

This document is important and requires your immediate attention.





Notice of Annual General Meeting

**The Annual General Meeting of Schroders plc will be held as a hybrid meeting at 1 London Wall Place, London, EC2Y 5AU and electronically via a live broadcast on 28 April 2022 at 11.30 a.m. The Notice of Annual General Meeting is set out in this document.**

**Please complete and submit a Form of Proxy or e-proxy in accordance with the instructions printed on the enclosed Form of Proxy. The Form of Proxy or e-proxy must be received no later than 11.30 a.m. on Tuesday, 26 April 2022. If you are a participant in the Share Incentive Plan, you will receive an email explaining how you can submit your voting instructions.**

**Shareholders can register the appointment of their proxy electronically via the internet at [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy) where full instructions are given. CREST members may appoint a proxy through the CREST electronic proxy appointment service.**

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant, or other professional adviser.

If you have sold or otherwise transferred all of your shares please pass this document, together with the accompanying documents, to the purchaser or transferee or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

## Schroders plc

1 London Wall Place, London, EC2Y 5AU  
Tel: 020 7658 6000  
www.schroders.com

*To the ordinary shareholders, participants in the Schroders Share Incentive Plan and, for information, to the holders of non-voting ordinary shares of Schroders plc.*

25 March 2022

Dear shareholder,

### Annual General Meeting ('AGM')

On behalf of the Board, I would like to invite you to the 2022 AGM of Schroders plc on Thursday 28 April 2022, the Notice of Meeting ('Notice') for which is attached on pages 3 to 4. More information about the Group's performance during 2021 and its strategy and governance can be found in the Annual Report and Accounts.

### Attendance

We consider the AGM to be an important part of our shareholder communications programme. The AGM will be held this year as a 'hybrid' meeting, which allows shareholders the choice of joining us in person by attending the meeting at 1 London Wall Place or by joining us remotely via a live online broadcast using the Lumi AGM platform. We will continue to enable shareholders to join remotely in future. Further details on how you can join us are set out in Appendix 1 of this Notice.

### Voting arrangements

Your vote is important to us. We strongly encourage you to vote in advance or to appoint the Chairman as your proxy if you are unable to attend and vote on the day, either in person or electronically. All votes will be by poll which means that each share carries one vote and all votes count.

Details on how to vote are included on the Form of Proxy accompanying this Notice and in Appendix 1.

Completed Forms of Proxy (including e-proxies), must be submitted to the Company's Registrar, Computershare, as soon as possible but in any event to arrive no later than 11.30 a.m. on Tuesday, 26 April 2022. If you are a participant in the Share Incentive Plan, you will receive an email explaining how you can submit your voting instructions. The voting results will be announced shortly after the AGM and will also be available on the Company's website ([www.schroders.com/agm](http://www.schroders.com/agm)).

### How to ask questions

Questions for the Board can be asked in person on the day, submitted in advance, or at the AGM through the Lumi platform. To enable the Board to answer as many shareholder questions as possible, we strongly encourage you to submit questions in advance of the AGM. Pre-submitted questions can also be emailed to [CompanySecretary@schroders.com](mailto:CompanySecretary@schroders.com). Questions that are received by email by 5 p.m. BST on Tuesday 26 April 2022 will be addressed at the AGM. A summary of the questions and answers will be made available on the Company's website as soon as practicable following the conclusion of the AGM.

### Director election

Elizabeth Corley was appointed to the Board as an independent non-executive Director on 1 September 2021. In accordance with our Articles of Association, Elizabeth is standing for election at the first AGM following her appointment. Subject to her election, Elizabeth will succeed me as Chair at the conclusion of the meeting. The process for finding my successor was led by Ian King as Senior Independent Director and more information on the process is set out in the 2021 Annual Report. We will benefit significantly from Elizabeth's experience in asset management as well as her broader business experience and her expertise in sustainability.

### Explanatory notes

Explanatory notes for each of the resolutions proposed, the voting procedure and an explanation of the business to be conducted at the AGM are set out from page 5.

### Recommendation

The Board considers that all of the resolutions as set out in the Notice are in the best interests of shareholders as a whole and the Board recommends that shareholders vote in favour of all of these resolutions, as the Directors intend to do with respect to their own ordinary shares.

I will stand down as Chairman at the conclusion of the AGM after 21 years with the Company, first as Chief Executive and for the last six years as Chairman. It has been my privilege to have had the opportunity to lead the Company over this time and I would like to thank our shareholders for their unwavering support which has allowed us to take a long term view. This has undoubtedly helped us deliver for our clients and for our shareholders.

The Board and I look forward to welcoming you to the AGM.

Yours faithfully,



**Michael Dobson**  
Chairman

Registered Office at  
the above address  
Registered number  
3909886 England

# NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2022 Annual General Meeting of Schroders plc (the “Company”) will be held as a hybrid meeting at 1 London Wall Place, London, EC2Y 5AU and electronically via a live broadcast on Thursday, 28 April 2022 at 11.30 a.m. to transact the following business:

## Resolutions

To consider and, if thought fit, pass resolutions 1 to 17 as ordinary resolutions and resolutions 18 to 20 as special resolutions.

## Annual Report and Accounts

1. That the Annual Report and Accounts of the Company for the year ended 31 December 2021 be received and adopted.

## Final dividend

2. That a final dividend of 85 pence per share on the ordinary shares and on the non-voting ordinary shares as recommended by the Directors be declared payable on 5 May 2022 to shareholders on the register on 25 March 2022.

## Remuneration report

3. That the remuneration report, as set out on pages 77 to 99, of the Annual Report and Accounts for the year ended 31 December 2021, be approved.

## Election and re-election of Directors

4. That Dame Elizabeth Corley be elected as a Director.
5. That Peter Harrison be re-elected as a Director.
6. That Richard Keers be re-elected as a Director.
7. That Ian King be re-elected as a Director.
8. That Sir Damon Buffini be re-elected as a Director.
9. That Rhian Davies be re-elected as a Director.
10. That Rakhi Goss-Custard be re-elected as a Director.
11. That Deborah Waterhouse be re-elected as a Director.
12. That Matthew Westerman be re-elected as a Director.
13. That Claire Fitzalan Howard be re-elected as a Director.
14. That Leonie Schroder be re-elected as a Director.

## Auditor

15. That Ernst & Young LLP, Chartered Accountants and Statutory Auditors, be re-appointed as auditor of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting at which accounts are laid before the Company.
16. That the Audit and Risk Committee be authorised to determine the remuneration of the auditor.

## Authority to allot shares

17. That the Directors be authorised to exercise all powers of the Company to allot equity securities up to an aggregate nominal amount of £5,000,000, such authority to expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution (unless previously revoked or varied by the Company in general meeting), save that the Company may before such expiry make an offer or enter into an agreement that would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired. For the purposes of this authority, the expression ‘equity securities’ shall mean equity securities as defined in section 560 of the Companies Act 2006, but shall not in any circumstances include ordinary shares (as defined in the Company’s Articles of Association), or any right to subscribe for, or to convert any security into, ordinary shares.

## Disapplication of pre-emption rights

18. That, subject to the passing of Resolution 17, the Board be authorised to allot non-voting ordinary shares for cash under the authority given by that resolution and/or to sell non-voting ordinary shares held by the Company as treasury shares for cash, as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be limited:
  - a. to the allotment of non-voting ordinary shares and sale of non-voting ordinary shares held as treasury shares in connection with an offer of, or invitation to apply for, non-voting ordinary shares:
    - i. to non-voting ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
    - ii. to holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary,and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with any treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and
  - b. to the allotment of non-voting ordinary shares or sale of non-voting ordinary shares held as treasury shares (otherwise than under paragraph a above) up to a nominal amount of £5,000,000,

such authority to expire at the end of the next Annual General Meeting of the Company, save that the Company may, before such expiry, make offers, and enter into agreements, which would, or might, require non-voting ordinary shares to be allotted or non-voting ordinary shares held as treasury shares to be sold after such expiry, and the Board may allot non-voting ordinary shares and/or sell non-voting ordinary shares held as treasury shares under any such offer or agreement as if the authority had not expired.

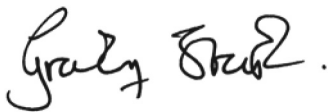
**Authority to purchase own shares**

19. That the Company be authorised for the purposes of section 701 of the Companies Act 2006 to make one or more market purchases within the meaning of section 693(4) of the Companies Act 2006 of non-voting ordinary shares of £1 each, subject to the following conditions:
- a. such authority be limited to a maximum number of 5,000,000 shares;
  - b. in the case of purchases made otherwise than by tender offer, the maximum price, exclusive of expenses, at which shares may be purchased is the higher of:
    - i. 5% above the average of the middle market quotations for the shares as derived from the London Stock Exchange Daily Official List for the five business days preceding the date of purchase; and
    - ii. the higher of the price of the last independent trade and the highest current independent purchase bid on the London Stock Exchange at the time the purchase is carried out;
  - c. in the case of a tender offer, the maximum price, exclusive of expenses, at which shares may be purchased is 5% above the average of the middle market quotations for the shares as derived from the London Stock Exchange Daily Official List for the five business days preceding the date on which the tender offer is announced;
  - d. the minimum price at which shares may be purchased is £1 per share, exclusive of expenses; and
  - e. such authority shall, unless renewed prior to such time, expire at the conclusion of the next Annual General Meeting of the Company save that the Company may before such expiry enter into a contract to purchase shares which would or might be completed or executed wholly or partly after its expiry and may make a purchase of shares in pursuance of any such contract.

**Notice of general meetings**

20. That a general meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice.

By Order of the Board.



**Graham Staples**  
Company Secretary

25 March 2022

# EXPLANATORY NOTES TO THE RESOLUTIONS

Resolutions 1 to 17 will be proposed as ordinary resolutions and resolutions 18 to 20 as special resolutions.

## Resolution 1 – Annual Report and Accounts

For each financial year the Directors are required to present the Annual Report and Accounts of the Company to shareholders.

## Resolution 2 – Final dividend

The payment of the final dividend of 85 pence per share in respect of the year ended 31 December 2021, which is recommended by the Board, requires the approval of shareholders in general meeting.

## Resolution 3 – Remuneration report

Under section 420 of the Companies Act 2006 (the 'Act'), the Directors must prepare a remuneration report detailing the remuneration of the Directors and containing a statement by the Chairman of the Remuneration Committee. The Act also requires that a resolution be put to shareholders each year for their approval of that report. This is an advisory resolution only.

## Resolutions 4 to 14 – Election and re-election of Directors

The UK Listing Rules require companies with a shareholder or shareholders who could, when acting in concert, exercise 30% or more of the voting rights of a company at a general meeting, to enter into a binding agreement with that shareholder or shareholders. This is intended to ensure that the parties to the agreement comply with certain independence provisions in the Listing Rules. The Company's principal shareholder group, who in aggregate hold or control 108,323,711 ordinary shares (47.93%) of the Company's ordinary shares are deemed to be acting in concert for these purposes and accordingly the Company is party to such agreement (the Relationship Agreement) with the members of the principal shareholder group. In these circumstances, the UK Listing Rules require the election or re-election of any independent Director by shareholders to be approved by a majority of both:

1. the shareholders of the Company; and
2. the independent shareholders of the Company (that is the shareholders of the Company entitled to vote on the election or re-election of Directors and who are not party to the Relationship Agreement).

Resolutions 4 and 7 to 12 relate to the election of Dame Elizabeth Corley and the re-election of Ian King, Sir Damon Buffini, Rhian Davies, Rakhi Goss-Custard, Deborah Waterhouse and Matthew Westerman. None of these Directors have any historic or current relationship or agreement with the Company, its other Directors or the shareholders who are party to the Relationship Agreement and therefore the Board has determined they are independent Directors (the 'Independent Directors'). The Board considers that each of the Independent Directors proposed for election or re-election brings, or continues to bring, independent challenge, oversight and advice to the Company.

Accordingly, resolutions 4 and 7 to 12 are being proposed as ordinary resolutions on which all shareholders may vote, but in addition the Company will separately count the number of votes cast by independent shareholders in favour of each resolution (as a proportion of the total votes of independent shareholders cast on the resolution) to determine whether the relevant majorities referred to above have been achieved. The Company will announce the results of resolutions 4 and 7 to 12 on this basis as well as announcing the results of the ordinary resolution of all shareholders.

If the ordinary resolution to approve the election or re-election of an Independent Director is passed, but separate approval by the independent shareholders is not given, the Listing Rules permit an existing Independent Director to remain in office pending a

further ordinary resolution of all the shareholders to approve the re-election of that Director. If separate independent shareholder approval is not given for resolutions 4 and 7 to 12 the Company intends that the relevant appointment will end 120 days from the date of the original vote, unless a further ordinary resolution for re-election is passed. If a further ordinary resolution to approve the re-election is defeated, his or her appointment will cease on such date.

Under Article 77 of the Company's Articles of Association, any Director appointed to office by the Board may only hold office until the next AGM, when shareholders have the opportunity to vote on his or her election. Dame Elizabeth Corley is seeking election. Details of the process followed in her appointment is set out on page 69 of the 2021 Annual Report and Accounts.

The Company has decided that all Directors should retire and stand for re-election by shareholders annually.

Resolutions 4 to 14 detail those Directors standing for election and retiring and standing for re-election and biographies for each Director are set out below.

**Dame Elizabeth Corley**, independent non-executive Director and a member of the Nominations Committee and Chair designate. Appointed to the Board on 1 September 2021. She is a non-executive Director of BAE Systems plc and Morgan Stanley Inc. She is Chair of the Impact Investing Institute and a Trustee of the British Museum. She has previously been the CEO of Allianz Global Investors and a non-executive Director of Pearson plc. Elizabeth is a leading figure in financial services with over 45 years' experience. Elizabeth is active in representing the investment industry and developing standards. She brings a wealth of investor, governance and boardroom experience to the Board.

**Peter Harrison** was appointed Group Chief Executive in April 2016. He was an executive Director and Head of Investment from May 2014. Having spent his whole career in the asset management industry, beginning at Schroders in 1988, Peter brings a long and successful track record in asset management and extensive industry and leadership experience. He has held roles as Chairman and Chief Executive of RWC Partners, Global Chief Investment Officer of Deutsche Asset Management and Head of Global Equities and Multi-Asset at J.P. Morgan Asset Management. He is a member of the Investment Association Board and the Impact-Weighted Accounts Initiative Leadership Council. He is a Director of FCLT Global and a member of the Advisory Board of Antler Global.

**Richard Keers** was appointed a Director and Chief Financial Officer in May 2013. With over 25 years' experience in the audits of global financial services groups, and having spent time as a Senior Audit Partner at PricewaterhouseCoopers LLP, Richard brings his extensive accounting and financial management expertise to the Board. He was a non-executive member of Lloyd's Franchise Board and Chairman of its Audit Committee from 2016 to 2019.

**Ian King**, Senior Independent Director and member of the Nominations and Remuneration Committees. Appointed Senior Independent Director in April 2018 having been a non-executive Director since January 2017. Having held a number of leadership positions in major multinational companies, and having capital markets experience both as an executive and non-executive director, Ian brings strong global leadership experience which is of great value to the Group as we continue to grow our business internationally. He was Chief Executive of BAE Systems plc from 2008 to 2017. Prior to this, he was Chief Executive of Alenia Marconi Systems. He also served as a non-executive Director and Senior Independent Director of Rotork plc until June 2014. He is Senior Adviser to the Board of Gleacher Shacklock LLP, Chairman of Senior plc, Director of High Speed Two (HS2) Limited and lead non-executive Director for the Department of Transport.

**Damon Buffini**, independent non-executive Director, Chairman of the Remuneration Committee and member of the Nominations Committee. Appointed as a non-executive Director in February 2018. Damon has over 25 years' experience in private equity. He brings his broad and highly successful business experience in relation to the Group's overall range of strategic opportunities, particularly in the area of private assets which is one of the Group's growth priorities. He was Managing Partner of Permira from 1997 to 2007 before becoming Chairman. He is Chair of the National Theatre and Chair of the Royal Anniversary Trust UK. Damon is also a non-executive Director of the BBC and Chair of the Culture Recovery Board.

**Rhian Davies**, independent non-executive Director, Chairman of the Audit and Risk Committee and member of the Nominations and Remuneration Committees. Appointed as a non-executive Director in July 2015. Rhian's background as a qualified accountant is a specific strength given her role as Chairman of the Audit and Risk Committee. With extensive experience as a partner of a private equity fund manager, Rhian brings financial and industry knowledge to the Board, particularly in the area of private assets. She was a partner at Electra Partners, an independent private equity fund manager, until June 2015 and then a Senior Adviser until March 2017.

**Rakhi Goss-Custard**, independent non-executive Director and member of the Nominations and Audit and Risk Committees. Appointed as a non-executive Director in January 2017. Rakhi's experience in the digital world through her work at Amazon and, more recently through her experience as a non-executive director on other boards, is highly valuable to the Group as digital has an increasingly important impact on the asset management industry. She has previously been a non-executive Director of Intu plc. She is a non-executive Director of Kingfisher plc and Rightmove plc.

**Deborah Waterhouse**, independent non-executive Director and a member of the Nominations and Audit and Risk Committees. Appointed as a non-executive Director in March 2019. She has been the CEO of ViiV Healthcare, a major international business, since 2017. ViiV Healthcare is a leading global company, majority owned by GlaxoSmithKline (GSK) and focused on advancing science into HIV treatment, prevention and care. She is a member of the GSK Corporate Executive Team. Deborah brings her experience as Chief Executive of a major international business operating in many of the markets in which we are active, which is of great benefit as we continue to grow our business internationally.

**Matthew Westerman**, independent non-executive Director and member of the Nominations, Audit and Risk and Remuneration Committees. Appointed as a non-executive Director in March 2020. He was Managing Director and Joint Chief Executive of ABN AMRO Rothschild and became a partner at Goldman Sachs in 2002. He subsequently left in 2016 to become Co-Head of Global Banking at HSBC. He left in 2017 and is currently a director of MW&L Capital Partners, a private investment company. He is Chairman of the Board of Trustees of the Imperial War Museum Foundation, Fellow of Balliol College, Oxford and Trustee of the UK Holocaust Memorial Foundation. Matthew brings significant experience of global financial markets after a distinguished career in investment banking.

At the conclusion of the 2022 AGM, Matthew Westerman will succeed Damon Buffini as Chairman of the Remuneration Committee. Damon will remain a member of the Committee. Matthew joined the Committee in November 2020 and has experienced a full remuneration cycle.

**Claire Fitzalan Howard**, non-executive Director and member of the Nominations Committee. Appointed as a non-executive Director in April 2020. She has previously been a non-executive Director of Gauntlet Insurance Services. She is a non-executive Director of Caledonia Investments plc, Director of the Schroder Charity Trust and a Trustee of a number of charitable foundations. Claire brings experience of family-owned businesses in financial services and from her non-executive roles. She is a descendant of John Henry Schroder, co-founder of the Schroders business in 1804. Claire's appointment reflects the commitment to Schroders of the principal shareholder group which has been an important part of Schroders' success over the long term.

**Leonie Schroder**, non-executive Director and member of the Nominations Committee. Appointed as a non-executive Director in March 2019. Leonie has held a number of roles in the charity sector. She is a Director of the Schroder Charity Trust and a number of private limited companies. She is a descendant of John Henry Schroder, co-founder of the Schroders business in 1804. Leonie's appointment reflects the commitment to Schroders of the principal shareholder group which has been an important part of Schroders' success over the long term.

### **Recommendation**

Prior to recommending to the Board that the non-executive Directors be elected or re-elected, the Nominations Committee considered their independence, time commitment and effectiveness and is satisfied that all non-executive Directors continue to fulfil their fiduciary and statutory duties. As Rhian Davies has served more than six years with the Company, the proposal for her re-election was given particular consideration. The Committee unanimously agreed that Rhian continued to make a very high quality contribution to the Board's deliberations and therefore recommended her re-election to the Board. In addition, the Board reviewed actual, potential and perceived conflicts of interest for each Director and following the completion of the Board evaluation process for 2021, the Chairman confirms on behalf of the Board that each of the Directors standing for election and re-election continues to be effective and demonstrates commitment to their respective roles.

Accordingly, the election and re-election of each of the Directors under resolutions 4 to 14 is recommended.

### **Resolutions 15 and 16 – Auditor**

At each AGM when accounts are presented the Company is required by the Act to appoint its auditor. The Board, on the unanimous recommendation of the Audit and Risk Committee, is proposing to shareholders the re-appointment of Ernst & Young LLP as auditor.

Resolution 16 authorises the Audit and Risk Committee to determine the remuneration of Ernst & Young LLP for their services as auditor.

### **Resolution 17 – Authority to allot shares**

Under the Act, the Directors may not issue shares in the Company without the authority of shareholders in general meeting, except for the issue of shares under the Company's employee share plans. If approved by shareholders, this resolution would renew the authority given by shareholders at the 2021 AGM and permit the Directors to issue non-voting ordinary shares or rights to subscribe for, or convert securities into, non-voting ordinary shares up to an aggregate nominal amount of £5,000,000. The authority would not permit the Directors to issue ordinary shares or to grant rights to subscribe for, or convert securities into, ordinary shares. The maximum amount of the authority is equal to approximately 1.76% of the Company's total issued share capital and approximately 8.84% of its issued non-voting ordinary share capital, in each case as at 14 March 2022, being the latest practicable date prior to the publication of this document.



The authority sought by this resolution will expire at the conclusion of the next AGM of the Company. The authority sought by this resolution will provide flexibility for the Directors to issue non-voting ordinary shares where they believe it is in the interests of shareholders do so. As at 14 March 2022, the Company did not hold any ordinary or non-voting ordinary shares in treasury.

### **Resolution 18 – Disapplication of pre-emption rights**

If passed, this resolution would allow the Directors to allot non-voting ordinary shares for cash and/or sell non-voting ordinary shares held as treasury shares without having to offer such shares to existing non-voting ordinary shareholders:

- a. in connection with a rights issue or other pre-emptive issue; or
- b. up to a nominal value of £5,000,000, which is approximately 1.76% of the Company's total issued share capital (and 8.84% of its issued non-voting ordinary share capital) as at 14 March 2022, being the latest practicable date prior to the publication of this document.

This disapplication authority is within the limits set by the Pre-Emption Group's Statement of Principles 2015 (the 'Statement of Principles').

Annual renewal of this authority will be sought in accordance with best practice and in line with the Statement of Principles. There are no current plans to allot shares pursuant to the authority under resolution 17, however, the Directors wish to ensure that the Company has maximum flexibility in managing the Group's capital resources.

The authority sought and the limits set by this resolution will also apply to any sale or transfer of non-voting ordinary shares held as treasury shares. The Directors consider it prudent to have the flexibility to buy back non-voting ordinary shares into treasury and subsequently to sell or to transfer them, if appropriate. This will enable them to act on short notice in appropriate circumstances if that is in the best interests of the Company.

In line with the Statement of Principles, the Directors confirm they do not intend to issue pursuant to the authority under this resolution more than 7.5% of the issued share capital of the Company on a non pre-emptive basis in any rolling three year period, without prior consultation with shareholders.

This authority will expire at the conclusion of the AGM of the Company in 2023.

### **Resolution 19 – Authority to purchase own shares**

If passed, resolution 19 would renew the Company's general authority to make purchases of its non-voting ordinary shares. This authority relates to 5,000,000 shares, representing approximately 1.76% of the Company's total issued share capital and 8.84% of its issued non-voting ordinary share capital as calculated at 14 March 2022 being the latest practicable date prior to the publication of this document. The authority sets limits on the price which may be paid for any shares and is limited to market purchases on the London Stock Exchange or (so far as required under the UK Listing Rules) market purchases by tender offer to all shareholders.

In recent years, this authority has been used with a view to maintaining the ratio of ordinary shares to non-voting ordinary shares over the medium term, taking into account the issue of non-voting ordinary shares under the Company's share plans or pursuant to the authority to allot shares conferred on the Directors. In addition, purchases may also be undertaken at the Directors' discretion where they consider them to be otherwise appropriate. Purchases under this authority would only be made where the Directors believed that they were in the best interests of the Company, taking into account other available investment

opportunities and the overall financial position of the Group, and where earnings per share would be increased (except possibly in respect of purchases made in relation to the issue of non-voting ordinary shares under the Company's share plans).

If the Company were to purchase any non-voting ordinary shares pursuant to this authority, the Directors would consider whether to cancel those shares or (subject to the limits allowed by company law) hold them as treasury shares.

In the period since the previous authority was renewed at the last AGM in 2021 and up to 14 March 2022, being the last practicable date prior to the publication of this document, no non-voting ordinary shares have been purchased and cancelled. As of 14 March 2022, there were no options or warrants to subscribe for ordinary or non-voting ordinary shares and there were no ordinary or non-voting ordinary shares held in treasury.

The authority given by this resolution would, unless renewed prior to such time, expire at the conclusion of the next AGM of the Company save that the Company may before such expiry enter into a contract to purchase shares which would or might be completed or executed wholly or partly after its expiry and may make a purchase of shares in pursuance of any such contract.

### **Resolution 20 – Notice of general meetings**

Under the Act, the Company may call a general meeting, other than an AGM, by giving 14 days' clear notice to shareholders. Under the Companies (Shareholders' Rights) Regulations 2009 this period is extended to 21 clear days unless the Company has obtained shareholder approval for a shorter period. This resolution would maintain the current position as agreed by shareholders at the 2021 AGM.

AGMs will still require at least 21 clear days' notice. The shorter notice period would not be used as a matter of routine but only where the flexibility was merited by the business of the meeting and was thought to be in the interests of shareholders as a whole.

# SHAREHOLDER NOTES

## 1. Attending the AGM

We consider the AGM to be an important part of our shareholder communications programme. The AGM will be held this year as a 'hybrid' meeting, which allows shareholders the choice of joining us in person by attending the meeting at 1 London Wall Place or by joining us remotely via a live online broadcast using the Lumi AGM platform.

If you wish to attend the AGM remotely, you can do this by accessing the Lumi AGM website, <https://web.lumiagm.com/153-262-050>. Full details of how to join are set out in Appendix 1, including information on how to ask questions at or before the meeting.

The electronic facility, Lumi, will be launched from the date of dispatch of the Notice of the Meeting.

## 2. Entitlement to vote

Ordinary shareholders entitled to attend and to speak and vote at the meeting are entitled to appoint a proxy to exercise all or any of their rights to attend, speak and vote on their behalf at the meeting. An ordinary shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. A Form of Proxy for ordinary shareholders which may be used to make such appointment and give proxy instructions accompanies this Notice. Non-voting ordinary shareholders have no right to attend or speak or vote at the AGM. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast there at will be determined by reference to the Register of Members of the Company at 6 p.m. on 26 April 2022 (or in the event of any adjournment at 6 p.m. on the date which is two days before the date of the adjourned meeting excluding any non-working days). Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.

## 3. Voting

All resolutions will be voted on a poll at the AGM. Votes will be counted immediately following the meeting and the results will be published via the Regulatory News Service as soon as possible after the meeting and will also be available on our website. The return of a completed Form of Proxy, e-proxy, other proxy instrument or any CREST Proxy Instruction (as described in paragraph 8) will not prevent a shareholder from attending the AGM and voting in person or online if he/she wishes to do so. Your vote is important to us. If you are unable to attend remotely or in person and vote on the day, we strongly encourage you to vote in advance of the AGM or by appointing the Chairman as your proxy.

If you are a participant in the Share Incentive Plan, you will receive an email explaining how you can submit your voting instructions.

Shareholders are reminded of their right under section 360BA of the Act to request, within thirty days of the general meeting, information which enables them to determine that their vote on a poll at the general meeting was validly recorded and counted by the Company.

## 4. Right to appoint a proxy

To be valid, any Form of Proxy or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at the Company's Registrar, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY no later than 11.30 a.m. on Tuesday, 26 April 2022.

## 5. Electronic proxy voting through the internet

Ordinary shareholders who prefer to register the appointment of their proxy electronically via the internet can do so at [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy) where full instructions are given. The Control Number, PIN and shareholder reference number (SRN) printed on the Form of Proxy will be required. A proxy appointment made electronically will not be valid if not sent to [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy) or if received after 11.30 a.m. on Tuesday, 26 April 2022. Any communication found to contain a computer virus will not be accepted.

## 6. Nominated persons

Any person to whom this Notice is sent who is a person nominated under section 146 of the Act to enjoy information rights (a 'Nominated Person') may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights. The statement of the rights of ordinary shareholders in relation to the appointment of proxies in paragraphs 2 to 5 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by ordinary shareholders of the Company.

## 7. Total voting rights

As at 14 March 2022 (being the last practicable date prior to the publication of this Notice) the Company's issued share capital consisted of 226,022,400 ordinary shares, carrying one vote each, and 56,505,600 non-voting ordinary shares. No ordinary shares or non-voting ordinary shares were held in treasury. Therefore, the total voting rights in the Company as at 14 March 2022 were 226,022,400.

## 8. Electronic voting through CREST

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed (a) service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID 3RA50) by 11.30 a.m. on Tuesday, 26 April 2022. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means. CREST members and, where applicable, their CREST sponsors, or voting service providers, should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting

service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

## 9. Corporate representatives

Any corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all of its powers as a member provided that not more than one corporate representative exercises powers over the same share.

## 10. Documents for inspection

The following documents will be available for inspection at the office of Schroders plc, 1 London Wall Place, London, EC2Y 5AU from the date of dispatch of the Notice convening the AGM during normal business hours on weekdays, and for at least 15 minutes prior to and during the AGM:

- Copies of the Executive Directors' service contracts
- Copies of letters of appointment of the non-executive Directors

So that appropriate arrangements can be made for shareholders wishing to inspect documents, we request that shareholders contact the Company Secretary by email at [CompanySecretary@Schroders.com](mailto:CompanySecretary@Schroders.com) in advance of any visit to ensure that access can be arranged.

## 11. Members' right to have a matter of business dealt with at the meeting

Under section 338 and section 338A of the Act, members meeting the threshold requirements in those sections have the right to require the Company to:

- give, to members of the Company entitled to receive notice of the meeting, notice of a resolution which may properly be moved and is intended to be moved at the meeting; and/or
- include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise), (b) it is defamatory of any person, or (c) it is frivolous or vexatious.

Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the Company not later than the date which is six clear weeks before the meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

## 12. Publication of website statement

Pursuant to requests made by shareholders of the Company meeting the threshold requirements set out in section 527 of the Act, the Company may be required to publish on a website a statement setting out any matter relating to:

- the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or
- any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Act.

The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Act to publish on a website.

## 13. Right to ask questions at the AGM

Questions for the Board can be asked in person on the day, submitted in advance or at the AGM through the Lumi platform. To enable the Board to address as many shareholder questions as possible, we would request that where possible, questions are submitted in advance of the AGM. Pre-submitted questions can also be emailed to [CompanySecretary@schroders.com](mailto:CompanySecretary@schroders.com). Questions that are received by email by 5 p.m. BST on Tuesday, 26 April 2022 will be addressed at the AGM.

If multiple questions on the same topic are received in advance of the AGM, the Chairman may choose to provide a single answer to address shareholder queries on the same topic.

The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need to be given if:

- to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
- the answer has already been given on a website in the form of an answer to a question; or
- it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

## 14. Joint holders

In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted.

Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

## 15. Shareholder information

A copy of this Notice of Meeting, and any other information required by section 311A of the Act, can be found at [www.schroders.com/agm](http://www.schroders.com/agm).

## **16. Queries about the AGM**

Except as provided above, members who have general queries about the AGM should contact the Company at its registered office address, for the attention of the Company Secretary, or by email to [CompanySecretary@Schroders.com](mailto:CompanySecretary@Schroders.com).

Shareholders may not use any electronic address provided either in this Notice of Meeting or any related documents (including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated. Shareholders may not use any telephone number set out in this document for the purpose of lodging instructions for the AGM. Similarly, the Company's website may not be used to send documents or instructions for the AGM.

## **17. Processing your personal data**

Personal data provided by or on behalf of shareholders in connection with the AGM may be processed by the Company and any third party to whom it discloses such data in connection with the holding of the AGM (including the Company's Registrar) for the purposes of compiling and updating the Company's records in connection with the AGM, fulfilling its legal obligations and handling the rights exercised by shareholders. The Company shall process such personal data in accordance with its privacy policy, a copy of which is available at [www.schroders.com/en/privacy-policy/](http://www.schroders.com/en/privacy-policy/).

## **18. Photography and Broadcast**

The AGM will be broadcast live and we may arrange for photographs to be taken through the premises for the duration of the AGM. These will be kept in the Company's photo library and may be used in future publications online or in print. If you attend the AGM in person you may be included in photographs, the virtual meeting or in the webcast. The Company shall process such personal data in accordance with its privacy policy, a copy of which is available at [www.schroders.com/en/privacy-policy/](http://www.schroders.com/en/privacy-policy/).

We are making an electronic facility available for ordinary shareholders for the AGM, giving you the opportunity to join us online, using your smartphone, tablet or computer. If you choose to join us online, you will be able to hear the presentations from the Board, ask questions and vote during the meeting.



To join the meeting online you will need to:

Visit <https://web.lumiagm.com/153-262-050> on your smartphone or computer. This is available on internet browsers such as Edge, Chrome, Firefox and Safari.

**On accessing the meeting website, you may be asked to enter a Meeting ID which is; 153-262-050.**

**You will then be prompted to enter your unique shareholder reference number (SRN) and PIN. These can be found printed on your Form of Proxy. If you are unable to access your SRN or PIN, please contact the Company's Registrar, Computershare Investor Services PLC, by calling the shareholder helpline on +44 (0800) 923 1530. Lines are open 8.30 a.m. to 5.30 p.m. Monday to Friday (excluding public holidays in England & Wales).**

**Duly appointed proxies and corporate representatives:** If you are appointed as a proxy or your shares are held in a nominee account and you wish to join the AGM online you will need to contact your nominee so that they can obtain your SRN and PIN from Computershare, the Company's Registrar. You will need to do this at least 48 hours in advance of the AGM.

Once your information has been authenticated, an information screen will be displayed and you will be able to view Company information, ask questions and join the live meeting on 28 April 2022. Access to the live meeting will be available from 11.00 a.m. on 28 April 2022 and the meeting will commence at 11.30 a.m. Please note your ability to vote will not be enabled until the Chairman formally declares the poll open.



#### Broadcast

The meeting will be broadcast in audio and video format. Once logged in, and at the commencement of the meeting, you will be able to listen to the meeting on your device.



#### Voting

Once the Chairman has formally opened voting, the list of resolutions will automatically appear on your screen. Select the option that corresponds with how you wish to vote.

Once you have selected your vote, the option will change colour and a confirmation message will appear to indicate your vote has been cast and received, there is no submit button.

To vote on all resolutions displayed select the "vote all" option at the top of the screen.

To change your vote, reselect your choice. To cancel your vote, select the "cancel" button. You will be able to do whilst the poll remains open and before the Chairman announces its closure.



#### Questions

Shareholders, corporate representatives or appointed proxies may ask questions at the AGM.

To ask a question select the messaging icon from within the navigation bar and type your question at the top of the screen. To submit your question, click on the arrow icon to the right of the text box.

If multiple questions on the same topic are received in advance of the AGM, the Chairman may choose to provide a single answer to address shareholder queries on the same topic.

#### Requirements

An active internet connection is always required in order to allow you to cast your vote when the poll opens, submit questions and view the broadcast. It is the user's responsibility to ensure you remain connected for the duration of the meeting.

As well as having the latest internet browser installed, users must ensure their device is up to date with the latest software release.







EST. 1804