

## Publication of shareholder circular in connection with proposed simplification of Company's dual class share structure

Schroders plc (the “**Company**”) has today published a Circular in relation to:

- the proposals first announced on 26 April 2022 to enfranchise its Non-Voting Ordinary Shares and carry out an associated Compensatory Bonus Issue for its Ordinary Shareholders;
- a proposal to undertake a Sub-Division of all the Ordinary Shares in issue following the Enfranchisement; and
- a related proposal to put in place a typical authority (and associated waiver under Rule 9 of the Takeover Code) to permit the Company to undertake buybacks of its shares, where the board considers it appropriate as part of the Company's capital management strategy and in the best interests of shareholders.

### Notice of General Meeting and Class Meeting

For the purposes of approving these proposals, the Circular contains notices for two shareholder meetings each to be held as hybrid meetings on 15 August 2022 at 1 London Wall Place, London, EC2Y 5AU.

The first is a general meeting of Ordinary Shareholders and will start at 10.30 a.m. The second is a class meeting of Non-Voting Ordinary Shareholders and will start at 11.00 a.m. (or ten minutes after the end of the general meeting, whichever is later). The latest time to submit forms of proxy for the shareholder meetings is 11.00 a.m. on 11 August 2022.

### Expected timing and cancellation of listing of Non-Voting Ordinary Shares

If the proposals are approved by the Company's Shareholders, it is expected that the Enfranchisement, Compensatory Bonus Issue and Sub-Division will become effective on 19 September 2022, with dealings in the New Ordinary Shares also starting from 8.00 a.m. on that day.

Pursuant to Listing Rule 5.2.8, the Company hereby gives notice that, subject to receipt of shareholder approval for the relevant resolutions, the Company intends to apply for the listing of its entire class of Non-Voting Ordinary Shares on the Financial Conduct Authority's Official List to be cancelled with effect from 8.00 a.m. on 19 September 2022.

### Additional information

The Circular and associated documents have been submitted to the FCA's National Storage Mechanism (the “**NSM**”) and will be available for inspection on the NSM's website at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>. The Circular and associated documents will also be available on the Company's website at [www.schroders.com/shareholdermeetings](http://www.schroders.com/shareholdermeetings).

The expected timetable of key events is set out below, and fuller details of the proposal are set out in the Circular. All capitalised terms used in this announcement have the same meaning as in the Circular, unless otherwise stated.

## Expected Timetable

Publication of Circular	12 July 2022
Expected record date for Interim Dividend	5 August 2022
Latest time and date for receipt of Forms of Proxy (including e-proxies) and CREST Proxy Instructions for the General Meeting	11.00 a.m. on 11 August 2022
Latest time and date for receipt of Forms of Proxy (including e-proxies) and CREST Proxy Instructions for the Class Meeting	11.00 a.m. on 11 August 2022
Voting record time and date for General Meeting <sup>1</sup>	6.00 p.m. on 11 August 2022
Voting record time and date for Class Meeting <sup>2</sup>	6.00 p.m. on 11 August 2022
General Meeting	10.30 a.m. on 15 August 2022
Class Meeting	11.00 a.m. on 15 August 2022 (or ten minutes after the end of the General Meeting, whichever is later)
Expected payment date for Interim Dividend	25 August 2022
Final day for dealing in the Non-Voting Ordinary Shares	16 September 2022
Record Date for the Enfranchisement, Compensatory Bonus Issue and Sub-Division, and disablement in CREST of the Non-Voting Ordinary Shares	6.00 p.m. on 16 September 2022
Issue of Bonus Issue Shares	19 September 2022
Enfranchisement of Non-Voting Ordinary Shares into Ordinary Shares	19 September 2022 (immediately following issue of Bonus Issue Shares)
Sub-Division of Ordinary Shares	19 September 2022 (immediately following Enfranchisement of Non-Voting Ordinary Shares into Ordinary Shares)
Admission of the New Ordinary Shares (including the sub-divided Bonus Issue Shares and enfranchised and sub-divided Ordinary Shares) to the premium segment of the Official List and to trading on the Main Market	19 September 2022
Compensatory Bonus Issue Ex-Date <sup>3</sup>	8.00 a.m. on 19 September 2022
Dealings in New Ordinary Shares commence and enablement of New Ordinary Shares in CREST	On or soon after 8.00 a.m. on 19 September 2022

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Cancellation of admission and listing of the Non-Voting Ordinary Shares 19 September 2022

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Expected date by which share certificates (where relevant) are to be dispatched to certificated shareholders by 3 October 2022

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Dispatch of cheques and CREST accounts credited in respect of proceeds from sale of fractional entitlements arising as a result of the Compensatory Bonus Issue by 3 October 2022

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<sup>1</sup> Entitlement to vote at the General Meeting by appointing a proxy, and the number of votes which may be cast at the General Meeting, will be determined by reference to the Company's register of members at 6.00 p.m. on 11 August 2022 or, if the General Meeting is adjourned, not later than 48 business hours before the time appointed for the adjourned meeting (as the case may be). In each case, changes to the register of members after the relevant deadline shall be disregarded.

<sup>2</sup> Entitlement to vote at the Class Meeting by appointing a proxy, and the number of votes which may be cast at the Class Meeting, will be determined by reference to the Company's register of members at 6.00 p.m. on 11 August 2022 or, if the Class Meeting is adjourned, not later than 48 business hours before the time appointed for the adjourned meeting (as the case may be). In each case, changes to the register of members after the relevant deadline shall be disregarded.

<sup>3</sup> Unless the counterparties specifically agree otherwise, a buyer of Ordinary Shares ahead of the Compensatory Bonus Issue Ex-Date will assume the benefit to the Bonus Issue Shares, and the seller would need to pass the benefit to the buyer, even if the seller is the recorded owner at the Record Date.

**For further information, please contact:**

**Investors**

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*This announcement does not constitute an invitation to participate in the Compensatory Bonus Issue or any share buyback pursuant to the Buyback Authority in or from any jurisdiction in or from which, or to or from which, it is unlawful to make such offer under applicable securities laws or otherwise or where such offer would require a prospectus to be published. Neither this announcement, nor the Circular or any other announcement issued in connection with proposals in the Circular, may be issued or distributed to any person except under circumstances which do not constitute an offer to the public under applicable securities laws.*