

## Form of Proxy

Use this form if you cannot attend the meeting and wish to vote.

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EXT 1342

Please complete this form and return it to Computershare in the envelope provided, **to arrive no later than 11.30 a.m. on Tuesday, 24 April 2018.**

You may submit your proxy electronically at [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy) using the shareholder reference number and PIN below.

I/We, being an ordinary shareholder(s) of Schroders plc, hereby appoint the Chairman of the meeting OR the following person<sup>†</sup>:

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**(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 Schroders plc to be held at 31 Gresham Street, London EC2V 7QA on Thursday, 26 April 2018 at 11.30 a.m. and at any adjournment thereof.

<sup>†</sup> For the appointment of more than one proxy, please refer to explanatory note 2 overleaf and tick here.

	For	Against	Vote Withheld (see note 1)		For	Against	Vote Withheld (see note 1)
1) To receive the Report and Accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12) To re-elect Nichola Pease	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2) To declare the final dividend	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13) To re-elect Philip Mallinckrodt	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3) To approve the remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14) To re-elect Bruno Schroder	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4) To elect Sir Damon Buffini	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15) To appoint Ernst & Young LLP as auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5) To re-elect Michael Dobson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16) To authorise the Audit and Risk Committee to determine the auditors' remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6) To re-elect Peter Harrison	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17) To renew the authority to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7) To re-elect Richard Keers	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	18) To renew the authority to purchase own shares*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8) To re-elect Robin Buchanan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	19) Notice of general meetings*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9) To re-elect Rhian Davies	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
10) To re-elect Rakhi Goss-Custard	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
11) To re-elect Ian King	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

1. The 'Vote Withheld' option 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.

\* Special resolution

I/We would like my/our proxy to vote on the resolutions proposed at the meeting as indicated on this form by placing a 'X' in the appropriate boxes. Unless otherwise instructed, the proxy may vote as he or she sees fit or abstain in relation to any business which may properly come before the meeting or an adjourned meeting.

Signature

Date

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 capacity. (e.g. director, secretary).

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## Explanatory notes

### Proxy

1. Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his or her proxy to exercise all or any of his or her rights to attend, speak and vote on his or her behalf at the meeting. If you wish to appoint a person other than the Chairman, 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 ordinary 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).
2. To appoint more than one proxy, additional proxy forms may be obtained by contacting the Schroders plc helpline on 0800 923 1530 from the UK or +44 117 378 8170 if calling from overseas or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see reverse) 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. All forms must be signed and should be returned together in the same envelope.
3. The 'Vote Withheld' option overleaf 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.
4. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 48 hours before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
5. To be valid, this form must be completed and returned to Computershare in the envelope provided, together with the power of attorney or other authority (if any) under which it is signed or a copy of such authority certified notarially, to arrive no later than 11.30 a.m. on Tuesday, 24 April 2018. Should you lose the reply paid envelope, please return your proxy form to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY.
6. This 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 holders 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. The completion and return of this form will not preclude a shareholder from attending the meeting and voting in person.

### Register of Members

7. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on the day which is two days before the day of the meeting or adjourned meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
8. Your address as it appears on the Register of Members is shown overleaf. If this information is incorrect please go to [www.investorcentre.co.uk](http://www.investorcentre.co.uk) to use the online investor centre service or ring the Registrar's helpline on 0800 923 1530 from the UK or +44 117 378 8170 if calling from overseas to request a change of address form.

### Poll card

9. The Poll card should be completed and submitted at the Annual General Meeting which will be held on 26 April 2018 at 11.30 a.m. at 31 Gresham Street, London EC2V 7QA. If you submit a proxy, and do not wish to alter your vote, you do not need to complete the poll card.