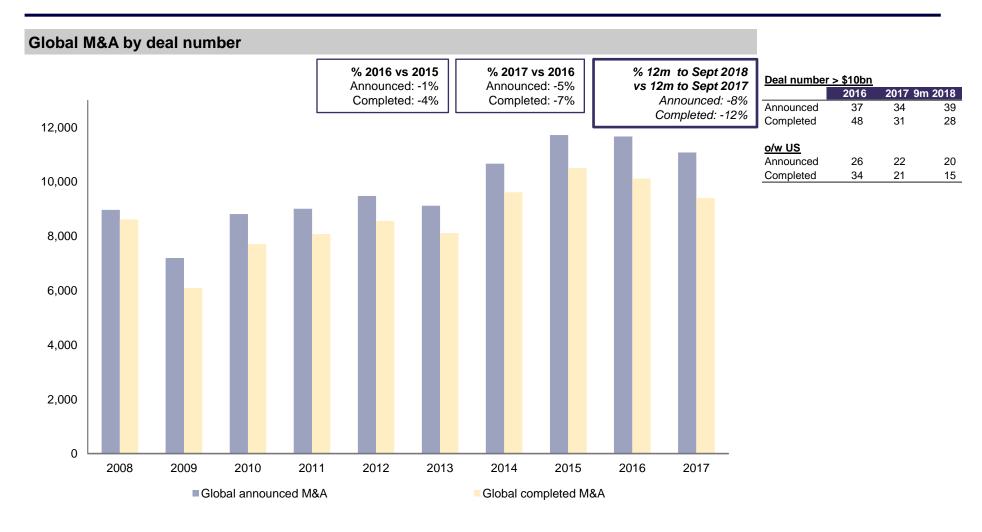




Source Thomson Reuters

M&A market by deal number



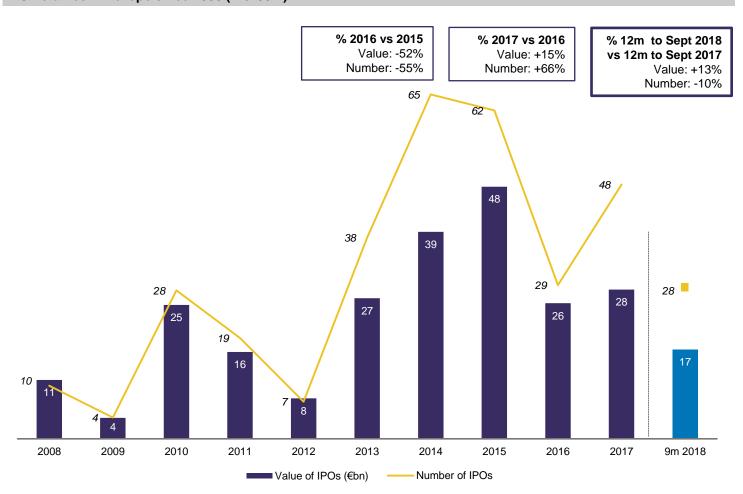


Source Thomson Reuters

European IPO market



IPO volumes in Europe since 2008 (> €200m)



Global Advisory



M&A and Strategic Advisory – example of transactions

Company	Deal	Country	Sector	Value
BAYER ER	All-cash offer for Monsanto		Chemicals	US\$66bn
Westfield	Combination with Unibail-Rodamco	*	Real Estate	€61bn
© essilor	Combination with Luxottica	4	Consumer	€47bn
vodafone	Merger of Vodafone India with Idea Cellular	®	TMT	US\$23bn
(intel)	Acquisition of Mobileye	☆	ТМТ	US\$15.3bn
uni per	Unsolicited takeover offer by Fortum		Energy and Power	€11.8bn
* MAERSK	Sale of Maersk Oil to Total		Energy and Power	€7.45bn
Campbells	Acquisition of Snyder's-Lance		Consumer	US\$6.2bn

Global Advisory



Financing advisory – example of transactions

Company	Deal	Country	Sector	Value
PremierOil	Restructuring of debt facilities		Energy and Power	US\$3.8bn
An Roinn Airgeadais Department of Finance	Adviser on privatisation IPO of Allied Irish Banks		FIG	€3.4bn
EMAAR	Adviser on IPO of Emaar Development		Real Estate	US\$1.3bn
	Adviser on sell-down of 13.28% stake in Woodside Petroleum	→	Energy and Power	€3bn
CAESARS ENTERTAINMENT.	Adviser to First Lien Tern Loan Lenders on restructuring		Leisure	US\$18.5bn
蚂蚁 全服 ANT FINANCIAL	Debt advice to Ant Financial on its US\$3.5bn debt raising	*)	ТМТ	US\$3.5bn
	Adviser to the Hellenic Republic (PDMA) on its return to markets with a €3bn bond and €1.5bn liability management exercise		Government/ Public sector	US\$3.5bn
MECHEL	US\$5bn debt restructuring of Mechel		Mining	US\$5bn

Selected sample of transactions in Merchant banking



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

Sample of recent transactions



Technology-enabled insurance distribution platform and service provider Netherlands



Digital platform for the real estate intermediation market France



Legal, tax & accounting information provider

Denmark



IT infrastructure & data management software

Global

Private Equity

MENIX GROUP

Manufacturer and distributor of orthopaedic and dental implants

France



Leading automotive finance software vendor

ΙK



Italian manufacturer of frozen bakery products

Italy



Leading parking operator in Europe

Netherlands

OPUS 2

Litigation and legal transcript management software UK



Disruptive pharmacy franchise concept

France



Advertising company

China



Telecoms tower operator

Africa

Private Debt



Nuclear measurement tools

Global



Specialized education and care

UK



Global corporate and trust services provider

Netherlands



Dutch cable operator

Netherlands



specialist residential healthcare

UK



Automotive insurance and protection services

France



Leading anti-virus software provider

Netherlands



European discount retailer

Netherlands



Debt collection services company

UK



Multi-regional chain for routine laboratory

France



Distributor of medical devices and supplies

Netherlands



Global Music based content company

USA

Rothschild & Co volume by trading platforms



