

Schroders plc
(“Schroders” or “the Company”)

15 August 2022

General Meeting and Class Meeting 2022 Results

The Board of Schroders plc is pleased to announce that at the General Meeting of Ordinary Shareholders held at 10.30 a.m. today, all of the resolutions were passed. At the separate Class Meeting for Non-Voting Ordinary Shareholders, held subsequently, all the resolutions were also passed. As a result, the Company will proceed with the enfranchisement of the Non-Voting Ordinary Shares; the compensatory bonus issue to Ordinary Shareholders and the subsequent sub-division of Ordinary Shares in line with the expected timetable contained in the Shareholder Circular and as set out below. The detailed voting results for both the General Meeting and Class Meeting are below.

General Meeting Results:

	Resolution	For (including discretionary)	%	Against	%	Withheld	Votes cast as a percentage of Schroders issued ordinary share capital[†]
1	To authorise Compensatory Bonus Issue	199,836,305	99.99	26,755	0.01	8,294	88.43%
2	To authorise Allotment of Bonus Issue Shares	199,836,830	99.99	26,903	0.01	7,621	88.43%
3	To approve Enfranchisement of Non-Voting Ordinary Shares	199,822,540	99.98	40,529	0.02	8,285	88.43%
4	To authorise Sub-Division of Ordinary Shares	199,821,357	99.98	40,474	0.02	9,523	88.43%
5 [‡]	To approve the Panel’s Waiver regarding Rule 9 of the Takeover Code	86,158,991	94.30	5,204,453	5.70	323,999	77.62%
6	To adopt Stage One Articles of Association	199,815,746	99.98	38,917	0.02	16,691	88.42%
7	To adopt New Articles of Association	199,815,049	99.98	38,995	0.02	17,310	88.42%
8	To authorise Purchase of Own	199,198,661	99.67	650,753	0.33	21,940	88.42%

	Shares (if Sub-Division is approved)						
9	To authorise Purchase of Own Shares (if Sub-Division is not approved)	199,198,715	99.67	651,248	0.33	21,391	88.42%

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 11 August 2022, being the time at which a shareholder had to be registered in the register of members in order to attend and vote at the General Meeting. 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 226,022,400.

†Only the votes of independent shareholders have been counted in determining the result of General Meeting resolution 5. The Schroders issued ordinary share capital used for resolution 5 is 117,698,689 which is the total number of ordinary shares held by independent shareholders.

General Meeting resolutions 6, 7, 8, and 9 were passed as special resolutions. Copies of General Meeting resolutions 1 – 4, 6, 7, 8 and 9 will be filed at Companies House.

Class Meeting Results:

	Resolution	For (including discretionary)	%	Against	%	Withheld	Votes cast as a percentage of Schroders non-voting ordinary share capital
1	To consent to Adoption of Stage One Articles of Association	41,978,256	99.92	31,654	0.08	3,146	74.35%
2	To consent to Non-participation in Compensatory Bonus Issue	41,965,115	99.89	45,517	0.11	2,424	74.35%
3	To approve Enfranchisement of Non-Voting Ordinary Shares	41,979,057	99.93	31,169	0.07	2,830	74.35%

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' non-voting ordinary share capital as at 6pm on 11 August 2022, being the time at which a shareholder had to be registered in the register of members in order to attend and vote at the Class Meeting. 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 Non-Voting Ordinary Shares in issue at the date of this announcement is 56,505,600.

Class Meeting resolutions 1, 2 and 3 were passed as special resolutions. Copies of Class Meeting resolutions 1, 2 and 3 will be filed at Companies House.

In accordance with LR 9.6.2, a copy of the resolutions passed at the General Meeting and the Class Meeting will be submitted to the National Storage Mechanism and will be available for inspection at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>

A summary of the questions asked on the day and by email will be published on our website at www.schroders.com/shareholdermeetings

Disclosure of Rights Attached to Equity Shares

In accordance with paragraph 9.2.6E of the Listing Rules (disclosure of rights attached to equity shares), the Company has today uploaded to the National Storage Mechanism (NSM) a copy of (i) its articles of association (referred to as the “Stage One Articles” in the Shareholder Circular) which set out the principal rights and restrictions attached to its shares and (ii) its New Articles (as defined in the Shareholder Circular) which will take effect when the Compensatory Bonus Issue and the Enfranchisement become effective.

The NSM can be accessed at: <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>

Expected Timetable¹

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 ²	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
Cancellation of admission and listing of the Non-Voting Ordinary Shares	19 September 2022

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

¹ Capitalised terms take the meaning given to them in the shareholder circular and notices of general meeting and class meeting dated 12 July 2022.

² 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.

Enquiries:

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