

Schroders plc ('Schroders')

Annual General Meeting ('AGM') 2015

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 | 188,804,927 | 99.98 | 34,460 | 0.02 | 123,994 | 83.55% |
| 2 | To declare the Final Dividend | 188,856,972 | 100.00 | 69 | 0.00 | 106,340 | 83.56% |
| 3 | To approve the Remuneration report | 181,259,755 | 96.87 | 5,852,814 | 3.13 | 1,858,201 | 82.78% |
| 4 | To elect Peter Harrison | 184,285,495 | 97.58 | 4,569,357 | 2.42 | 108,488 | 83.56% |
| 5 | To re-elect Andrew Beeson | 187,698,199 | 99.39 | 1,157,681 | 0.61 | 107,460 | 83.56% |
| 6 | To re-elect Michael Dobson | 184,466,668 | 97.68 | 4,389,201 | 2.32 | 107,471 | 83.56% |
| 7 | To re-elect Richard Keers | 184,060,002 | 97.46 | 4,795,767 | 2.54 | 107,571 | 83.56% |
| 8 | To re-elect Philip Mallinckrodt | 184,285,639 | 97.58 | 4,569,730 | 2.42 | 107,971 | 83.56% |
| 9 | To re-elect Massimo Tosato | 184,284,276 | 97.58 | 4,570,664 | 2.42 | 108,400 | 83.56% |
| 10* | To re-elect Ashley Almanza | 79,260,633 | 98.42 | 1,271,036 | 1.58 | 107,960 | 68.42% |
| 10 | To re-elect Ashley Almanza | 187,584,344 | 99.33 | 1,271,036 | 0.67 | 107,960 | 83.56% |
| 11* | To re-elect Robin Buchanan | 80,201,721 | 99.59 | 330,448 | 0.41 | 107,460 | 68.42% |
| 11 | To re-elect Robin Buchanan | 188,525,432 | 99.83 | 330,448 | 0.17 | 107,460 | 83.56% |
| 12* | To re-elect Lord Howard of Penrith | 80,077,740 | 99.46 | 436,074 | 0.54 | 125,815 | 68.41% |
| 12 | To re-elect Lord Howard of Penrith | 188,401,451 | 99.77 | 436,074 | 0.23 | 125,815 | 83.55% |
| 13* | To re-elect Nichola Pease | 80,200,636 | 99.59 | 331,882 | 0.41 | 107,111 | 68.42% |
| 13 | To re-elect Nichola Pease | 188,524,347 | 99.82 | 331,882 | 0.18 | 107,111 | 83.56% |
| 14 | To re-elect Bruno Schroder | 179,650,635 | 95.31 | 8,835,448 | 4.69 | 477,257 | 83.39% |

| | | | | | | | |
|----|--|-------------|-------|-----------|------|---------|--------|
| 15 | To re-appoint PricewaterhouseCoopers LLP as auditors | 183,332,442 | 97.11 | 5,460,683 | 2.89 | 177,645 | 83.53% |
| 16 | To authorise the Audit and Risk Committee to fix the auditors' remuneration. | 185,459,271 | 98.20 | 3,404,652 | 1.80 | 106,847 | 83.56% |
| 17 | To renew the authority to allot shares | 188,486,905 | 99.80 | 369,988 | 0.20 | 106,447 | 83.56% |
| 18 | To renew the authority to purchase own shares | 188,824,432 | 99.98 | 32,068 | 0.02 | 106,840 | 83.56% |
| 19 | Notice of general meetings | 182,736,133 | 96.76 | 6,128,196 | 3.24 | 106,440 | 83.56% |

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 28 April 2014, 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.

Following changes to the Listing Rules which took effect in May 2014, Resolutions 10 to 13 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 10*, 11*, 12* and 13* 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>.

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