

QUILTER PLC

Incorporated under the Companies Act 1985 with registered number 06404270 and re-registered as a public limited company under the Companies Act 2006)

ISIN CODE: GB00BDCXV269

JSE SHARE CODE: QLT

Quilter plc (the "Company")

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29 March 2022

Quilter plc

Publication of Circular relating to return of capital to shareholders and Notice of General Meeting

As announced on 9 March 2022, Quilter plc ("Quilter" or the "Company") intends to return £328 million to the holders of its ordinary shares (the "Shareholders") in the form of a payment of 20 pence per ordinary share for Shareholders on our UK share register. For Shareholders on our South African share register this equates to a return of 401.33300 South African cents per ordinary share, using an exchange rate of 20.06665 South African cents to one pence, the average rate achieved on 7 and 8 March 2022.

The Company intends to implement this return of capital through the issue and redemption of a new class of redeemable B shares (the "B Share Scheme"), which will be accompanied by a 6 for 7 share consolidation of the Company's existing ordinary share capital (the "Share Consolidation"). The B Share Scheme and Share Consolidation are subject to the approval of the Shareholders and, accordingly, the following documentation has been published on Quilter's website at plc.quilter.com/gm and will (as applicable, depending on mailing preferences) shortly be posted to the Shareholders:

- an explanatory Circular regarding the B Share Scheme and the Share Consolidation (the "Circular"), containing a notice convening a General Meeting of the Company (the "Notice of General Meeting");
- a helpful shareholder guide regarding the B Share Scheme and the Share Consolidation for Shareholders on our UK share register; and
- a helpful shareholder guide regarding the B Share Scheme and the Share Consolidation for Shareholders on our South African share register.

Shareholders will also be sent a personalised proxy form/voting instruction form for use in respect of the resolutions to be proposed at the General Meeting.

The Company's General Meeting to approve the B Share Scheme, Share Consolidation and associated resolutions regarding the share capital of the Company will be held at 11:30 a.m. (UK time) / 12:30 p.m. (SA time) on Thursday 12 May 2022 (or after the conclusion of the Company's Annual General Meeting on Thursday 12 May 2022, whichever is later) at Senator House, 85 Queen Victoria Street, London, EC4V 4AB, United Kingdom. The resolutions are set out in the Circular and the Notice of General Meeting.

Circular and the Notice of General Meeting

The Circular and the Notice of General Meeting can be found on Quilter's website at plc.quilter.com/gm. A copy of the Circular and the Notice of General Meeting will also be submitted to the National Storage Mechanism and will shortly be available for inspection at <http://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

The attention of Shareholders who are not resident in the United Kingdom or who are citizens, residents or nationals of a jurisdiction other than the United Kingdom or who have a registered address which is not in the United Kingdom (for the avoidance of doubt, including Shareholders who are resident in the Channel Islands or the Isle of Man) ("Overseas Shareholder") is drawn to paragraph 8 of Part II of the Circular.

Shareholders who are not resident in the United Kingdom or who are citizens, residents or nationals of other jurisdictions should consult their professional advisers to ascertain whether the issue, holding, redemption or disposal of the B Shares will be subject to any restrictions or require compliance with any formalities imposed by the laws or regulations of, or any body or authority located in, the jurisdiction in which they are resident or to which they are subject. In particular, it is the responsibility of any Overseas Shareholder to satisfy itself as to full observance of the laws of each relevant jurisdiction in connection with the B Share Scheme, including the obtaining of any government, exchange control or other consents which may be required, or the compliance with other necessary formalities needing to be observed and the payment of any issue, transfer or other taxes or duties in such jurisdiction.

Expected timetable and settlement

It is expected that the timetable will be as follows:

Transfers to and from the South African Branch
Register suspended

Wednesday 9 March to
Wednesday 25 May 2022

Record date for the mailing of the Circular, the Notice of General Meeting and the Proxy Forms / Voting Instruction Forms	Friday 25 March 2022
Publication of the Circular, the Notice of General Meeting and the Proxy Forms / Voting Instruction Forms	Tuesday 29 March 2022
Mailing of the Circular, the Notice of General Meeting and the Proxy Forms / Voting Instruction Forms	On or before Wednesday 6 April 2022
Last date to trade on the Johannesburg Stock Exchange for entitlement to vote at the General Meeting	Thursday 5 May 2022
Latest time and date for receipt of Proxy Forms / Voting Instruction Forms	11:30 a.m. (UK time) / 12:30 p.m. (SA time) on Tuesday 10 May 2022
Latest time and date for receipt of CREST Proxy Instructions	11:30 a.m. (UK time) / 12:30 p.m. (SA time) on Tuesday 10 May 2022
Record time and date for Shareholder entitlement to vote at the General Meeting	6:30 p.m. (UK time) / 7:30 p.m. (SA time) on Tuesday 10 May 2022
General Meeting	11:30 a.m. (UK time) / 12:30 p.m. (SA time) on Thursday 12 May 2022 ⁽¹⁾

Additional principal events for UK Shareholders on the London Stock Exchange

Record time for entitlement to B Shares and the Share Consolidation in respect of Existing Ordinary Shares	6:00 p.m. (UK time) on Friday 20 May 2022
Amendment of listing of Existing Ordinary Shares on the London Stock Exchange	by 8:00 a.m. (UK time) on Monday 23 May 2022
Ex-entitlement Date for B Shares and the Share Consolidation in respect of Existing Ordinary Shares	8:00 a.m. (UK time) on Monday 23 May 2022
New Ordinary Shares admitted to the Official List and to trading on the London Stock Exchange	8:00 a.m. (UK time) on Monday 23 May 2022
B Shares issued equal to number of Existing Ordinary Shares held at the record time	8:00 a.m. (UK time) on Monday 23 May 2022
CREST accounts credited with New Ordinary Shares	Monday 23 May 2022
Expected redemption and cancellation of B Shares	Tuesday 24 May 2022

Despatch of payments by UK Registrar and CREST accounts credited in respect of proceeds, if B Shares redeemed on Tuesday 24 May 2022	by Monday 6 June 2022
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Despatch of share certificates in respect of New Ordinary Shares by UK Registrar	by Monday 6 June 2022
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Additional principal events for South African Shareholders on the Johannesburg Stock Exchange

Finalisation Date	Thursday 12 May 2022
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Last date to trade in Existing Ordinary Shares on the Johannesburg Stock Exchange before record date for entitlement to B Shares and the Share Consolidation in respect of Existing Ordinary Shares	Friday 20 May 2022
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Amendment of listing of Existing Ordinary Shares on the Johannesburg Stock Exchange	by 9:00 a.m. (SA time) on Monday 23 May 2022
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Ex-entitlement Date for B Shares and the Share Consolidation in respect of Existing Ordinary Shares	9:00 a.m. (SA time) on Monday 23 May 2022
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New Ordinary Shares admitted to the Main Board of the Johannesburg Stock Exchange and to commence trading on the Johannesburg Stock Exchange under a new ISIN number GB00BNHSJN34	9:00 a.m. (SA time) on Monday 23 May 2022
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B Shares issued equal to number of Existing Ordinary Shares held at the record time	9:00 a.m. (SA time) on Monday 23 May 2022
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Expected redemption and cancellation of B Shares	Tuesday 24 May 2022
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Record date on the Johannesburg Stock Exchange for settlement purposes for entitlement to B Shares and the Share Consolidation	Wednesday 25 May 2022
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Strate accounts credited with New Ordinary Shares	Thursday 26 May 2022
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Despatch of payments by SA Registrar and Strate accounts credited in respect of proceeds, if B Shares redeemed on 24 May	by Monday 6 June 2022
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Despatch of share certificates in respect of New Ordinary Shares by SA Registrar	by Monday 6 June 2022
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Notes:

1. Or after the conclusion of the 2022 AGM, whichever is later.
2. If any of the above times and/or dates change, the revised times and/or dates will be notified to Shareholders by an announcement through the Regulatory News Service of the London Stock Exchange and the Stock Exchange News Service of the Johannesburg Stock Exchange.

3. Unless otherwise stated, all references to time in this announcement are to London time.
4. All events in the above timetable following the holding of the General Meeting are conditional on the passing of the Resolutions at such meeting and all events in the above timetable following the Admission Date are conditional upon Admission.
5. No dematerialisation or rematerialisation of share certificates may occur between Monday 23 May 2022 and Wednesday 25 May 2022, both dates inclusive.
6. Johannesburg Stock Exchange timetable adjusted to align the Admission Date and commencement of trading in New Ordinary Shares, as well as the issue of B Shares on both the London Stock Exchange and the Johannesburg Stock Exchange.
7. The fractional entitlement price in relation to SA Shareholders will be announced by 11:00 a.m. (SA time) on Tuesday 24 May 2022, based on the volume weighed price of New Ordinary Shares traded on the Johannesburg Stock Exchange on Monday 23 May 2022, discounted by 10%.

Please refer to the Circular for defined terms, the detailed timetable and other dates relevant to the B Share Scheme and the Share Consolidation.

Under the expected timetable of events, Shareholders entitled to receive payments in respect of the proceeds from the B Share Scheme will be sent payments either by way of electronic payment to any mandated accounts or by cheque or, if Shareholders hold their shares in CREST or Strate, will have their CREST or Strate accounts credited, as applicable, on or before Monday 6 June 2022. Shareholders on our UK share register will receive their proceeds in pounds sterling and shareholders on our South African register will receive their proceeds in rand. Further details of the settlement process are set out in paragraph 11 of Part II of the Circular.

Enquiries

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About Quilter plc

Quilter plc is a leading wealth management business in the UK and internationally, helping to create prosperity for the generations of today and tomorrow. Quilter plc oversees £111.8 billion in customer investments (as at 31 December 2021).

It has an adviser and customer offering spanning: financial advice, investment platforms, multi-asset investment solutions, and discretionary fund management.

The business is being reorganised into two segments: **Affluent** and **High Net Worth**.

Affluent encompasses the financial planning businesses, Quilter Financial Planning, the Quilter Investment Platform and Quilter Investors, the Multi-asset investment solutions business.

High Net Worth includes the discretionary fund management business, Quilter Cheviot, together with Quilter Private Client Advisers.

Disclaimer

This announcement has been issued by and is the sole responsibility of Quilter. The information contained in this announcement is for background purposes only and does not purport to be full or complete. The information in this announcement is subject to change.

This announcement is not intended to, and does not, constitute or form part of any offer, invitation or the solicitation of an offer to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of, any securities pursuant to this announcement or otherwise.

Shareholders are advised to read carefully the Circular in relation to the B Share Scheme and Share Consolidation. Any response to the proposals should be made only on the basis of information in the Circular.

This announcement has been prepared in accordance with and for the purpose of complying with English law, the EU Regulation No. 596/2014 as onshored into UK law on 31 December 2020 by the European (Withdrawal) Act 2018 and the Listing Rules and Disclosure Guidance and Transparency Rules of the Financial Conduct Authority. The information disclosed may not be the same as that which would have been disclosed if this announcement had been prepared in accordance with the laws of jurisdictions outside of England and Wales.

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