

Schroders plc

Annual General Meeting ('AGM') 2023 Results

Schroders plc ('Schroders') confirms that all resolutions put to the AGM held earlier today were passed and the results are as follows:

	Resolution	For (including discretionary)	%	Against	%	Withheld	Votes cast as a percentage of Schroders issued ordinary share capital[†]
1	To receive the Annual Report & Accounts	1,404,079,793	100.00	3,438	0.00	336,106	87.10%
2	To declare the Final Dividend	1,404,253,561	99.99	160,237	0.01	5,539	87.12%
3	To approve the Remuneration report	1,383,574,693	98.53	20,657,093	1.47	187,551	87.11%
4	To approve the remuneration policy	1,347,696,221	95.98	56,519,151	4.02	203,965	87.11%
5	To elect Paul Edgecliffe-Johnson	1,402,584,774	100.00	33,573	0.00	1,800,990	87.01%
5*	To elect Paul Edgecliffe-Johnson	693,417,528	100.00	33,573	0.00	1,800,990	76.96%
6	To re-elect Dame Elizabeth Corley	1,394,033,104	99.27	10,276,113	0.73	110,120	87.11%
6*	To re-elect Dame Elizabeth Corley	684,865,858	98.52	10,276,113	1.48	110,120	77.15%
7	To re-elect Peter Harrison	1,402,893,574	99.90	1,430,991	0.10	94,772	87.11%
8	To re-elect Richard Keers	1,401,031,038	99.77	3,272,347	0.23	115,952	87.11%
9	To re-elect Ian King	1,392,116,967	99.13	12,165,662	0.87	136,708	87.11%
9*	To re-elect Ian King	682,949,721	98.25	12,165,662	1.75	136,708	77.15%
10	To re-elect Rhian Davies	1,379,529,749	99.13	12,166,074	0.87	12,723,514	86.33%
10*	To re-elect Rhian Davies	670,362,503	98.22	12,166,074	1.78	12,723,514	75.75%
11	To re-elect Rakhi Goss-Custard	1,340,939,548	96.35	50,760,040	3.65	12,719,749	86.33%
11*	To re-elect Rakhi Goss-Custard	631,772,302	92.56	50,760,040	7.44	12,719,749	75.75%

12	To re-elect Deborah Waterhouse	1,389,178,852	99.13	12,261,391	0.87	2,979,094	86.93%
12*	To re-elect Deborah Waterhouse	680,011,606	98.23	12,261,391	1.77	2,979,094	76.83%
13	To re-elect Matthew Westerman	1,385,616,971	98.67	18,664,201	1.33	138,165	87.11%
13*	To re-elect Matthew Westerman	676,449,725	97.31	18,664,201	2.69	138,165	77.15%
14	To re-elect Claire Fitzalan Howard	1,386,639,709	98.74	17,716,300	1.26	63,328	87.11%
15	To re-elect Leonie Schroder	1,386,605,632	98.74	17,762,819	1.26	50,886	87.12%
16	To re-appoint Ernst & Young LLP as auditor	1,401,454,274	99.79	2,929,990	0.21	35,073	87.12%
17	To authorise the Audit and Risk Committee to determine the auditor's remuneration	1,404,381,480	100.00	5,438	0.00	32,419	87.12%
18†	To approve the Panel's Waiver regarding Rule 9 of the Takeover Code	651,701,381	94.82	35,600,462	5.18	8,412,424	42.63%
19	To authorise the purchase of own shares	1,401,202,221	99.78	3,143,193	0.22	73,923	87.11%
20	Notice of general meetings	1,368,064,221	98.29	23,745,364	1.71	12,609,752	86.34%

As announced on 9 December 2022, Sir Damon Buffini did not stand for re-election and stepped down as a Director at the conclusion of the Annual General Meeting.

For the purposes of section 341 of the Companies Act 2006, the votes validly cast are expressed in the table above as a percentage of Schroders' total issued ordinary share capital as at 6pm on 25 April 2023, being the time at which a shareholder had to be registered in the register of members in order to attend and vote at the AGM. A vote "withheld" is not a vote in law and has not been counted as a vote "for" or "against" a resolution.

The number of ordinary shares in issue at the date of this announcement is 1,612,071,525.

Resolutions 19 and 20 were passed as special resolutions. Copies of resolutions 18, 19 and 20 will be filed at Companies House.

* In accordance with Listing Rule 9.2.2E, to be passed, resolutions 5 and 6 and 9 to 13 must be approved by a simple majority of all shareholders and by a simple majority of the independent shareholders. The results of the independent shareholder vote on the applicable Resolutions are set out in 5* and 6* and 9* to 13* above.

The Schroders issued ordinary share capital used for Resolutions 5*, 6*, 9* to 13* is 901,034,187 which is the total number of ordinary shares held by independent shareholders.

‡ Only the votes of independent shareholders have been counted in determining the result of Resolution 18.

In accordance with LR 9.6.2, a copy of the resolutions passed, other than resolutions concerning ordinary business, at today's AGM will be submitted to the National Storage Mechanism and will be available for inspection at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

The Chair's and Chief Executive's AGM update and a summary of the questions asked on the day and by email will be published on the AGM page of our website at www.schroders.com/AGM.

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27 April 2023