

Schroders plc

Resolutions Passed on 27 April 2023

At the Company's Annual General meeting which was duly convened and held at 1 London Wall Place, London EC2Y 5AU and electronically via a live broadcast on Thursday, 27 April 2023, the following resolutions were passed.

Resolution 18 was passed as an Ordinary Resolution. Resolutions 19 to 20 were passed as Special Resolutions.

Waiver of mandatory offer provisions set out in Rule 9 of the Takeover Code

18. That, subject to Resolution 19 being passed, approval be granted for the waiver by the Panel on Takeovers and Mergers of any obligation that could arise pursuant to Rule 9 of the Takeover Code for the Principal Shareholder Group, or any persons acting in concert with the Principal Shareholder Group, to make a general offer for all the ordinary shares in the capital of the Company (being all of the issued share capital of the Company) following any increase in the percentage of ordinary shares in which the Principal Shareholder Group, or any persons acting in concert with the Principal Shareholder Group, are interested resulting from the exercise by the Company of the authority to purchase its own ordinary shares granted to the Company pursuant to Resolution 19 below, subject to the following limitations and provisions:
- a. no approval for such waiver is given where the resulting interest of the Principal Shareholder Group, together with the interest of those acting in concert with the Principal Shareholder Group (other than the Company and any member of the Company's Group), would exceed 47.93% or more of the ordinary shares; and
 - b. such approval shall (unless previously renewed, varied or revoked by the Company in a general meeting) expire at the end of the Company's next annual general meeting (or, if earlier, the close of business on 30 June 2024).

Authority to purchase own shares

19. That, subject to Resolution 18 being passed, the Company be authorised for the purposes of section 701 of the Companies Act 2006 to make one or more market purchases within the meaning of section 693(4) of the Companies Act 2006 of its ordinary shares of 20 pence each, subject to the following conditions:
- a. such authority be limited to a maximum number of 161,207,153 shares;
 - b. in the case of purchases made otherwise than by tender offer, the maximum price, exclusive of expenses, at which shares may be purchased is the higher of:
 - i. 5% above the average of the middle market quotations for the shares as derived from the London Stock Exchange Daily Official List for the five business days preceding the date of purchase; and

- ii. the higher of the price of the last independent trade and the highest current independent purchase bid on the London Stock Exchange at the time the purchase is carried out;
- d. the minimum price at which shares may be purchased is 20 pence per share, exclusive of expenses; and
- e. such authority shall, unless renewed, varied or revoked by the Company in a general meeting prior to such time, expire at the conclusion of the next annual general meeting of the Company (or, if earlier, the close of business on 30 June 2024) save that the Company may before such expiry enter into a contract to purchase ordinary shares which would or might be completed or executed wholly or partly after its expiry and may make a purchase of ordinary shares in pursuance of any such contract as if such authority had not expired.

Notice of general meetings

- 20. That a general meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice.