

Schroders plc ('Schroders')

Annual General Meeting ('AGM') 2016

A poll was held on each of the resolutions proposed at the AGM held earlier today. All resolutions were passed and the results are as follows:

	Resolution	For (including discretionary)	%	Against	%	Withheld	Votes cast as a percentage of eligible Schroders issued ordinary share capital
1	To receive the Report & Accounts	190,187,137	99.60%	769,402	0.40%	1,994,546	84.49%
2	To declare the Final Dividend	192,929,709	100.00%	2,100	0.00%	19,276	85.36%
3	To approve the Remuneration report	181,872,576	95.71%	8,153,419	4.29%	2,925,090	84.07%
4	To elect Rhian Davies	192,576,425	99.82%	349,233	0.18%	25,427	85.36%
4*	To elect Rhian Davies	84,252,714	99.59%	349,233	0.41%	25,427	71.88%
5	To re-elect Michael Dobson	161,017,571	85.09%	28,210,642	14.91%	3,722,870	83.72%
6	To re-elect Peter Harrison	192,120,439	99.58%	805,719	0.42%	24,927	85.36%
7	To re-elect Richard Keers	191,273,422	99.14%	1,652,736	0.86%	24,927	85.36%
8	To re-elect Philip Mallinckrodt	191,875,286	99.46%	1,050,872	0.54%	24,927	85.36%
9	To re-elect Massimo Tosato	191,863,966	99.45%	1,062,552	0.55%	24,567	85.36%
10	To re-elect Robin Buchanan	192,636,534	99.85%	289,984	0.15%	24,567	85.36%
10*	To re-elect Robin Buchanan	84,312,823	99.66%	289,984	0.34%	24,567	71.88%
11	To re-elect Lord Howard of Penrith	180,939,343	94.91%	9,712,663	5.09%	2,229,078	84.35%

11*	To re-elect Lord Howard of Penrith	72,615,632	88.20%	9,712,663	11.80%	2,299,078	69.95%
12	To re-elect Nichola Pease	192,641,234	99.85%	290,500	0.15%	19,351	85.36%
12*	To re-elect Nichola Pease	84,317,523	99.66%	290,500	0.34%	19,351	71.89%
13	To re-elect Bruno Schroder	188,407,158	97.67%	4,491,568	2.33%	52,359	85.34%
14	To re-appoint PricewaterhouseCoopers LLP as auditors	192,096,650	99.91%	169,953	0.09%	684,482	85.07%
15	To authorise the Audit and Risk Committee to fix the auditors' remuneration	192,907,449	99.98%	38,064	0.02%	5,572	85.37%
16	To authorise political donations	192,591,574	99.83%	324,733	0.17%	34,665	85.35%
17	To renew the authority to allot shares	192,710,727	99.88%	228,593	0.12%	11,765	85.36%
18	To renew the authority to purchase own shares	192,789,789	99.92%	156,492	0.08%	4,804	85.37%
19	Notice of general meetings	187,883,627	97.41%	4,998,863	2.59%	68,594	85.34%

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 11.30am on 26 April 2016, 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 226,022,400.

Resolutions 18 and 19 were passed as special resolutions. Copies of resolutions 17, 18 and 19 will be filed at Companies House.

In accordance with Listing Rule 9.2.2E to be passed resolutions 4 and 10 to 12 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 4*, 10*, 11* and 12* above.

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 <http://www.morningstar.co.uk/uk/NSM>.

Philip Howard, Senior Independent Director, commented “The Company notes that more than 85% of shareholders who voted supported the re-election of Michael Dobson. As I have explained previously, the Board, before proposing Mr Dobson as Chairman, consulted with its major shareholders and this engagement will continue. The Board expects to appoint two new independent non-executive Directors by the end of this year at which time the Board will comprise a majority of independent Directors.”

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