

Company number: 06404270

THE COMPANIES ACT 2006
PUBLIC LIMITED COMPANY
RESOLUTIONS
OF
QUILTER PLC
(passed on 14 May 2020)

The following special resolutions were 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 14 May 2020 at 11:00am:

SPECIAL RESOLUTIONS

Market purchase of own shares

16. 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 17 below) is 189,981,045;
 - (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 2021 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 contracts

17. That contingent purchase contracts each in the form produced to the meeting, between the Company and each of

- a) J.P. Morgan Equities South Africa Proprietary Limited; and
- b) Goldman Sachs International,

relating to ordinary shares of £0.07 pence each in the capital of the Company ("Ordinary Shares") traded on the JSE, pursuant to which the Company may make off-market purchases from J.P. Morgan Equities South Africa Proprietary Limited or Goldman Sachs International of up to a maximum of 189,981,045 Ordinary Shares in aggregate (such maximum number to be reduced by any purchases made pursuant to the authority in resolution 16 above), be and are 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 each 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 2021.



Patrick Gonsalves
Company Secretary
Quilter plc