

Equity story

March 2020



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Investment case

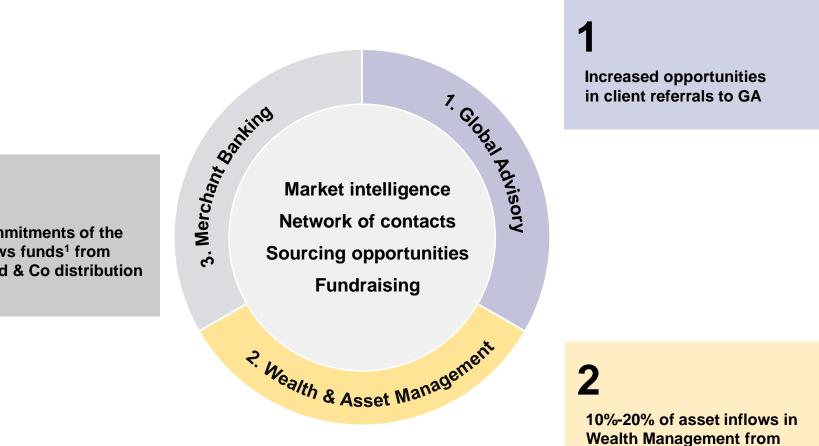
High level of synergies across our businesses



other businesses



1/3 of commitments of the Five Arrows funds¹ from **Rothschild & Co distribution** network



One Group organised around three pillars



	Global Advisory	Wealth & Asset Management	Merchant Banking
Geography	Global	European	European / US
Offerings	 M&A and strategic advisory Debt financing and debt restructuring advisory Equity advisory Investor advisory 	Wealth ManagementAsset Management	 Private equity Private debt
# Front office	 c.1,160 bankers in 53 offices over 40 countries 	• c.275 relationship managers and investment managers	• c.90 professionals
Size	 #7 globally by revenue c.€1.16bn of revenue 	● c.€76bn of AuM	● c.€14bn of AuM
		—	

With 3,500 financial services employees in 40 countries across the world, we provide independent advice on M&A, strategy and financing, as well as investment and wealth management solutions to large institutions, families, individuals and governments

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Our strategy

Facing Page 5

Grow scale

Create value Deliver strong

returns

- Focus on our three core businesses
- Global Advisory, Wealth & Asset Management and Merchant Banking
- Grow our businesses organically and through targeted acquisitions
- Development of activity in existing and adjacent businesses, with a strong focus on cultural, strategic and financial fit
- Improve synergies between three core businesses
- Focus on long term performance and value creation
- Strong capital position
- Tight cost controls
- Focus on delivering consistent returns over time

Key drivers for building long-term value creation

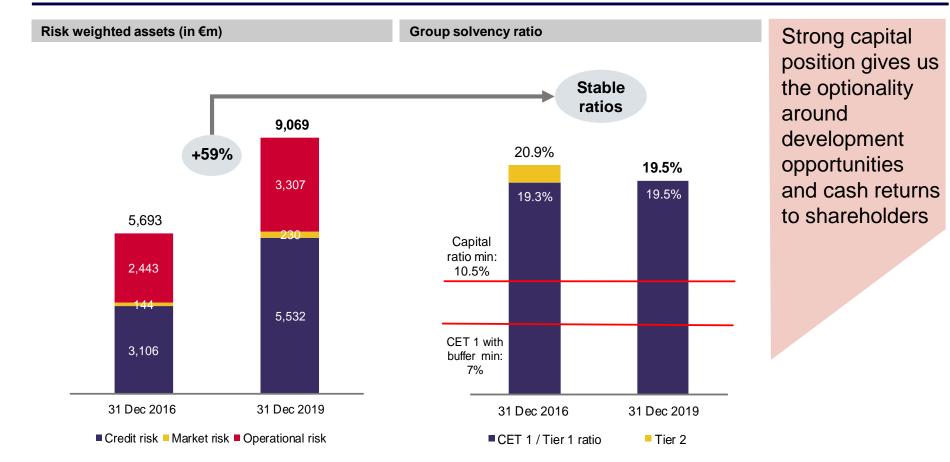




Strong capital position ...

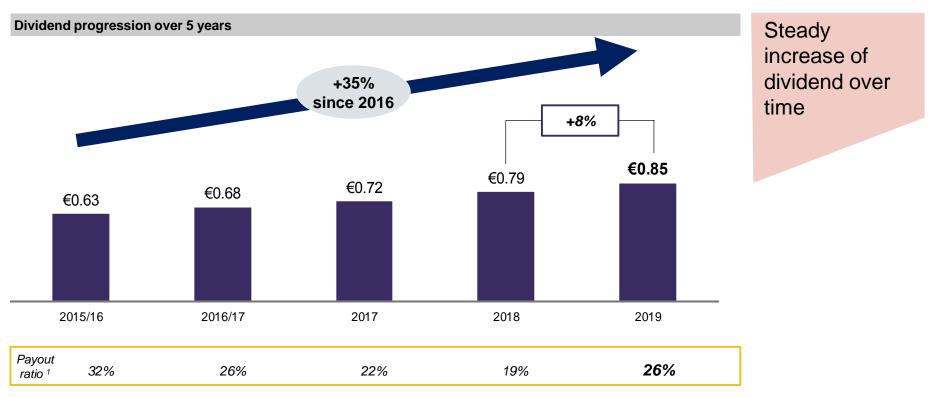


Fully loaded solvency ratios around 20%



... coupled with a progressive dividend policy





In addition in 2018, share buy back as part of Edmond de Rothschild deal of €132m

¹ Payout ratio is calculated excluding exceptional items

Our financial targets



		Target	2019	2018	2017	2016
Group targets	Compensation ratio ¹	Low to mid 60's through the cycle	61.8%	60.8%	62.4%	64.0%
	Return on tangible equity ²	10 to 15% through the cycle	12.6%	18.0%	17.2%	14.4%
Businesses targets	Global Advisory: Profit before tax margin ³	Mid to high-teens through the cycle	16%	20%	18%	18%
	Wealth & Asset Management: Profit before tax margin ⁴	Around 20% by 2022	15%	18%	17%	2%
	Merchant Banking: 3 years average RORAC	Above 15% through the cycle	28%	28%	26%	25%

1 Calculation detailed slide 47

2 Excluding exceptional items

3 Pre-US investments

4 Excluding the Trust business sold in February 2019



Encouraging a culture of responsible business





Ethics

- Safeguarding confidentiality
- Effective compliance systems and technology
- Stringent anticorruption and anti-bribery standards
- Impactful governance and oversight

People

- Talent development opportunities, feedback and assignments
- Flexible working approach
- Equal opportunities for all via development, an effective reward strategy and transparency in promotions

Investment solutions

- ESG integration to create long-term value
- Engagement policy for a constructive dialogue with companies on ESG issues
- Investment solutions that contribute to Sustainable Development Goals achievement

Environment

- Responsibly managing greenhouse gas emissions and proactively reducing our negative impact
- Championing responsible consumption and resource use

Community investment

- Financial support to charities, social enterprises and individuals
- Professional expertise for social purpose organisations, helping to drive change for young people
- Volunteering to help young people to succeed in life











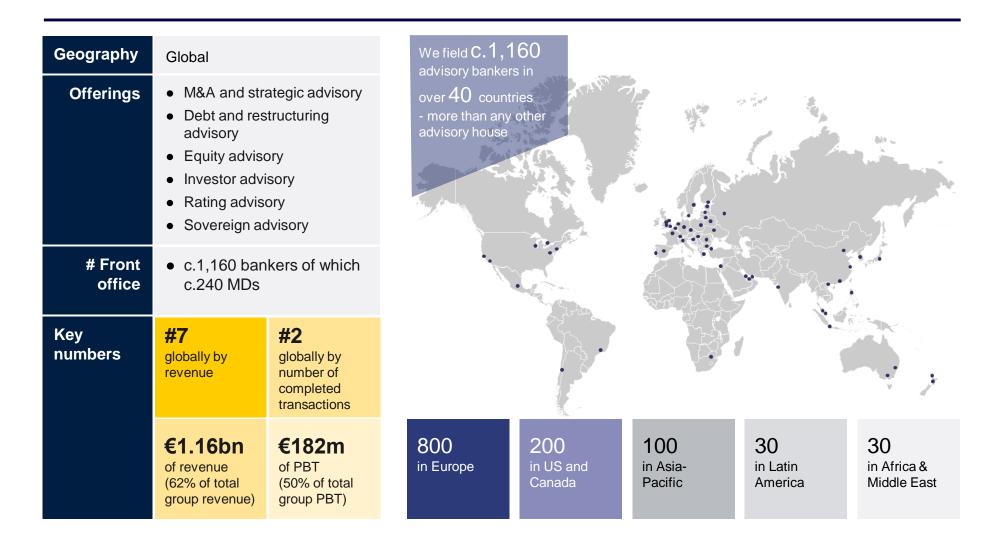
Business lines



1	Global Advisory
2	Wealth and Asset Management
3	Merchant Banking

Introduction to Global Advisory





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

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We provide our clients with deep knowledge of the dynamics of every sector, and unrivalled insight on capital markets. This is gained through the shared perspectives of our specialists and senior advisers across global markets.



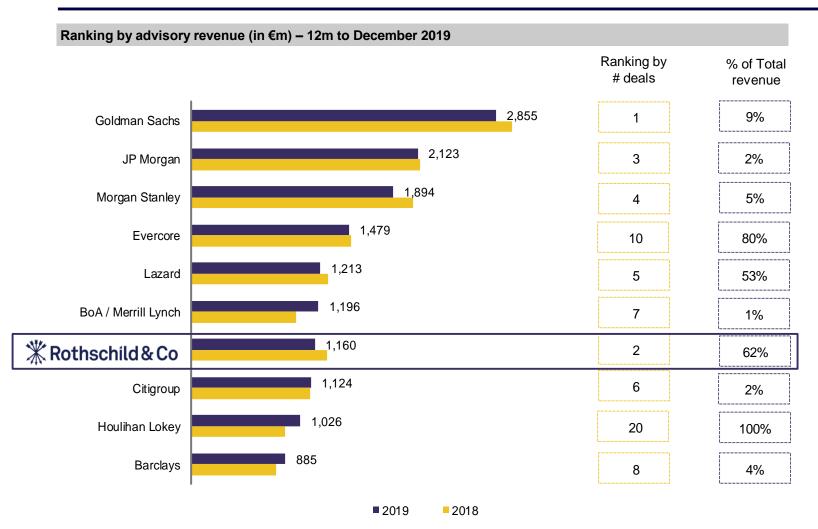
Our differentiators

*

Global scale	 Network of bankers in 54 offices over 40 countries, pooling a wealth of local knowledge and sector expertise Advise on more transactions across both M&A and Financing than anybody in our core markets, ranking #2 by number of deals This provides us with a unique insight that helps us advise all clients 	We combine an advisory only platform with the scale and geographic
Sector and market knowledge	 Our network of sector specialists provides our clients with a global picture of industry dynamics and the current strategies of their participants The scale and reach of our financing and investor advisory offering give us deeper insight into capital markets than any other adviser 	reach of a global investment bank
Advice only	 Our advice is independent and unbiased, based on a long-term view to deliver each client's interests 	



Leading position: 7th position by revenue and 2nd by number of deals

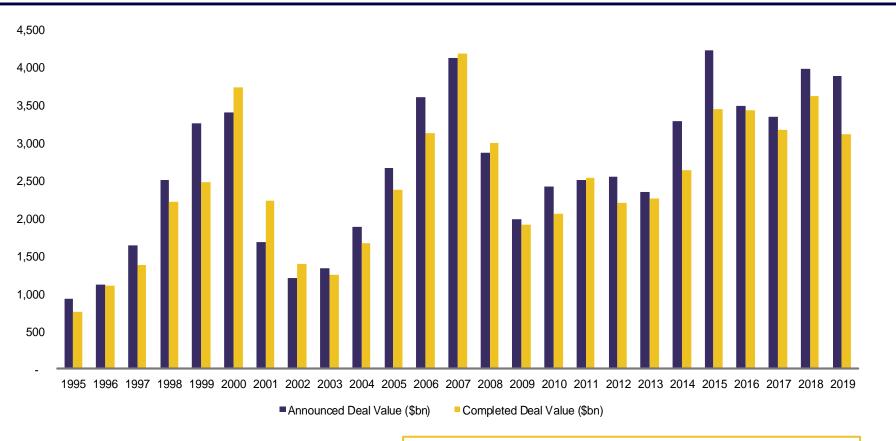


Source: Company's filings, Thomson Reuters, global ranking by # of deals based on completed transactions



Global M&A market by deal values

The rise and fall of M&A



		16 vs 15	17 vs 16	18 vs 17	19 vs 18
L	% var Announced	(17)%	(4)%	19%	(3)%
L	% var Completed	(0)%	(8)%	15%	(14)%

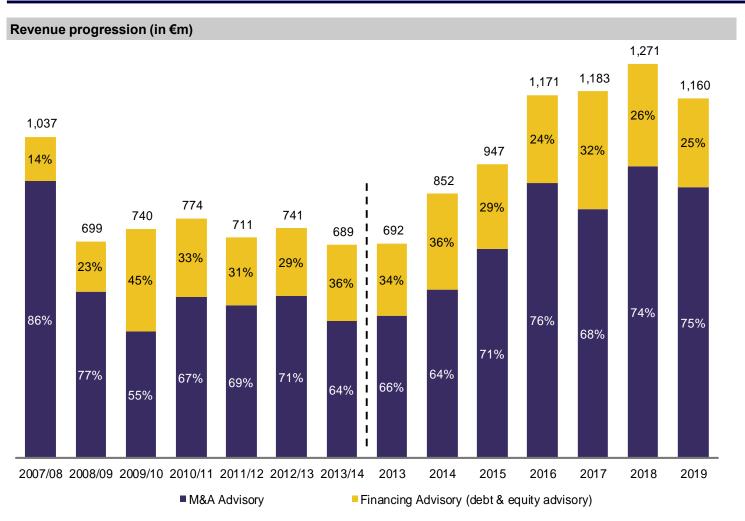
Source: Refinitiv

Note: 2019 announced value includes 3 US domestic deals >\$80bn with a cumulative value of \$267bn (Bristol-Myers Sqibb / Celgene, United Technologies / Raytheon and AbbVie / Allergan (vs none in 2018)

Resilient model over the cycle



Complementary mix of M&A and Financing Advisory



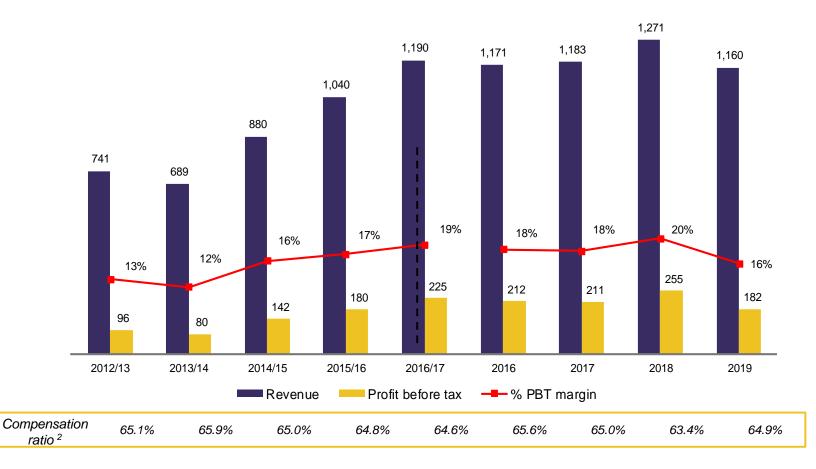
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Steady growth in profit



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, €22m for 2018 and €16m for 2019. Our US investment costs are expected to be around 2% of revenue subject to the right opportunities

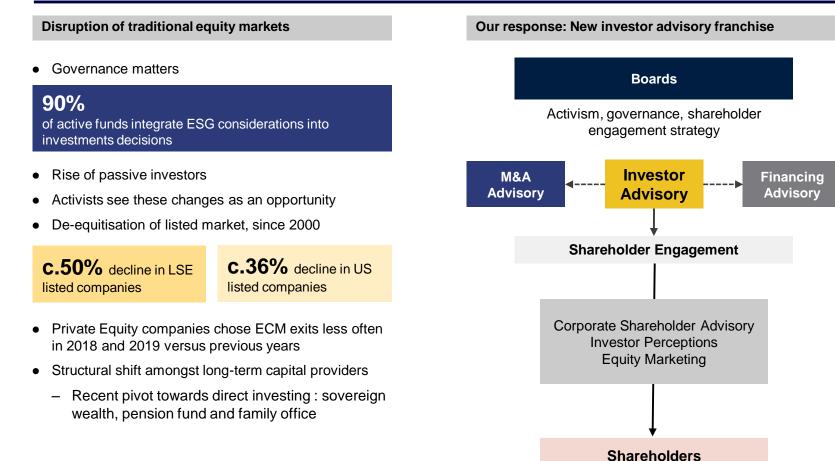
2 On an awarded basis and pre US investment costs

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Our response to market changes

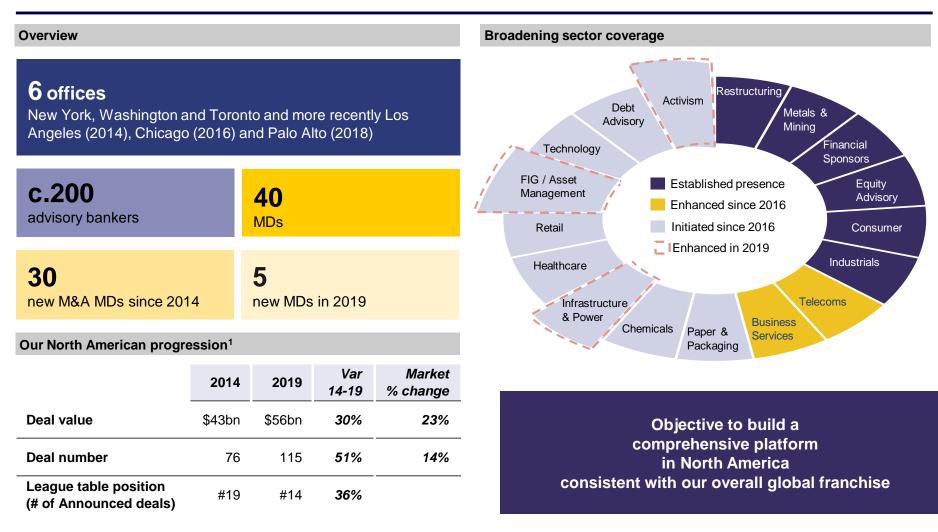


Fully integrated investor engagement business



Our North America development





Source: Refinitiv, any US or Canadian involvement on announced transactions



Strategy of Global Advisory



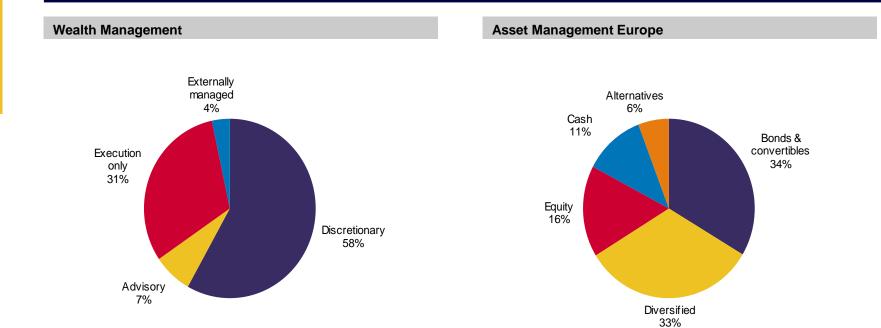
1	Enhance our leading position in Europe	Maintain leading global position
2	Grow market share in North America	Resilient business model while
3	Deliver considered growth in Rest of World	adapting to market evolution
4	Develop ancillary business areas, including Investor facing activities	
5	Enhance cross-selling synergies between the businesses	



1	Global Advisory
2	Wealth and Asset Management
3	Merchant Banking

Our offering





- Focus more on high net worth individuals (>€1m in France and >€5m in other geographies)
- Transforming the business mix to increase AuM under discretionary management
- 4 brands:
 - Conviction: actively managed funds
 - Valor: diversified solutions without any benchmark
 - Thematic: identifying durable themes (ie. real estate, ageing population, gold mines funds)
 - 4change: coupling responsibility and performance

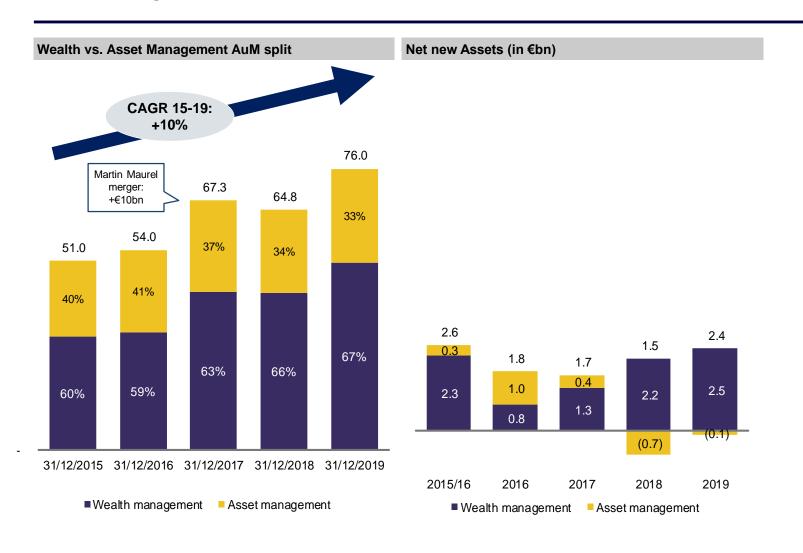
Introduction to Wealth and Asset Management

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	1	1

Geography	• European	Wealth Management	€51bn	Asset Management	€30bn ¹
Main locations	 France, UK, Switzerland, Belgium, Italy, Monaco and Germany 	 France €19bn Switzerland €12bn 	c.225 # Client Advisors	 Europe €20bn ¹ USA €10bn 	c.50 # Portfolio Managers
Offerings	Wealth ManagementAsset Management	 • UK €11bn • Belgium €4bn • Germany €3bn 			Managoro
# clients	• c.20,000	 Monaco €1bn Italy €1bn 			
# Front office	 c.275 clients advisors and portfolio managers 				
Key numbers	c.€76bn of AuM as at 31 December 2019				
	€497m of revenue (27% of total group revenue)	€73m of PBT (20% of total group PBT)		€2.4bn of NNA in 2019	

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

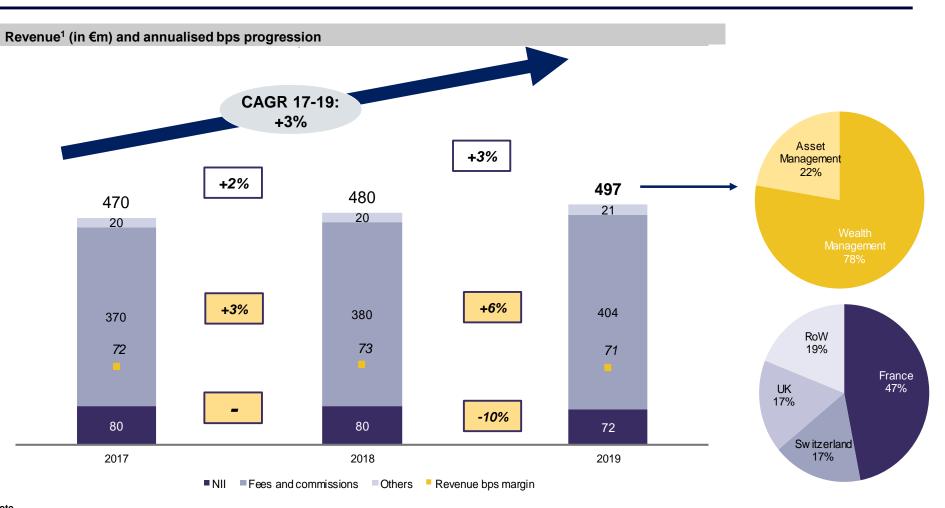
Strong growth in AuM over time and track record of attracting new business



Steady growth of revenue...



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Note

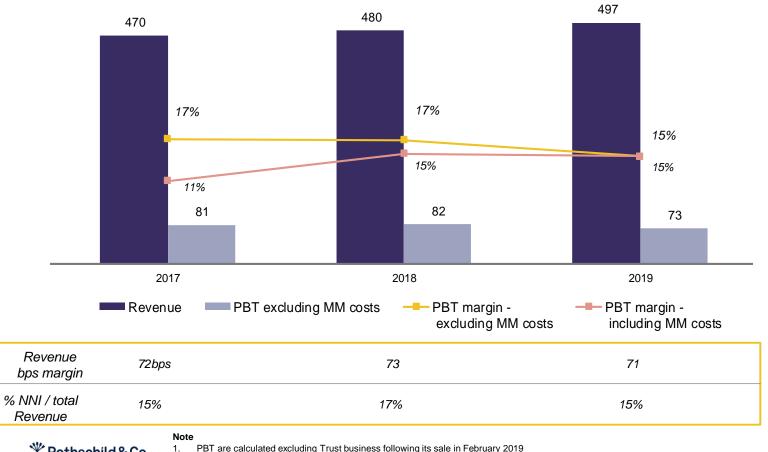
2 France includes France, Belgium and Monaco

¹ Revenues are calculated excluding Trust business following its sale in February 2019

... while maintaining a healthy PBT thanks to cost control



Profit Before Tax (in €m) and PBT margin



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Martin Maurel integration costs were €27m in 2017, €9m in 2018 and nil on 2019

Strategy of Wealth & Asset Management

1	Growth in core markets	Build a strong European Wealth
2	Cost control and improving profitability: around 80% CIR by 2022 in a low interest rate environment	management platform
3	Refocus Asset Management on France	
4	Strive to maximise synergies across the division and between the division and group	



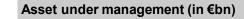


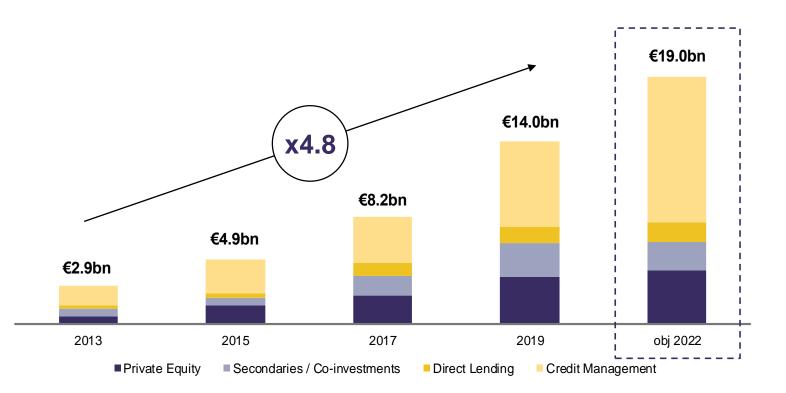
1	Global Advisory
2	Wealth and Asset Management
3	Merchant Banking

Strong AuM growth



Merchant Banking continues to scale across all our strategies



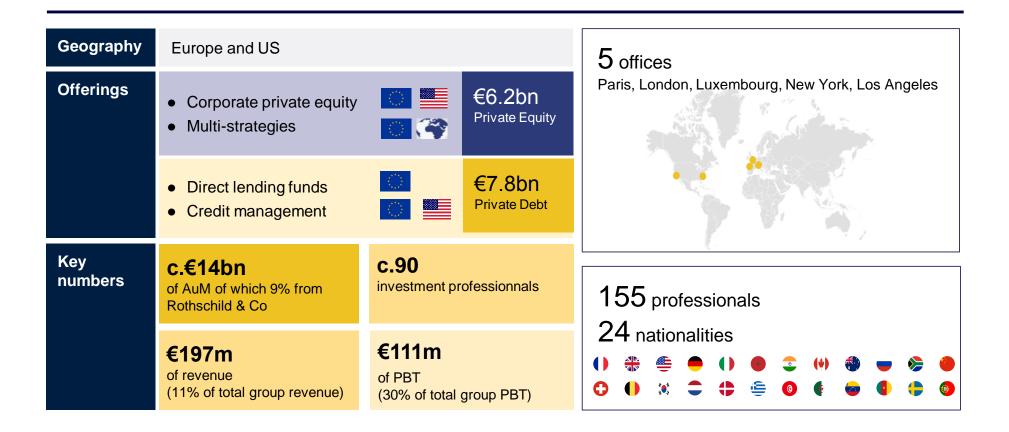


Note

For illustrative purposes only. The above information is based on a variety of assumptions including that fundraising efforts will reach multi-year targets. Actual results may differ.

Introduction to Merchant Banking





Private Equity offering

Mid-market focus through directs, secondaries, co-investments and multi-managers



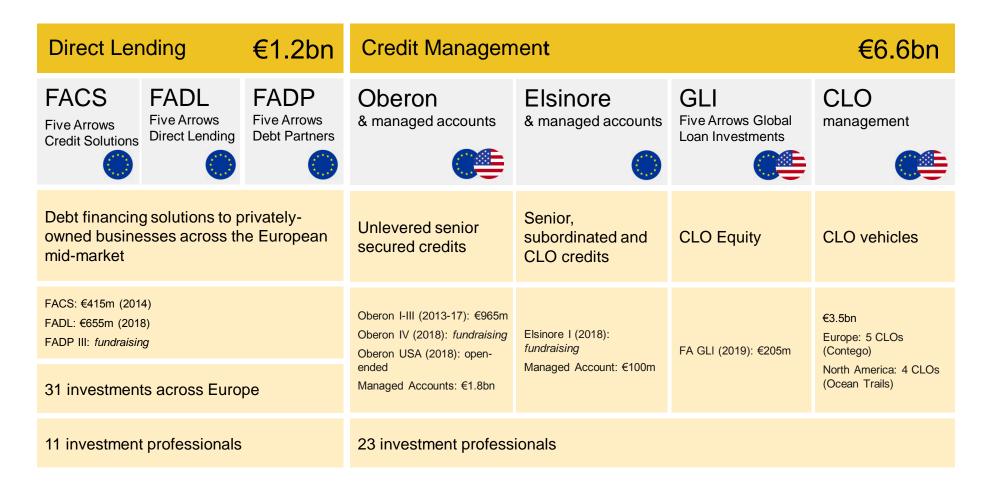




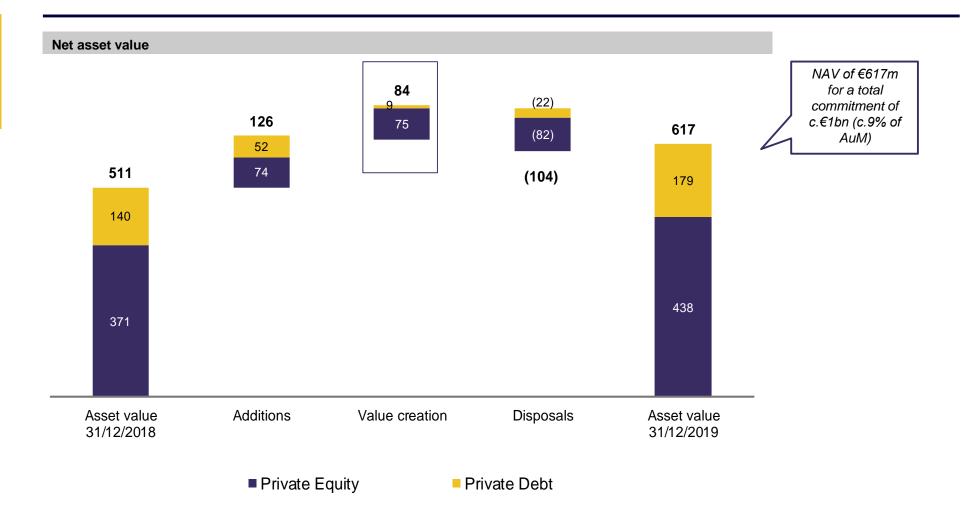
Private Debt offering



Credit solutions across the capital structure for mid-cap and large companies



Strong value creation in portfolio for shareholders



A disciplined investment philosophy



We base our asset selection on stringent criteria centred on risk-adjusted returns

Our key investing principles

- Attractive and durable returns on invested capital
- High and sustainable barriers to entry
- Strong free cash flow conversion and yield
- Superior long-term organic growth
- Multiple value creation levers and active portfolio engagement

Key product & company themes

- "Installed base" of customers (recurring sales)
- "Asset-lite" businesses with disproportionate profit scaling
- Secular growth prospects driven by sustainable tail winds
- Dominant domestic franchises and/or export champions

46% on core sectors focus in 2015¹ Views on managing risks

- Input price volatility can be a killer
- Understand business performance through several cycles
- Operating leverage and financial leverage is a dangerous combination
- Awareness of the impact of regulatory change

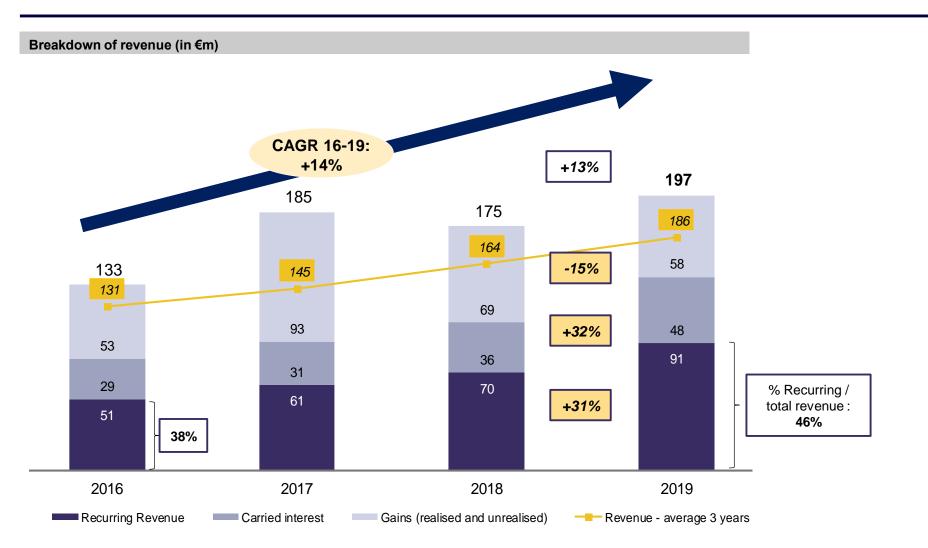
58% on core sectors focus in 2019

Our core sector focus Healthcare Data & Software Technology-Enabled **Business Services**

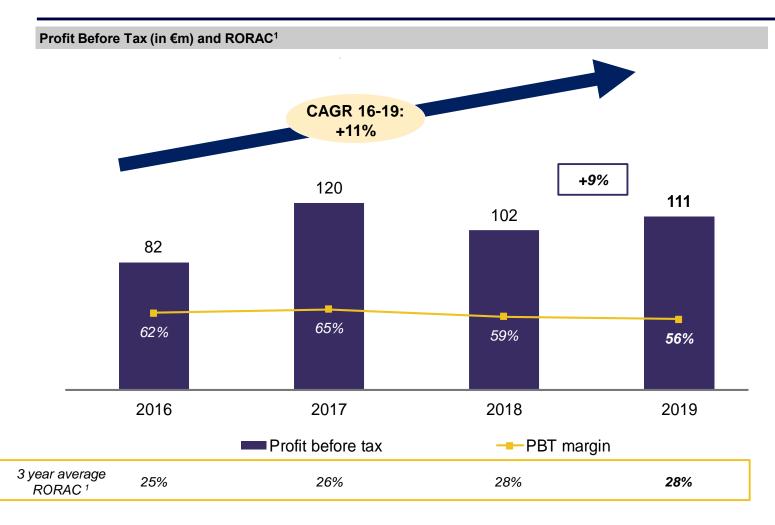
1 Calculation based on NAV, excluding carried interest shares



Strong revenue growth with increasing contribution of recurring revenue



Good return on capital tied to successful business growth, investment performance and delivery of strategic priorities



Note

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

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Strategy of Merchant Banking



1	 Grow Assets under Management as a multi-asset manager Accelerate the roll out of core multiple products in Europe and the US Raise new funds targeted at specific opportunities, where we believe we have a distinct investment advantage 	A niche player in private assets in Europe and US with a growing contribution
2	 Pursue attractive risk reward propositions Focus on 3 core sectors "asset light" (healthcare, business services and data services) with high visibility on future revenues and earnings Strong organic growth coupled with multiple opportunities for value creation Sustainable returns on invested capital with strong free cash flow generation 	to group profits and return on capital
3	 Continue to grow profitability for the group A mix of management fees, carry and capital gains Increasing share of recurring revenue from management fees and lowering "invested assets-to-AuM" ratio 	

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Comments on P&L

*

Improving operating margin	 Revenue growth Cost control Targeted headcount optimisation 				
Compensation costs	 Target of an adjusted compensation ratio: in low 	v to mid 60%'s	through the cy	vcle	
Exceptionals		2016	2017	2018	2019
impact on	Martin Maurel integration costs	4	18	7	-
Net Income – Group share	Others (pensions credit, swap settlement cost, special tax credit, provision, legacy assets)	-	(7)	10	(10)
	Total exceptionals (gains) / costs	4	11	17	(10)
Non-controlling interests	Comprise the profit share distributed to French part	ners and interes	t on perpetual d	ebt	

Summary P&L



Strong momentum over recent financial years

2016	2017	2018	2019
1,713	1,910	1,976	1,872
(1,013)	(1,087)	(1,098)	(1,065)
(268)	(320)	(309)	(289)
(32)	(34)	(30)	(66)
(14)	(13)	(4)	(6)
386	456	535	446
7	21	(4)	19
393	477	531	465
331	412	454	397
179	236	286	243
€2.60	€ 3.18	€ 3.88	€ 3.38
183	247	303	233
€ 2.66	€ 3.33	€ 4.10	€ 3.24
14.4%	17.2%	18.0%	12.6%
	 1,713 (1,013) (268) (32) (14) 386 7 393 331 179 € 2.60 	1,7131,910 $(1,013)$ $(1,087)$ (268) (320) (32) (34) (14) (13) 386456721393477331412179236€ 2.60€ 3.18183247€ 2.66€ 3.33	1,7131,9101,976 $(1,013)$ $(1,087)$ $(1,098)$ (268) (320) (309) (32) (34) (30) (14) (13) (4) 386456535721 (4) 393477531331412454179236286€ 2.60€ 3.18€ 3.88€ 2.66€ 3.33€ 4.10

Compensation ratio target: low to mid 60%'s through the cycle



<i>(in €m)</i>	2016	2017	2018	2019
Revenue Total staff costs ¹	1,713 (1,119)	1,910 (1,211)	1,976 (1,225)	1,872 (1,176)
Compensation ratio	65.3%	63.4%	62.0%	62.8%
Adjusted accounting Compensation ratio (INCLUDING deferred bonus accounting) ²	64.0%	62.4%	60.8%	61.8%
Adjusted awarded Compensation ratio (EXCLUDING deferred bonus accounting)	65.0%	62.1%	62.3%	61.6%
Headcount	2,946	3,502	3,633	3,559

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 Ratio adjusted with FX effects, UK Guaranteed minimum pension provision and GA US investments costs

Performance by business – 12 months



(in €m)	Global Advisory	Wealth & Asset Management	Merchant Banking	Corporate centre	IFRS reconciliation ¹	2019
Revenue	1,160	497	197	24	(6)	1,872
Operating expenses & impairments	(994)	(424)	(86)	(53)	131	(1,426)
Operating income	166	73	111	(29)	125	446
Operating income excl. exceptional charges / profit	166	73	111	(29)	126	447
Operating margin %	14%	15%	56%	-	-	24%

(in €m)	Global Advisory	Wealth & Asset Management	Merchant Banking	Corporate centre	IFRS reconciliation ¹	2018
Revenue	1,271	480	175	58	(8)	1,976
Operating expenses & impairments	(1,038)	(404)	(73)	(92)	166	(1,441)
Operating income	233	76	102	(34)	158	535
Operating income excl. exceptional charges / profit	233	85	102	(34)	165	551
Operating margin %	18%	18%	58%	-	-	28%

1 The reconciliation to IFRS 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 for defined benefit pension schemes; adding back non-operating gains and losses booked in "net income/(expense) from other assets"; removing realised gains on sales of investment securities where the unrealised gain was in the available-for-sale reserve at 31 December 2017 before the introduction on IFRS 9; and reallocating impairments and certain operating income and expenses for presentational purposes.

2 Wealth & Asset Management numbers are calculated excluding Trust business following its sale in February 2019

Non-controlling interests



P&L			Balance sheet		
(in €m)	2019	2018	(in €m)	31/12/2019	31/12/2018
Interest on perpetual subordinated debt	17.3	17.7	Perpetual subordinated debt	303	291
Preferred shares ¹	136.2	146.3	Preferred shares ¹	138	159
Other Non-controlling interests	0.3	3.5	Other Non-controlling interests	5	6
TOTAL	153.8	167.5	TOTAL	446	456

Note

1 Mainly relates to the profit share distributed to French partners

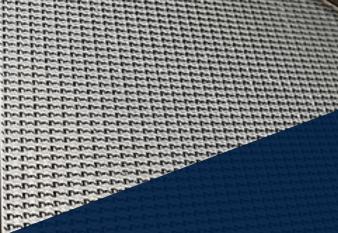
Summary balance sheet



(in €bn)	31/12/2018	31/12/2019
Cash and amounts due from central banks	4.7	4.4
Loans and advances to banks	2.0	2.0
Loans and advances to customers	2.9	3.3
of which Private client lending	2.5	2.8
Debt and equity securities	2.1	2.8
Other assets	1.5	1.7
Total assets	13.2	14.2
Due to customers	8.7	9.5
Other liabilities	2.0	2.1
Shareholders' equity - Group share	2.0	2.2
Non-controlling interests	0.5	0.4
Total capital and liabilities	13.2	14.2
Key ratios		
Loan to Deposit ratio	33%	35%
Private client lending / Deposit	29%	29%
Liquid assets / gross assets	60%	57%
Equity per share	€28.7	€31.2
Tangible Equity per share	€24.5	€27.1

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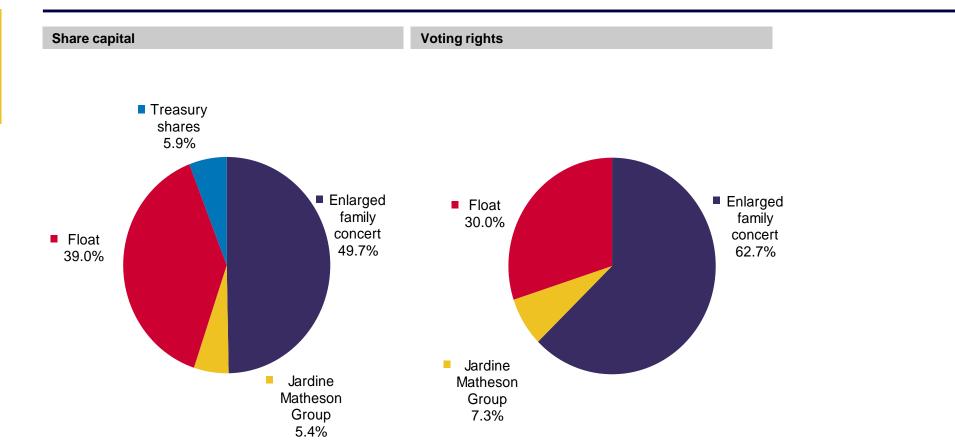




Shareholding structure and governance

2

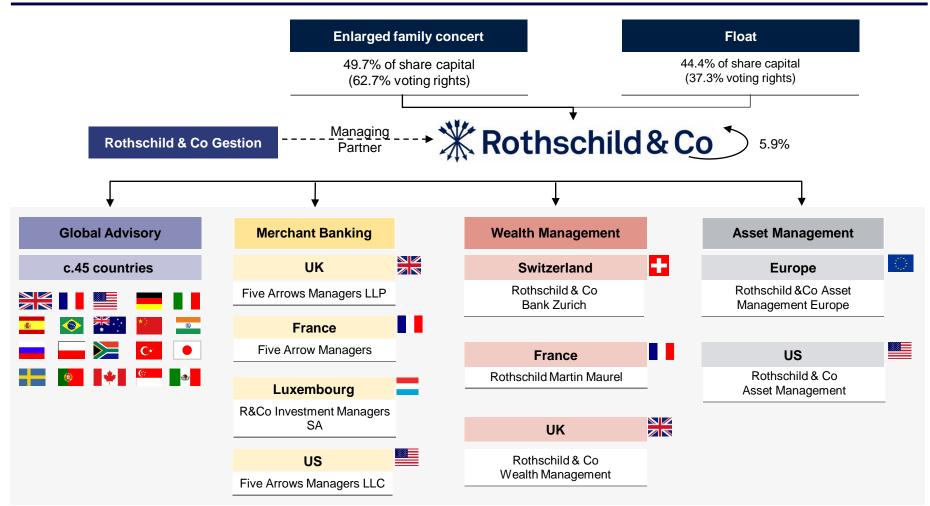
Shareholding structure as at 31 December 2019



Rothschild & Co at a glance



As at 31 December 2019



Strong corporate governance



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

Group Executive Committee (GEC) with 12 members (Business heads and significant Support function heads)

Accomplished management team

2 Board and board's committees

- A Supervisory board composed of:
 - 14 recognised professionals, including 7 independent members
 - 8 different nationalities

4 specialised committees:

- Audit Committee
- Risk Committee
- Remuneration & Nomination Committee
- Corporate responsibility Committee

3 Aligned shareholders and senior management

- Equity Scheme introduced in October 2013 for 57 global partners from 10 countries
- Extended to 10 new global partners in December 2015
- Extended to 21 new global partners in December 2017
- Extended to 6 new global partners in December 2019 and new subscription from 49 existing global partners

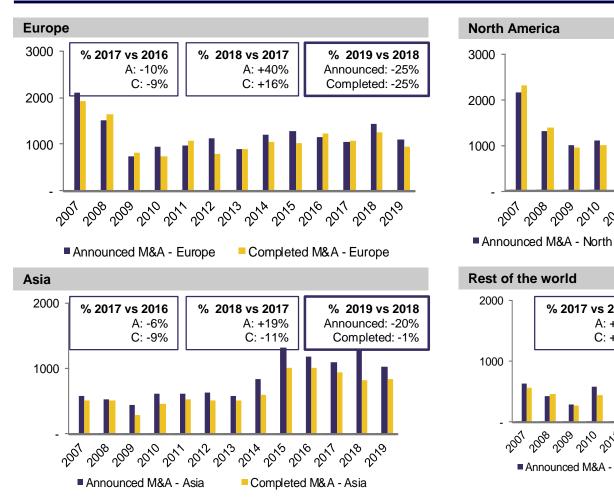
Governance complying with best practice

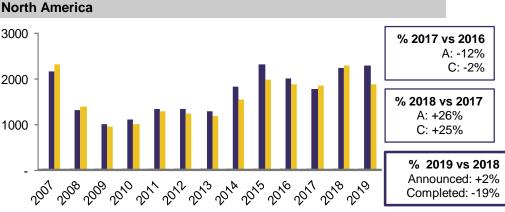
Alignment of interests

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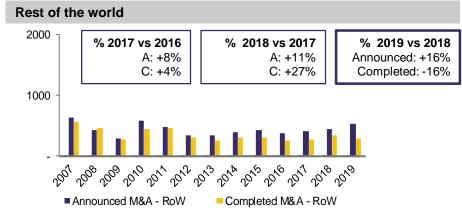
Appendices

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





Announced M&A - North America Completed M&A - North America

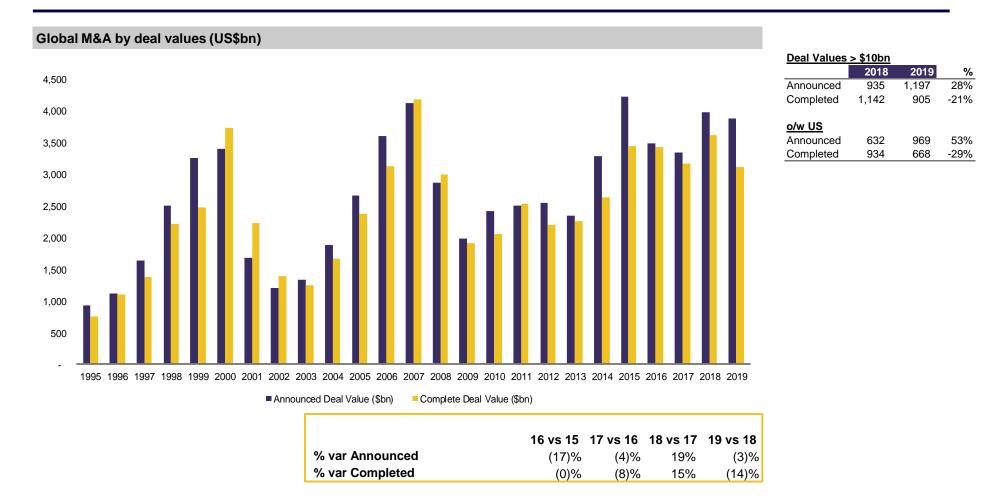


Source Thomson Reuters

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



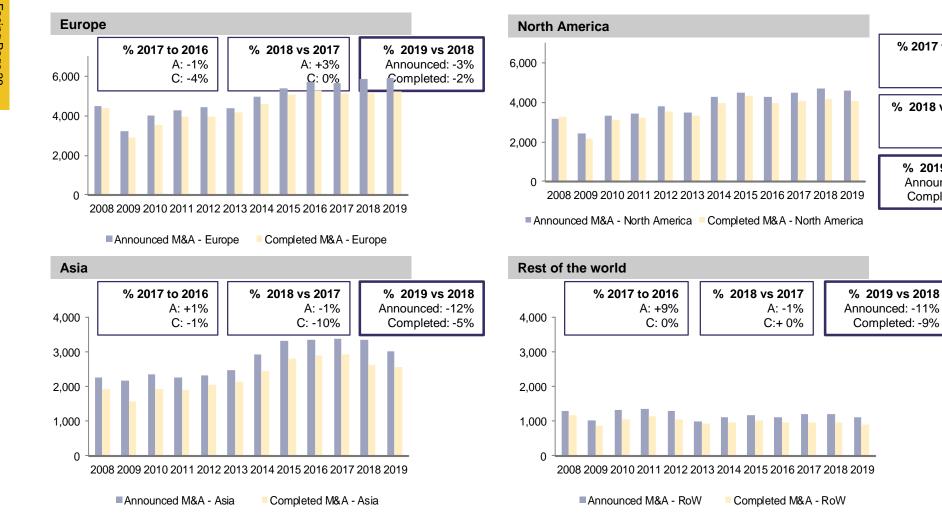


Source: Refinitiv

Note: 2019 announced value includes 3 US domestic deals >\$80bn with a cumulative value of \$267bn (Bristol-Myers Sqibb / Celgene, United Technologies / Raytheon and AbbVie / Allergan (vs none in 2018)

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Regional M&A market by deal number



% 2017 to 2016

% 2018 vs 2017

A: +5%

C: +1%

A: +6% C: +3%

% 2019 vs 2018

Announced: -6%

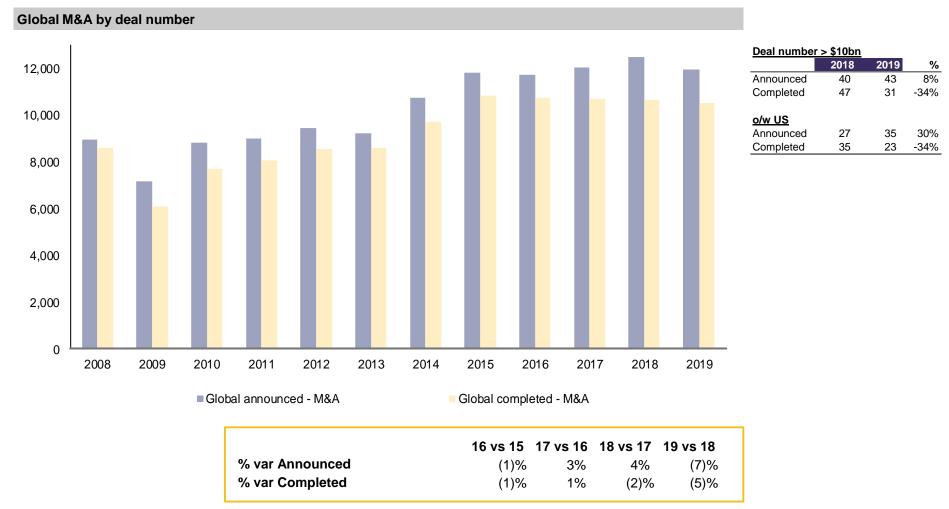
Completed: -5%



Source Thomson Reuters

M&A market by deal number





Source Thomson Reuters



M&A and Strategic Advisory – example of transactions

Company		Deal	Country	Sector	Value
X MAERSK	Maersk	 US3.5bn demerger and listing of Maersk Drilling on NASDAQ Copenhagen 		Energy and Power	US\$3.5bn
Jardines	Jardines	 £4.3bn recommended cash offer for Jardine Lloyd Thompson by Marsh & Mclennan 	8 🕀 🍧	FIG	£4.3bn
Jika	Skia	 €2.2bn acquisition of Parex from CVC by Sika 	00	Industrials	€2.2bn
Åntelliq	Antelliq	€3.25bn sale of Antelliq to Merck		Consumer	€3.25bn
novenergia	Novenergia	 €1.1bn sale of Novenergia to Total Eren 	0	Energy and Power	€1.1bn
Brambles	Brambles	US\$2.51bn sale of IFCO to Triton and Luxinva		Business Services	US\$2.51bn
DiA	Dia	• €2.1bn public tender offer by L1 and concurrent refinancing and recapitalization plan		Retail	€2.1bn
Teck	Teck	 US\$1.2bn sale of 30% of the Quebrada Blanca Project 		Mining	US\$1.2bn

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Long-term clients

Associated British Foods plc	GROUPE			ASAHI
16 deals20 years	 36 deals 22 years	 18 deals 20 years	 Multiple assignments over 100+ years 	 8 deals 11 years
Laird	a kpn	SIEMENS	De Beers	BM&FBOVESPA
19 deals14 years	 7 deals 20 years	9 deals26 years	 Multiple assignments over 100+ years 	 8 deals 13 years
Buy Improve Sell	VOLKSWAGEN	💩 Santander	Orsted	Vodefone
19 deals14 years	16 deals10 years	 8 deals 12 years	13 deals21 years	 8 deals 19 years
ALSTOM	MEGGITT		RioTinto	
15 deals16 years	 18 deals 28 years	16 deals24 years	14 deals22 years	16 deals25 years

Global Advisory

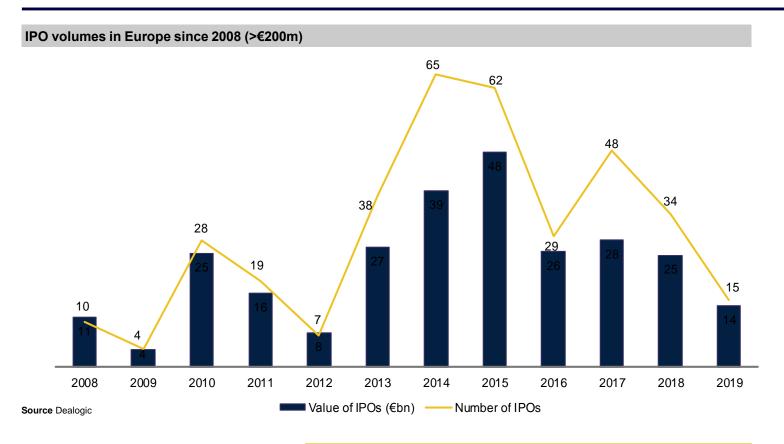
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Financing advisory – example of transactions

Company		Deal	Country	Sector	Value
IKKSGROUP	IKKS Group	€370m debt restructuring		Consumer Products	€370m
Finerge	Finerge	 Debt advice on €798m refinancing of onshore wind portfolio 		Transport and Infrastructure	€798m
Group	EG Group	 Debt advice on €1.6bn cross border debut high yield bond refinancing 		Consumer Products	€1.6bn
	Traton Group	€1.6bn IPO of TRATON SE on Frankfurt Stock Exchange		Automotive	€1.6bn
MINISTRY OF FINANCE OF UKRAINE	Ministry of Finance Ukraine	 Debt advice on €1.0bn EUR-denominated Eurobond issuance 	-	Industrial Materials	€1.0bn
THE WATCHES OF SWITZERLAND GROUP	The Watches of Switzerland Group	 £242m IPO of Watches of Switzerland on London Stock Exchange 		Consumer Products	£242m
🔊 eutelsat	Eutelsat	 Debt advice on its €600m 8-year senior unsecured bond refinancing 		ТМТ	€600m
#FERGUSON [®]	Ferguson	 Debt advice on US\$1.5bn of US Private Placement notes 		Industrial Materials	US\$1.5bn

European IPO market





	16 vs 15	17 vs 16	18 vs 17	19 vs 18
% Value	(46)%	10%	(12)%	(45)%
% Number	(53)%	66%	(29)%	(56)%

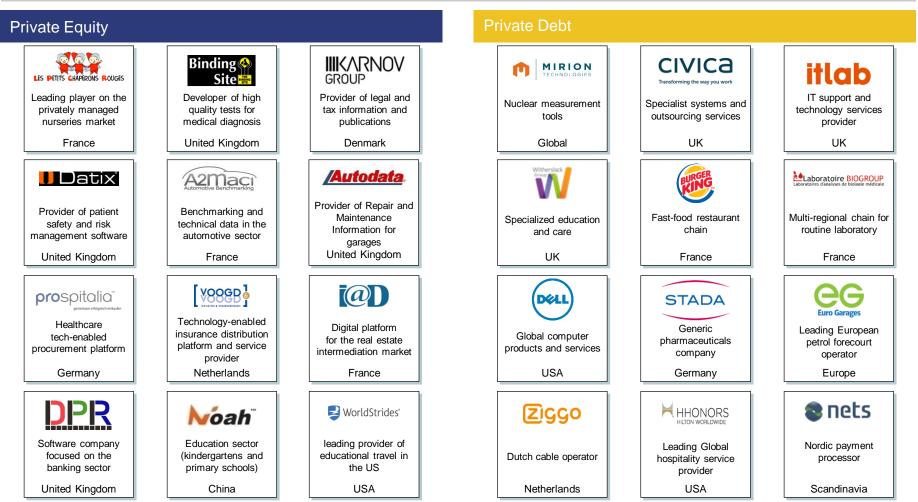
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Selected sample of transactions in Merchant Banking



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

Sample of recent transactions



Rothschild & Co volume by trading platforms



As at 28 February 2020

