

COMPANY NO 09405653

COMPANY LIMITED BY SHARES

**RESOLUTIONS OF SCHRODER UK PUBLIC PRIVATE TRUST PLC
(the "Company")**

passed on Wednesday 18 May 2022

At the Annual General Meeting of the Company duly convened and held on Wednesday, 18 May 2022, the following resolutions were duly passed:

Resolution 11, as an Ordinary Resolution:

THAT, in accordance with Section 551 of the Companies Act 2006 (the Act), the Directors be and are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot ordinary shares in the Company up to a maximum aggregate nominal amount of £908,639, representing approximately 10 per cent of the Company's issued ordinary share capital as at the date of this Notice (or, if changed, the number representing 10 per cent of the issued share capital of the Company at the date at which this resolution is passed), such authority to expire at the conclusion of the AGM of the Company to be held in 2023, (unless previously renewed, varied, revoked or extended by the Company in general meeting), save that the Company may, before such expiry, make offers or agreements which would or might require ordinary shares to be allotted after such expiry, and the Directors may allot ordinary shares in pursuance of such offers or agreements as if the authority conferred by this resolution had not expired.

Resolution 13, as a Special Resolution:

THAT subject to the passing of Resolution 11, and in accordance with Sections 570 and 573 of the Act, the Directors be and are hereby generally empowered to allot equity securities (as defined in Section 560(1) of the Act) for cash pursuant to the authority conferred on the Directors by Resolution 11 and to sell ordinary shares from treasury for cash, as if Section 561 of the Act did not apply to any such allotment or sale, up to an aggregate nominal amount of £908,639 (being 10 per cent of the issued ordinary share capital of the Company at the date of this Notice), (or, if changed, the number representing 10 per cent of the issued share capital of the Company at the date at which this resolution is passed), such power to expire at the conclusion of the AGM of the Company to be held in 2023 (unless previously renewed, varied, revoked or extended by the Company in general meeting) save that the Company may, at any time prior to the expiry of such power, make an offer or enter into an agreement which would or might require ordinary shares to be allotted or sold from treasury after the expiry of such power and the Directors may allot or sell ordinary shares from treasury in pursuance of such an offer or agreement as if such power had not expired.

Resolution 14, as a Special Resolution:

THAT the Company be and is hereby generally and unconditionally authorised for the purpose of Section 701 of the Act to make market purchases (within the meaning of Section 693(4) of the Act) of ordinary shares of 1p each in the capital of the Company,

provided that:

- (a) the maximum number of ordinary shares which may be purchased is 136,205,021 (or if changed, the number representing 14.99 per cent of the ordinary shares in issue at the date which this resolution is passed);
- (b) the minimum price, exclusive of any expenses, which may be paid for each ordinary share is 1p;
- (c) the maximum price, exclusive of any expenses, which may be paid for each ordinary share shall be to the higher of:
 - i. an amount equal to 105 per cent of the middle market quotations for an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the date on which the ordinary shares are purchased; and
 - ii. the higher of the price of the last independent trade and the highest current independent bid on the trading venue where the purchase is carried out.

This authority shall expire at the conclusion of the AGM of the Company to be held in 2023 (unless previously revoked, varied, renewed or extended by the Company in general meeting) save that the Company may, before such expiry, enter into a contract to purchase shares which will or may be executed wholly or partly after the expiry of such authority.

Resolution 15, 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.