

Mid Cap Ecomms Proxy

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21 November 2024

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Job Number: 17685b

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3rd December 2024

Dear Shareholder

The Company's Annual Report and Financial Statements for the year ended 30 September 2024 has now been published and is available to view and download from the Company's website, www.schroders.co.uk/ukmidcap. We enclose the Notice of Annual General Meeting and a form of proxy. A pre-paid envelope is also enclosed for submission of proxy form(s). Proxies may also be submitted electronically by going to Equiniti's Shareview website, www.shareview.co.uk, and logging in to your Shareview Portfolio. To register for a Shareview Portfolio, go to www.shareview.co.uk and enter the requested information.

You can elect to receive email communications that documents, notices and other information are available on the Company's website by logging onto www.shareview.co.uk and clicking on the link to sign up for paper-free communications. Your option can be de-selected at any time by logging onto your account on the above mentioned Shareview website.

Please note that shareholders may request a printed copy of a document at any time by writing to the Company Secretary at 1 London Wall Place, London EC2Y 5AU. We will send it to you free of charge within 21 days from receiving your request.

Yours faithfully

Schroder Investment Management Limited
Company Secretary

Registered No. SC082551.
Registered Office: 9 Haymarket Square, Edinburgh, Scotland, EH3 8FY.
Telephone: 020 7658 3136.
An Investment Company under Section 833 of the Companies Act 2006.

Schroder UK Mid Cap Fund plc

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Schroder UK Mid Cap Fund plc will be held on 24 February 2025 at 1.00 p.m. at 1 London Wall Place, London EC2Y 5AU to consider the following resolutions, of which resolutions 1 to 9 will be proposed as ordinary resolutions, and resolutions 10 to 12 will be proposed as special resolutions:

- To receive the Report of the Directors and the audited accounts for the year ended 30 September 2024.
- To approve a final dividend of 15.5 pence per share for the financial year ended 30 September 2024.
- To approve the Directors' Remuneration Report for the year ended 30 September 2024.
- To re-elect Wendy Colquhoun as a Director of the Company.
- To re-elect Helen Galbraith as a Director of the Company.
- To re-elect Harry Morley as a Director of the Company.
- To appoint BDO LLP as auditor to the Company.
- To authorise the Directors to determine the remuneration of BDO LLP as auditor to the Company.
- To consider, and if thought fit, pass the following resolution as an ordinary resolution:
"THAT the Directors be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot relevant securities (within the meaning of section 551 of the Act) up to an aggregate nominal amount of £● (being 10% of the issued ordinary share capital at the date of this Notice, excluding shares held in treasury) for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) at the conclusion of the next Annual General Meeting of the Company, but that the Company may make an offer or agreement which would or might require relevant securities to be allotted after expiry of this authority and the Board may allot relevant securities in pursuance of that offer or agreement."
- To consider and, if thought fit, to pass the following resolution as a special resolution:
"THAT, subject to the passing of resolution 9 set out above, the Directors be and are hereby empowered, pursuant to Section 571 of the Act, to allot equity securities (including any shares held in treasury) (as defined in section 560(1) of the Act) pursuant to the authority given in accordance with section 551 of the Act by the said resolution 10 and/or where such allotment constitutes an allotment of equity securities by virtue of section 560(2) of the Act as if Section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £● (representing 10% of the aggregate nominal amount of the share capital in issue at the date of this Notice, excluding shares held in treasury); and provided that this power shall expire at the conclusion of the next Annual General Meeting of the Company but so that this power shall enable the Company to make offers or agreements before such expiry which would or might require equity securities to be allotted after such expiry."
- To consider and, if thought fit, to pass the following resolution as a special resolution:
"THAT the Company be and is hereby generally and unconditionally authorised in accordance with Section 701 of the Act to make market purchases (within the meaning of Section 693 of the Act) of ordinary shares of 25p each in the capital of the Company ("Shares") at whatever discount the prevailing market price represents to the prevailing net asset value per Share provided that:
 - the maximum number of Shares which may be purchased is ● representing 14.99% of the Company's issued ordinary share capital as at the date of this Notice, excluding shares held in treasury;
 - the maximum price (exclusive of expenses) which may be paid for a Share shall not exceed the higher of;
 - 105% of the average of the middle market quotations for the Shares as taken from the London Stock Exchange Daily Official List for the five business days preceding the date of purchase; and
 - the higher of the last independent bid and the highest current independent bid on the London Stock Exchange;
 - the minimum price (exclusive of expenses) which may be paid for a Share shall be 25p, being the nominal value per Share;
 - this authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company in 2025 (unless previously renewed, varied or revoked by the Company prior to such date);
 - the Company may make a contract to purchase Shares under the authority hereby conferred which will or may be executed wholly or partly after the expiration of such authority and may make a purchase of Shares pursuant to any such contract; and
 - any Shares so purchased will be cancelled or held in treasury for potential reissue."
- To consider and, if thought fit, to pass the following resolution as a special resolution:
"THAT, a general meeting, other than an Annual General Meeting, may be called on not less than 14 clear days' notice."

By order of the Board
for and on behalf of
Schroder Investment Management Limited
Company Secretary

27 November 2024

Registered Office:
9 Haymarket Square,
Edinburgh, Scotland, EH3 8FY
Registered Number: SC082551

Explanatory notes to the Notice of Annual General Meeting

1.

Ordinary shareholders are entitled to attend and vote at the meeting and to appoint one or more proxies, who need not be a shareholder, as their proxy to exercise all or any of their rights to attend, speak and vote on their behalf at the meeting.

A proxy form is attached. If you wish to appoint a person other than the Chair as your proxy, please insert the name of your chosen proxy holder in the space provided at the top of the form. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).

Additional proxy forms can be obtained by contacting the Company's Registrars, Equiniti Limited, on +44 (0) 371 384 0641, or you may photocopy the attached proxy form. Please indicate in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. Completion and return of a form of proxy will not preclude a member from attending the Annual General Meeting and voting in person.

On a vote by show of hands, every ordinary shareholder who is present in person has one vote and every duly appointed proxy who is present has one vote. On a poll vote, every ordinary shareholder who is present in person or by way of a proxy has one vote for every share of which he/she is a holder.

The "Vote Withheld" option on the proxy form is provided to enable you to abstain on any particular resolution.

However it should be noted that a "Vote Withheld" is not a vote in law and will not be counted in the calculation of the proportion of the votes "For" and "Against" a resolution.

A proxy form must be signed and dated by the shareholder or his or her attorney duly authorised in writing. In the case of joint holdings, any one holder may sign this form. The vote of the senior joint holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder and for this purpose seniority will be determined by the order in which the names appear on the Register of Members in respect of the joint holding. To be valid, proxy form(s) must be completed and returned to the Company's Registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, in the enclosed envelope together with any power of attorney or other authority under which it is signed or a copy of such authority certified notarially, to arrive no later than 48 hours before the time fixed for the meeting, or an adjourned meeting, excluding non-working days. Shareholders may also appoint a proxy to vote on the resolutions being put to the meeting electronically by going to Equiniti's Shareview website, www.shareview.co.uk, and logging in to your Shareview Portfolio. Once you have logged in, simply click 'View' on the 'My Investments' page and then click on the link to vote and follow the on-screen instructions. If you have not yet registered for a Shareview Portfolio, go to www.shareview.co.uk and enter the requested information. It is important that you register for a Shareview Portfolio with enough time to complete the registration and authentication processes. Please note that to be valid, your proxy instructions must be received by Equiniti no later than 1.00pm on 20 February 2025. If you have any difficulties with online voting, you should contact the shareholder helpline on +44 (0) 371 384 0641.

If an ordinary shareholder submits more than one valid proxy appointment, the appointment received last before the latest time for receipt of proxies will take precedence.

Shareholders may not use any electronic address provided either in this Notice of Annual General Meeting or any related documents to communicate with the Company for any purposes other than expressly stated.

Representatives of shareholders that are corporations will have to produce evidence of their proper appointment when attending the Annual General Meeting.
2.

Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between him or her and the shareholder by whom he or she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Annual General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he or she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.

The statement of the rights of ordinary shareholders in relation to the appointment of proxies in note 1 above does not apply to Nominated Persons. The rights described in that note can only be exercised by ordinary shareholders of the Company.
3.

Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company has specified that only those shareholders registered in the Register of members of the Company at 6.30 p.m. on 20 February 2025, or 6.30 p.m. two days prior to the date of an adjourned meeting, excluding non-working days, shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their name at that time. Changes to the Register of Members after 6.30 p.m. on 20 February 2025 shall be disregarded in determining the right of any person to attend and vote at the meeting.
4.

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST manual. The CREST manual can be viewed at www.euroclear.com. A CREST message appointing a proxy (a "CREST proxy instruction") regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction previously given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA19) by the latest time for receipt of proxy appointments.

If you are an institutional investor, you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 1.00 p.m. on Thursday, 20 February 2025 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them, and they will govern the electronic appointment of your proxy.
5.

Copies of the terms of appointment of the non-executive Directors and a statement of all transactions of each Director and of his family interests in the shares of the Company, will be available for inspection by any member of the Company at the registered office of the Company during normal business hours on any weekday (English public holidays excepted) and at the Annual General Meeting by any attendee, for at least 15 minutes prior to, and during, the Annual General Meeting. None of the Directors has a contract of service with the Company.
6.

The biographies of the Directors offering themselves for election or re-election are set out on pages 28 and 29 of the Company's annual report and financial statements for the year ended 30 September 2024.
7.

As at 27 November 2024, 36,143,690 ordinary shares of 25p each were in issue and 1,562,500 shares were held in treasury. Therefore the total number of voting rights of the Company as at 27 November 2024 was 34,581,190.
8.

A copy of this Notice of Meeting, which includes details of shareholder voting rights, together with any other information as required under Section 311A of the Companies Act 2006, is available from the website dedicated to the Company: www.schroders.co.uk/ukmidcap.
9.

Pursuant to Section 319A of the Companies Act 2006, the Company must cause to be answered at the Annual General Meeting any question relating to the business being dealt with at the AGM which is put by a member attending the meeting, except in certain circumstances, including if it is undesirable in the interests of the Company or the good order of the meeting that the question be answered or if to do so would involve the disclosure of confidential information.
10.

Members satisfying the thresholds in section 527 of the Companies Act 2006 can require the Company to publish a statement on its website setting out any matter relating to: a) the audit of the Company's Accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Meeting; or (b) any circumstance connected with an auditor of the Company ceasing to hold office since the last AGM, that the members propose to raise at the Meeting. The Company cannot require the members requesting the publication to pay its expenses. Any statement placed on the website must also be sent to the Company's auditors no later than the time it makes its statement available on the website. The business which may be dealt with at the meeting includes any statement that the Company has been required to publish on its website.
11.

Members satisfying the thresholds in section 338 of the Companies Act 2006 may require the Company to give, to members of the Company entitled to receive notice of the Annual General Meeting, notice of a resolution which those members intend to move (and which may properly be moved) at the Annual General Meeting. A resolution may properly be moved at the Annual General Meeting unless (i) it would, if passed, be ineffective (whether by reason of any inconsistency with any enactment or the Company's constitution or otherwise); (ii) it is defamatory of any person; or (iii) it is frivolous or vexatious. A request made pursuant to this right may be in hard copy or electronic form, must identify the resolution of which notice is to be given, must be authenticated by the person(s) making it and must be received by the Company not later than six weeks before the date of the Annual General Meeting.
12.

Members satisfying the thresholds in section 338A of the Companies Act 2006 may request the Company to include in the business to be dealt with at the Annual General Meeting any matter (other than a proposed resolution) which may properly be included in the business at the Annual General Meeting. A matter may properly be included in the business at the Annual General Meeting unless: (i) it is defamatory of any person; or (ii) it is frivolous or vexatious. A request made pursuant to this right may be in hard copy or electronic form, must identify the matter to be included in the business, must be accompanied by a statement setting out the grounds for the request, must be authenticated by the person(s) making it and must be received by the Company not later than six weeks before the date of the Annual General Meeting.
13.

The Company's privacy policy is available on its website: www.schroders.co.uk/ukmidcap. Shareholders can contact Equiniti for details of how Equiniti processes their personal information as part of the AGM.

Schroder UK Mid Cap Fund plc

Form of proxy

Shareholder Reference Number

You may submit your proxy electronically by logging into your Shareview Portfolio at www.shareview.co.uk. I/We, being an ordinary shareholder(s) of Schroder UK Mid Cap Fund plc, hereby appoint the Chair of the meeting OR the following person:

(Please leave this box blank if you have selected the Chairman. Do not insert your own name(s))

as my/our proxy to exercise all or any of my/our rights to attend, speak and vote in respect of my/our voting entitlement* on my/our behalf at the Annual General Meeting of Schroder UK Mid Cap Fund plc to be held at 1 London Wall Place, London EC2Y 5AU on 24 February 2025 at 1.00 p.m and at any adjournment thereof.

*For the appointment of more than one proxy, please refer to note 1 opposite and tick here.

	For	Against	Vote Withheld (see note 1 Withheld)
1. Report of the Directors and audited Accounts	☐	☐	☐
2. Final dividend of 15.5 pence per share	☐	☐	☐
3. Directors' Remuneration Report	☐	☐	☐
4. Re-elect Wendy Colquhoun	☐	☐	☐
5. Re-elect Helen Galbraith	☐	☐	☐
6. Re-elect Harry Morley	☐	☐	☐
7. Appointment of BDO LLP	☐	☐	☐
8. Authority to determine Auditor's remuneration	☐	☐	☐
9. Authority to allot shares	☐	☐	☐
10. Disapplication of pre-emption rights¹	☐	☐	☐
11. Authority to purchase own ordinary shares¹	☐	☐	☐
12. Notice of general meetings¹	☐	☐	☐

The profiles of the Directors proposed for re-election are set out on pages 28 and 29 of the Annual Report and Financial Statements for the year ended 30 September 2024.

¹ Special resolution

I/We would like my/our proxy to vote on the resolutions proposed at the annual general meeting as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting or adjourned meeting.

Signature

In the case of a corporation, this proxy must be given under its common seal or be on its behalf by an attorney or duly authorised officer, stating their capability. (e.g. director, secretary)

Date

Please complete this form and return it to Equiniti in the envelope provided, to arrive not later than 48 hours) in advance of the time set for the meeting.

Explanatory notes on the completion of this form of proxy are set out in the notes opposite.