



SUPERVISORY BOARD TERMS OF REFERENCE

Updated on 24 May 2023



Rothschild & Co (the “**Company**”) is a limited partnership whose shares are admitted to trading on Euronext Paris. The “**Group**” designates the Company and its consolidated subsidiaries.

The missions, obligations and responsibilities of the members of the Company's Supervisory Board are set out in the provisions of the French Commercial Code (*Code de commerce*) applicable to limited partnerships (Articles L.226-1 *et seq.* of the French Commercial Code), the laws and regulations applicable to listed companies and to financial holding companies, and the Company's Articles of Association.

These Terms of Reference were adopted by the Company's Supervisory Board at the time of the Company's transformation into a limited partnership by decision of the Extraordinary General Meeting of Shareholders held on 8 June 2012. They were last amended on 24 May 2023.

The Company voluntarily refers to the Corporate Governance Code for Listed Corporations published by the Afep (*Association française des entreprises privées*) and the Medef (*Mouvement des entreprises de France*), as last revised in December 2022 (the “**AFEP-MEDEF Code**”).

1. Members

The Supervisory Board shall consist of 6 to 18 members.

The composition of the Supervisory Board must ensure a balanced representation of men and women on a permanent basis, in accordance with applicable legal requirements.

At least one third of Supervisory Board members must be independent. A selection process for independent Supervisory Board members is attached in Annex 1.

The independence criteria that the Supervisory Board must examine in order to qualify a member as independent and to prevent the risk of conflicts of interest between the members and management, the Company or the Group that apply are those referred to in Article 9.5 of the AFEP-MEDEF Code.

The Supervisory Board may consider that, notwithstanding the fulfilment of the independence criteria, a Supervisory Board member should not be qualified as independent in view of his/her specific situation or for any other reason. By contrast, the Supervisory Board may consider that a member who does not strictly fulfil all the independence criteria is nevertheless independent.

Each year, the Supervisory Board shall review the situation of each member with regard to the diversity policy including in term of independence and shall inform shareholders of its findings in its report on corporate governance.

The Supervisory Board shall allocate attendance fees to its members in consideration of their duties, under the conditions required by the regulations, according to an allocation schedule that takes account in particular of members' attendance at meetings and the work they perform for the Supervisory Board and its Committees, within the limit of the annual total amount set for that purpose by shareholders at the General Meeting.

The Supervisory Board may assign special tasks or offices to one or more of its members for one or more specified purposes.

The Supervisory Board appointed an honorary chairman who will be the point of contact for the Supervisory Board members in case of sensitive or unusual issues.

2. Members' obligations

Before accepting a seat on the Supervisory Board, candidates must be aware of the general and special obligations incumbent on them. In particular, they must familiarise themselves with the laws and regulations governing the duties of Supervisory Board members.

Rothschild & Co provides new members with the Company's Articles of Association and these Terms of Reference before they take office. By accepting a seat on the Supervisory Board, members agree to abide by these Terms of Reference.



Each Supervisory Board member must be a shareholder of the Company for the duration of his/her term of office. These shares must be held in registered form.

When taking part in Supervisory Board meetings and casting a vote, Supervisory Board members are representing all of the Company's shareholders and acting in the Company's corporate interest.

Supervisory Board members must allocate the required time to preparing for Supervisory Board meetings and meetings of any Committees on which they sit (as the case may be) by carefully reading the documentation provided to them.

They may ask the Chairman for any further information they require.

Supervisory Board members shall attend all Supervisory Board meetings and meetings of any Committees of which they are members (as the case may be), as well as General Meetings, unless subject to an impediment and provided that they notify the Chairman and/or the Secretary accordingly beforehand.

Confidentiality

Without prejudice to applicable laws, the Supervisory Board members are held to a general obligation of secret, confidentiality and discretion in the interest of the Company.

Documentation for Supervisory Board meetings, information collected before, during or after Supervisory Board meetings, debates and decision of the Supervisory Board as well as the opinions or votes expressed during the Supervisory Board are confidential. This also applies to each Committee. Supervisory Board members, and all other persons invited to attend Supervisory Board or Committees, meetings may under no circumstances pass on such information to a third person for any purpose or activity other than those for which the information was provided to them. They must take appropriate measures to protect the confidentiality of such information. Such information shall cease to be confidential when published externally by the Company, particularly in the form of a press release.

Conflicts of interest and overboarding

As Rothschild & Co is controlled by a group of shareholders acting in concert, the Supervisory Board pays particular attention to preventing potential conflicts of interest and taking into account each person's interests.

Supervisory Board members are not permitted to use their position and/or duties to procure any kind of benefit, whether financial or otherwise, either for themselves or for a third party.

Supervisory Board members are required to disclose any situation of conflict of interest, even potential, between the Company's interest and the direct or indirect personal interest or the interest of the shareholder or group of shareholders they represent.

As such, each Supervisory Board member must:

- inform the Supervisory Board as soon as they become aware of it; and
- draw any conclusions regarding the exercise of their position on the Supervisory Board. Thus, as the case may be, he/she will have to:
 - abstain from participating in the vote on the corresponding deliberation, or even to the discussion preceding this vote;
 - not attend the Supervisory Board meeting during which he/she is in a conflict of interest situation; or
 - if appropriate, resign from his/her position on the Supervisory Board.

The direct or indirect involvement of any Supervisory Board member in an operation or a transaction in which the Group has a direct interest, or of which he/she is aware as a result of his/her membership of the Supervisory Board, must be disclosed to the Supervisory Board prior to the conclusion of such operation or transaction.



Supervisory Board members undertake not to assume personal responsibilities in undertakings or affairs that compete directly or indirectly with those of the Group without notifying the Supervisory Board in advance.

In addition, each Supervisory Board member undertakes to ensure, before accepting any new directorship, that his or her situation complies with applicable laws and regulations and the recommendations of the AFEP-MEDEF Code regarding plurality of directorships.

Finally, in accordance with regulation applicable to the Company as financial holding company, each Supervisory Board Member may not hold (i) more than one executive directorship and two non-executive directorships or (ii) more than four non-executive directorships, including his/her directorship as Supervisory Board member, it being specified that in order to assess the number of directorships a Supervisory Board Member holds, he/she should take into account the computation rules set out by applicable law and regulation as well as the recommendations given by French and European banking authorities. The Supervisory Board member should contact the Secretary should he/she face any issues on this matter.

Each Supervisory Board member should keep the Chairman and the Company informed of directorships held in other companies, including his or her participation on committees of these companies, both in France and abroad.

Transactions involving financial instruments of the Company

Each member of the Supervisory Board must respect applicable regulation in relation market abuse and inside information. Each member is responsible for checking, either with the Company or his/her advisors whether or not he/she is in possession of inside information. In this respect, each member of the Supervisory Board may be registered on a section of the Company's insider list relating to insider information to which he or she has had access and which may be made available to the *Autorité des Marchés Financiers (AMF)* at the latter's request.

Supervisory Board members, and all other persons who are invited to attend Supervisory Board meetings, must not engage (either in person or via an intermediary) in transactions involving financial instruments of the Company and/or any other issuer for as long as they possess (as a result of their duties or presence at a Supervisory Board meeting) information which, if it were made public, would be likely to have a significant effect on the price of the said financial instruments or on the price of related financial instruments. This duty applies without the Company being required to stipulate that the relevant information is confidential information or inside information.

Similarly, Supervisory Board members must refrain from disclosing such information to any other person outside the ordinary scope of their functions or for any purpose other than those for which the information was provided to them. Lastly, members must refrain from advising any other person to purchase or sell the financial instruments to which such information relates.

To this end, the following measures must be taken:

- a. Shares in the Company held by a Supervisory Board member personally or by a member's cohabiting spouse, minor child (not of full age) or any other intermediary must be registered, either in a registered account managed by the holder of the Company's register or in the books of a French custodian account keeper whose details shall be provided to the Secretary;
- b. Report on transactions performed on the Company's securities by each Supervisory Board member to the AMF and to the Company in accordance with applicable legal and regulatory provisions;
- c. Supervisory Board members are not permitted to engage in any short or deferred transaction involving derivatives or financial instruments relating to securities issued by the Company (financial futures, warrants, exchangeable bonds, etc.);
- d. Transactions on Rothschild & Co shares, including hedge transactions, by Supervisory Board members or any other person who attended the Supervisory Board meeting at which the results were reviewed are not allowed (i) during the 30 calendar day-period prior to release of the annual results and the half-year results and on the relevant publication date and (ii) during the 15 calendar day-period prior to the release of quarterly financial information and on the publication date.



3. Tasks and responsibilities of the Supervisory Board

The Supervisory Board carries out the ongoing supervision of the Company's management by the Managing Partner, including in particular the Company's financial and accounting reporting system and its internal control mechanisms applicable to risk, compliance and internal audits, and shall otherwise comply with legal and regulatory requirements applicable to it, notably as a result of its status as a listed company and as a financial holding company.

In particular:

- the Supervisory Board shall conduct the investigations and verifications it considers appropriate at any time of the year, and may ask to be provided with the documents it considers useful to perform its work;
- every three months (or more frequently if requested by the Supervisory Board), the Managing Partner shall present a report to the Supervisory Board on the status and conduct of corporate affairs, such report to be drawn up as directed by the Supervisory Board;
- the Managing Partner shall present the annual and consolidated financial statements and the half-year financial statements to the Supervisory Board for verification and control purposes;
- the Managing Partner shall submit its annual operating objectives to the Supervisory Board and, at least once a year, its long-term strategic projects;
- in accordance with article L.226-9, al 2 of the French Commercial Code, the Supervisory Board shall present a report to shareholders at their Annual General Meeting in which it shall report any discrepancies and/or inaccuracies in the annual and consolidated financial statements and set out its comments on the management report;
- the Supervisory Board shall draw up, pursuant to articles L.226-10-1 and L.22-10-78 of the French Commercial Code, a report on corporate governance, which shall include the information required pursuant to articles L.225-37-4 and L.22-10-9 to L.22-10-11 of the French Commercial Code;
- the Supervisory Board shall draw up, pursuant to article L.22-10-76 of the French Commercial Code, the compensation policy applicable to its members and shall issue an advisory opinion on the compensation policy applicable to the Managing Partner and the Executive Chairman of the Managing Partner;
- the Supervisory Board shall allocate among its members the total amount of remuneration allocated in consideration of their duties, within the maximum global annual amount approved by the Annual General Meeting;
- it shall decide each year on the Company's policy in terms of professional equality and equal pay;
- it is informed about (i) market developments, the competitive environment and the most important challenge facing the Company, including in the area of social and environmental responsibility and (ii) the Company's financial situation, cash position and commitments;
- the agreements referred to in Article L.226-10 of the French Commercial Code shall be submitted to the Supervisory Board for prior authorisation;
- the Supervisory Board shall review the Company's Articles of Association at regular intervals;
- it shall maintain a watch over the quality of information issued by the Group to shareholders and the financial markets, through the financial statements prepared by the Managing Partner and the annual report drawn up by the Managing Partner, or at the time of major transactions;
- it shall set and review a diversity policy applicable to its members.

In addition to the powers granted to it by law, in accordance with Article 10.2.3 of the Company's Articles of Association, the Supervisory Board shall issue an opinion:

- by way of an advisory opinion given to the Managing Partner in respect of:
 - the strategic policies, annual budget and three-year business plan of the Group;
 - any investment in any organisation or company, any acquisition, sale or exchange of shares, property, debts or assets of the Company or an entity controlled by the Company, outside the ordinary course of business, of an amount exceeding €50 million being specified that, for any transaction that involves only companies controlled by the Company, the Managing Partner will be free to decide whether or not to seek the Supervisory Board's advisory opinion on that transaction; and
 - any strategic initiative or major refocusing of the business of the Group,
- by way of a recommendation to shareholders regarding the Company's dividend policy.



Moreover, the Supervisory Board shall present a report to shareholders and a reasoned opinion on any resolution submitted to shareholders at their General Meeting and on any matter that is the subject of a report by the Company's Statutory Auditors. It shall prepare the report on corporate governance. The Supervisory Board may call a General Meeting.

The Supervisory Board may be assisted by experts of its choice, whose expenses shall be paid by the Company. It has the broadest powers of investigation and may submit written questions to, or seek the opinion of the Managing Partner at any time.

The Supervisory Board may decide to set up committees from among its members and determine their composition and powers, in accordance with the law.

Supervisory Board members receive, if they deem it necessary, additional training on the specific characteristics of the Company, its business lines, its sector of activity and its sustainable development challenges. In accordance with the regulations, Supervisory Board members will receive dedicated AML/CFT training each year.

The Chairman organises and directs the work of the Supervisory Board. In this context, he sets the agenda for the Supervisory Board meetings. He may request any document or information that he deems useful to shed light on the discussions and ensures the quality of the information provided to the members prior to the meetings. In addition, he brings his experience to the Company.

4. Organisation and operation of the Supervisory Board

4.1 Notice of meetings

On a proposal by its Chairman, the Supervisory Board shall prepare a schedule of Supervisory Board meetings each year, for the following year.

The Supervisory Board shall meet as often as required in the interests of the Company and at least four times a year, further to a notice of meeting issued by any means by the Chairman, at least one half of Supervisory Board members, the Company's Managing Partner or a general partner, subject to reasonable notice unless circumstances require a meeting to be called at very short notice.

The person(s) who call(s) a Supervisory Board meeting shall prepare the agenda of the meeting and provide it to Supervisory Board members in a timely manner and by any appropriate means.

The Supervisory Board may appoint a Secretary, who may but need not be a Supervisory Board member. All Supervisory Board members may consult the Secretary and benefit from the latter's services. The Secretary shall be responsible for all procedures relating to the operation of the Supervisory Board and for the organisation of the meetings.

Documents are provided to Supervisory Board members to enable them to express an opinion in full knowledge of the facts on items included on the agenda shall be provided to Supervisory Board members at least 48 hours prior to Supervisory Board meetings, except in an emergency or if there is a requirement to keep such documents strictly confidential.

Members of the Management Board of the Managing Partner shall be informed of Supervisory Board meetings and may attend such meetings in an advisory capacity. Any other person outside the Supervisory Board may be invited to attend whole or part of a Supervisory Board meeting by the Chairman of the Supervisory Board.

4.2 Organisation of meetings

In any case, at any of its meetings, in the event of an emergency and on a proposal by the chairman of the meeting, the Supervisory Board may discuss matters referred to its members that are not included on the agenda.

At each Supervisory Board meeting, the Chairman shall inform Supervisory Board members of the main facts and significant events concerning the Group's operations that have occurred since the date of the previous Supervisory Board meeting.



Supervisory Board meetings may be held at the registered office or at any other location indicated in the notice of meeting, as well as by videoconferencing or teleconferencing facilities that identify members of the Supervisory Board and guarantee their effective involvement through the use of technical resources that continually and simultaneously transmit discussions. Meetings shall be chaired by the Chairman or, in the latter's absence, by the longest-standing Vice-Chairman present or, in the absence of a Vice-Chairman, by the member appointed for that purpose by the Supervisory Board.

Supervisory Board members also have the opportunity to meet with the Company's principal executive managers, including in the absence of the Managing Partner, with prior notice.

4.3 Attendance and majority

Supervisory Board members are entitled to be represented at any meetings by another member, pursuant to specific authorisation set out in a letter, an email or any other method of communication. A member of the Supervisory Board may only represent one other member at any meeting.

Supervisory Board members who take part in a meeting via the methods authorised under section 4.2 above shall be deemed present.

Decisions shall be taken by an ordinary majority of members who are present or represented and authorised to vote. In the event of a tie, the chairman of the meeting shall have a casting vote.

5. Supervisory Board Committees

The Supervisory Board is free to set up specialised committees and to define the composition of those committees as well as their tasks and operating procedures.

Such committees shall comply with laws and regulations applicable to the composition and missions of those committee.

Each committee shall establish Terms of Reference which shall be submitted to the Supervisory Board for approval and shall be reviewed regularly.

The Supervisory Board may merge the committees created.

Only members of the Supervisory Board may sit on these committees and only for their term of office on the Supervisory Board.

The Supervisory Board has decided to create an Audit Committee, a Risk Committee, a Remuneration and Nomination Committee and a Sustainability Committee.

The Supervisory Board is kept informed of the annual work programme of its committees.

6. Self-assessment of the Supervisory Board and its Committees

Once a year, the Supervisory Board discusses its composition, organisation and operation in order to improve its effectiveness.

A formal assessment shall be carried out at least every three years, possibly under the direction of an independent Supervisory Board member, if necessary, with the help of an external consultant.

Each Committee assesses its own operating methods under the same conditions and on the same time scale and reports to the Supervisory Board.

The shareholders are informed annually in the report on corporate governance of the conduct of these assessments.



Annex 1

Selection process for independent Supervisory Board members

- On an annual basis, and upon recommendation of the Remuneration and Nomination Committee, the Supervisory Board reviews its composition and, where relevant, considers potential desirable evolutions.
- The Chair of the Supervisory Board, together with the Chair of the Remuneration and Nomination Committee, one additional member of the Remuneration and Nomination Committee and the Managing Partner of Rothschild & Co, review a list of preselected candidates, with the assistance of a recruitment advisor when deemed relevant. The list of preselected candidates is submitted to the Remuneration and Nomination Committee for comments.
- Individual interviews with the preselected candidates are then organized with the Chair of the Supervisory Board, the Chair of the Remuneration and Nomination Committee, one additional member of the Remuneration and Nomination Committee and the Managing Partner of Rothschild & Co.
- Following these meetings, a selection is carried out considering the personal and professional qualities of the candidates, as well as their availability, and by assessing the balance of skills, experience, and diversity of the members of the Supervisory Board.
- The candidate(s) so selected are presented to the Remuneration and Nomination Committee for recommendation, and then to the Supervisory Board.
- The Supervisory Board analyses the proposed profile(s) and on this basis decides whether (i) to submit certain nomination(s) to the shareholders for approval or (ii) to approve their “cooptation”, if relevant.