

Company number: 06404270

RESOLUTIONS

OF

QUILTER PLC

(passed on 16 May 2019)

In accordance with Listing Rule 9.6.2, copies of the resolutions that do not constitute ordinary business passed at the Annual General Meeting of Quilter plc (the “**Company**”) duly convened and held at Millennium Bridge House, 2 Lambeth Hill, London EC4V 4AJ on 16 May 2019 at 11:00am are set out below and have been filed with the National Storage Mechanism at <http://www.morningstar.co.uk/uk/NSM>

SPECIAL RESOLUTIONS

Market purchase of own shares

20. That, in accordance with section 701 of the Companies Act 2006 (the “Act”), the Company is generally and unconditionally authorised to make market purchases (within the meaning of section 693 of the Act) of ordinary shares of £0.07 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 21 below) is 190,225,109;
- (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 2020 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.

Purchase of own shares (JSE) - contingent purchase contract

21. That a contingent purchase contract in the form produced to the meeting, between the Company and J.P. Morgan Equities South Africa Proprietary Limited relating to ordinary shares in the capital of the Company (“Ordinary Shares”) traded on the JSE Limited, pursuant to which the Company may make off-market purchases from J.P. Morgan Equities South Africa Proprietary Limited of up to a maximum of 190,225,109 Ordinary Shares in aggregate (such maximum number to be reduced by any purchases made pursuant to the authority in resolution 20 above), be and is 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 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 2020.

Odd-lot Offer

22. That the addition of a new Article 132 to the Company’s Articles of Association, as set out in the Appendix on page 14 of this Notice of AGM, be and is hereby approved.

ORDINARY RESOLUTION

23. That, subject to the passing of resolutions 22 and 24, the Directors be and are hereby authorised to make and implement an Odd-lot Offer in accordance with the terms and conditions set out on pages 6 to 9 of this Notice of AGM, but so that such authority shall expire 18 months after the date on which this resolution is passed.

SPECIAL RESOLUTION

24. That, subject to the passing of resolutions 22 and 23, the terms of the proposed contract providing for the purchase by the Company of certain of its own shares tabled at the AGM and initialled by the Chairman for the purposes of identification be and are hereby approved and authorised for the purposes of section 694 of the Companies Act 2006 and otherwise, but so that such approval and authority shall expire 18 months after the date on which this resolution is passed.

Appendix 1 – Articles of Association

Resolution 22 (special resolution) – Amendment of Articles of Association

A new Article 132 is to be added to the Company's Articles of Association as follows:

132 Odd-lot Offers

132.1 For the purposes of this article:

- (i) "Odd-lot Offer" shall mean an offer by the Company to Odd-lot Holders to purchase all their shares in the Company on the terms and conditions set out in such offer;
- (ii) "Odd-lot" shall mean (a) a certificated holding in aggregate of fewer than 100 ordinary shares in the Company (whether on the main register or on the South African branch of the register); or (b) in relation to the South African branch of the register, a holding of a member where such holding is held by the member, either directly or indirectly, on behalf of a person with a beneficial interest in fewer than 100 ordinary shares as a nominee in accordance with the rules and procedures of Strate Proprietary Limited and that beneficial interest is either (I) recorded as such in the relevant beneficial holder records maintained by a Central Securities Depository Participant or broker and disclosed to the Company or its agent via the disclosure of information on beneficial holdings prescribed by the Strate Directive SA.8 made by Strate in Special Gazette No. S7-2017, as the same may be amended or replaced by Strate Proprietary Limited from time to time, or (II) recorded as such in the relevant beneficial holder records maintained by Corpserve Nominees (Private) Limited or National Bank of Malawi Nominees Limited and disclosed by it to the Company or its agent; and
- (iii) "Odd-lot Holders" shall mean members who hold Odd-lots.

132.2 Subject to the members of the Company passing an ordinary resolution to give a specific authority for such Odd-lot Offer and the provisions of any applicable legislation, the Company may at any time make and implement an Odd-lot Offer on such terms as the directors shall determine. Upon the implementation of any Odd-lot Offer, unless Odd-lot Holders have, in accordance with the terms of the Odd-lot Offer, elected to retain their Odd-lots or to sell their Odd-lots, such Odd-lot Holders shall, subject to applicable law and regulation, be deemed to have agreed to sell any Odd-lots so held on the terms of the Odd-lot Offer and the directors shall be entitled to cause such Odd-lots to be sold (including to the Company) on such basis as the directors may determine and the Company shall account to such Odd-lot Holders for the proceeds attributable to them pursuant to the sale of such Odd-lots. Each of the directors shall be constituted the agent of each Odd-lot Holder for taking such actions as the directors consider necessary to effect that sale, including without limitation, to execute and deliver on behalf of any Odd-lot Holder any necessary agreements and documents to effect that sale.

132.3 All unclaimed proceeds from the sale of Odd-lots will, at the directors' discretion, be paid into a separate account of the Company until claimed. Such Odd-lot Holders shall be recorded as a creditor in the Company's accounts. No trust shall be created in respect of unclaimed proceeds, no interest shall be payable in respect of the same and the Company shall not be required to account for any money earned on the unclaimed proceeds. Any such proceeds unclaimed for a period of 6 (six) years from the date of sale of the Odd-lots may be declared forfeited by the directors for the benefit of the Company.