

This document is important and  
requires your immediate attention.



# Schroders

Notice of Annual  
General Meeting

# Notice of Annual General Meeting

The Annual General Meeting of Schroders plc will be held on 27 April 2017 at 31 Gresham Street, London EC2V 7QA, at 11.30 a.m. The Notice of Annual General Meeting is set out in this document.

**Whether or not you propose to attend the Annual General Meeting, 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 by not less than 48 hours before the time of the holding of the Annual General Meeting. Participants in the Schroders Share Incentive Plan should complete**

**and submit a Form of Direction by 5.30 pm on Monday, 24 April 2017. 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

## Schroders plc

31 Gresham Street, London EC2V 7QA  
Tel: 020 7658 6000 Fax: 020 7658 3977  
www.schroders.com

*To the Company's ordinary shareholders and, for information, to the holders of non-voting ordinary shares.*

17 March 2017

Dear shareholder,

### **Annual General Meeting ('AGM')**

On behalf of the Board, I would like to invite you to the 2017 AGM of the Company, the notice of meeting for which is attached at page 2. It gives me great pleasure to report that Schroders delivered record results in 2016, benefitting from our diversified business model and, in particular, the strength of our international franchise as sterling weakened. More information about the Group's performance during 2016 and its strategy and governance can be found in the Annual Report and Accounts.

I would like to draw your attention to the following resolutions that are to be proposed at the AGM.

### **Remuneration policy**

Resolution 4 seeks approval of the Directors' remuneration policy, which can be found on pages 75 to 81 of the Annual Report and Accounts. This sets out the Company's proposed policy on Directors' remuneration, including Directors' fixed and variable pay and the granting of share awards. As required by the Companies Act 2006 shareholders will have a binding vote on Resolution 4 and, if approved, the policy will be effective from the date of the AGM until it is replaced by a new shareholder-approved policy. We are not seeking to change materially our policy from that which is currently in operation. We believe that our remuneration policy continues to be effective, but we have made some important changes to align further the interests of management with the interests of shareholders and clients. A summary of the key changes is set out on page 69 of the Annual Report and Accounts.

### **Election of Directors**

Resolutions 5 and 6 seek approval for the election of Ian King and Rakhi Goss-Custard respectively. When I became Chairman I said we would appoint two additional independent non-executive Directors to the Board by the end of 2016. After a thorough review of the attributes we were looking for in these two candidates and an extensive search, we were delighted to announce in December that Ian and Rakhi would join the Board on 1 January 2017. With their appointment the Board has a majority of independent Directors.

Explanatory notes for each of the resolutions proposed, voting procedure and an explanation of the business to be conducted at the AGM are set out from page 3.

### **Voting arrangements**

Voting on the resolutions will be conducted by way of a poll as this gives as many shareholders as possible the opportunity to vote (whether they vote in person at the meeting or by proxy) and I would like to encourage all shareholders to take an active part in voting. Details on how to vote are included on the Form of Proxy and/or Form of Direction included with this notice.

Completed Forms of Proxy (including e-proxies) and, for employee participants in the Schroders Share Incentive Plan, Forms of Direction, 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, 25 April 2017 and 5.30 p.m. on Monday, 24 April 2017 respectively. The result of the poll will be announced shortly after the AGM and will also be available on the Company's website.

### **Recommendation**

The Board considers that all of the resolutions as set out in the notice are in the interests of shareholders 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.

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 2017 Annual General Meeting of Schroders plc (the 'Company') will be held at 31 Gresham Street, London EC2V 7QA on Thursday, 27 April 2017 at 11.30 a.m. to transact the following business:**

## Resolutions

To consider and, if thought fit, pass resolutions 1 to 18 as ordinary resolutions and resolutions 19 and 20 as special resolutions.

## Annual Report and Accounts

1. That the Directors' report and the accounts of the Company for the year ended 31 December 2016 be received and adopted.

## Final dividend

2. That a final dividend of 64 pence per share on the ordinary shares and on the non-voting ordinary shares as recommended by the Directors be declared payable on 4 May 2017 to shareholders on the register on 31 March 2017.

## Remuneration report

3. That the remuneration report (other than the part containing the Directors' remuneration policy) as set out on pages 68 to 74 and 82 to 96 of the Annual Report and Accounts for the financial year ended 31 December 2016, be approved.

## Remuneration policy

4. That the Directors' remuneration policy, as set out on pages 75 to 81 of the Annual Report and Accounts for the year ended 31 December 2016, be approved.

## Election and re-election of Directors

5. That Ian King be elected as a Director.
6. That Rakhi Goss-Custard be elected as a Director.
7. That Michael Dobson be re-elected as a Director.
8. That Peter Harrison be re-elected as a Director.
9. That Richard Keers be re-elected as a Director.
10. That Lord Howard of Penrith be re-elected as a Director.
11. That Robin Buchanan be re-elected as a Director.
12. That Rhian Davies be re-elected as a Director.
13. That Nichola Pease be re-elected as a Director.
14. That Philip Mallinckrodt be re-elected as a Director.
15. That Bruno Schroder be re-elected as a Director.

## Auditors

16. That PricewaterhouseCoopers LLP be reappointed as auditors 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.
17. That the Audit and Risk Committee be authorised to determine the remuneration of the auditors.

## Authority to allot shares

18. 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 on 27 July 2018 or at the conclusion of the next Annual General Meeting of the Company after the passing of

this resolution (whichever is earlier) (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.

## 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 14,100,000 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

17 March 2017

### **Explanatory notes to the resolutions**

Resolutions 1 to 18 will be proposed as ordinary resolutions and resolutions 19 and 20 as special resolutions.

#### **Resolution 1 – Annual Report and Accounts**

For each financial year the Directors are required to present the Directors' report and the accounts of the Company to shareholders.

#### **Resolution 2 – Final dividend**

The payment of the final dividend of 64 pence per share in respect of the year ended 31 December 2016, 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.

#### **Resolution 4 – Remuneration policy**

Under section 439A of the Act, the Directors must separately propose for approval by shareholders a remuneration policy for the Company's Directors (the 'Directors' remuneration policy'), set out in the Remuneration report, at least every three years. The Directors' remuneration policy is set out on pages 75 to 81 of the Annual Report and Accounts and an explanation of the changes from the policy approved by shareholders at the 2014 AGM is set out on page 69. Shareholders will have a binding vote on this resolution. Once the Directors' remuneration policy is approved, it will take effect from the date of approval by shareholders and will apply until replaced by a new or amended policy. Once effective, the Company will not be able to make a remuneration payment to a current or prospective Director or a payment for loss of office to a current or past Director, unless that payment is consistent with the policy or has been approved by a resolution of shareholders.

#### **Resolution 5, 6 and 10 to 13 – Election and re-election of Directors**

Following changes made to the UK Listing Rules in May 2014 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, are required 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. Accordingly, on 14 November 2014, the Company entered into such an agreement (the 'Relationship Agreement') with a number of shareholders who own or control 108,323,711 ordinary shares (47.93%) of the Company's ordinary shares (and associated voting rights). 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 5, 6 and 10 to 13 relate to the election of Ian King and Rakhi Goss-Custard and the re-election of Lord Howard of Penrith, Robin Buchanan, Rhian Davies and Nichola Pease. 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 5, 6 and 10 to 13 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 5, 6 and 10 to 13 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 election or re-election of that Director. If separate independent shareholder approval is not given for resolutions 5, 6 and 10 to 13, the Company intends that the relevant appointment will end 120 days from the date of the original vote, unless a further ordinary resolution for election or re-election is passed. If a further ordinary resolution to approve the election or re-election is defeated, his or her appointment will cease on that date.

#### **Resolutions 5 and 6**

Under Article 75 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. Accordingly, Ian King and Rakhi Goss-Custard, who were appointed to the Board on 1 January 2017, are seeking election. Details of the process followed in appointing Ian King and Rakhi Goss-Custard are set out on page 57 of the Annual Report and Accounts. The Board supports the election of Ian King and Rakhi Goss-Custard, whose biographies are set out below.

Ian King, 60, was appointed a non-executive Director and member of the Nominations Committee in January 2017. He was appointed Chief Executive of BAE Systems plc in 2008 having been originally appointed to the BAE board as Chief Operating Officer, UK and Rest of the World in 2007. Prior to this, he was Chief Executive of Alenia Marconi Systems, having previously served as Finance Director of Marconi Electronic Systems. He also served as a non-executive Director and Senior Independent Director of Rotork plc until June 2014.

Rakhi Goss-Custard, 42, was appointed a non-executive Director and member of the Nominations Committee in January 2017. Rakhi is an experienced executive in digital retailing having spent 11 years at Amazon. Prior to joining Amazon, Rakhi held roles at TomTom and in management consultancy in the US. Rakhi is a non-executive Director of Kingfisher plc, Rightmove plc, Intu Properties plc and AIM listed Be Heard plc.

## Resolutions 7 to 15

The Company has decided that all Directors should retire and stand for re-election by shareholders annually. Accordingly, resolutions 7 to 15 detail those Directors retiring and standing for re-election.

Biographies for each Director standing for re-election are set out below.

Michael Dobson, 64, was appointed Chairman in April 2016, having been Chief Executive since November 2001. He is Chairman of the Nominations Committee. He first joined the Board as a non-executive Director in April 2001. Prior to joining Schroders he was previously Chief Executive of Morgan Grenfell Group and a member of the Board of Managing Directors of Deutsche Bank AG. He is a member of the FCA Practitioner Panel and the President's Committee of the Confederation of British Industry.

Peter Harrison, 50, was appointed Group Chief Executive in April 2016. He was previously an executive Director and Head of Investment from May 2014. He began his career at Schroders as a graduate in 1988 and subsequently held roles at Newton Investment Management, JP Morgan Asset Management as Head of Global Equities and Multi-asset and at Deutsche Asset Management as Global Chief Investment Officer. He was Chairman and Chief Executive of RWC Partners before re-joining Schroders as Global Head of Equities in March 2013. He is a Director of the Investment Association and will become its Chairman in May 2017.

Richard Keers, 53, was appointed a Director and Chief Financial Officer in May 2013. He is a chartered accountant and was a Senior Audit Partner of PricewaterhouseCoopers LLP (PwC) until May 2013. He became a partner of PwC in 1997 and has 25 years' experience in the audits of global financial services groups. His experience includes time spent in PwC's New York, Sydney, Edinburgh and London offices. He is a non-executive member of Lloyd's Franchise Board and Chairman of its Audit Committee.

Lord Howard of Penrith, 71, Senior Independent Director, Chairman of the Remuneration Committee, member of the Audit and Risk and Nominations Committees. Appointed Senior Independent Director in April 2015, having been a non-executive Director since November 2008. He was previously Deputy to the Chairman of Lehman in Europe until 1998 and was the Partner in charge of international fixed income at Phillips & Drew. He was also Chairman of Tarchon Capital Management LLP from 1998 until March 2013. He is the Senior Adviser at Beazley plc having previously held the position of Chief Investment Officer until the end of 2015.

Robin Buchanan, 64, independent non-executive Director and member of the Audit and Risk, Remuneration and Nominations Committees. Appointed a non-executive Director in March 2010. He was the Senior Partner of Bain & Company Inc. in the UK for 12 years and remains a senior adviser. He was Dean and President of London Business School. He is a chartered accountant and holds an MBA (Harvard Business School). Most recently he served as Chairman of PageGroup plc until December 2015. He is Chairman of the Investment Committee of Access Industries, a non-executive Director of LyondellBasell Industries N.V. and a senior adviser to Collier Capital Ltd.

Rhian Davies, 52, independent non-executive Director, Chairman of the Audit and Risk Committee and member of the Nominations Committee. Appointed a non-executive Director in July 2015. She is a chartered accountant and was a partner at Electra Partners, an independent private equity fund manager until June 2015 and remains a senior adviser. She previously worked in PwC's audit and insolvency practice until joining Electra in 1992.

Nichola Pease, 55, independent non-executive Director, member of the Audit and Risk, Remuneration and Nominations Committees. Appointed a non-executive Director in September 2012. She has over 30 years' experience in the asset management and stock broking industries. She was the Chief Executive and then Deputy Chairman of J O Hambro Capital Management Ltd from 1998 until 2008, following which she held a number of roles in the charity and public sectors. She is the founder and Chairman of Investment 2020 and a Member of the Eton College Investment Committee.

Philip Mallinckrodt, 54, non-executive Director and member of the Nominations Committee. Appointed an executive Director in January 2009 and became a non-executive Director on 1 March 2017. As a former executive Director and a member of the principal shareholder group he is not considered independent. He started his career with Credit Suisse First Boston. He joined Schroders in 1994, and then worked for Citigroup from 2000 to 2002. He rejoined Schroders in 2002 as Head of Corporate Development, was Group Head of Wealth Management from 2006 to 2016 and then Group Head of Private Assets and Wealth Management until 1 March 2017. He is a Member of the International Advisory Council of the Brookings Institution.

Bruno Schroder, 84, non-executive Director and a member of the Nominations Committee. Appointed a Director in January 1963. He is not considered independent as he has served as a Director for more than nine years and is a member of the principal shareholder group. He is the great-great-grandson of John Henry Schroder, co-founder of the Schroders businesses in 1804. He joined the Schroder Group in London where he worked in the Commercial Banking and Corporate Finance divisions of J. Henry Schroder Wagg & Co Ltd, London. He is a Director of a number of private limited companies.

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 Robin Buchanan, Lord Howard and Bruno Schroder have each served more than six years with the Company, the proposal for their re-election was given particular consideration. The Nominations Committee also considered Philip Mallinckrodt's re-election as a non-executive Director. The Committee agreed that these non-executive Directors continued to make a valuable contribution to the Board's deliberations and therefore recommended their re-election to the Board. In addition, the Board reviewed actual and potential conflicts of interest for each Director and following the completion of the Board evaluation process for 2016, the Chairman confirms on behalf of the Board that each of the Directors standing for election or 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 5 to 15 is recommended.

### **Resolutions 16 and 17 – Auditors**

The Company's auditors must offer themselves for reappointment at each AGM at which the Annual Report and Accounts is presented. Accordingly, the Board, on the recommendation of the Audit and Risk Committee, proposes the reappointment of PwC as the Company's auditors for the 2017 audit.

Resolution 17 authorises the Audit and Risk Committee to determine the remuneration of PwC for their services as auditors.

Following the conclusion of an audit tender process during 2016 the Board agreed to recommend the appointment of Ernst and Young LLP (EY) as the external auditor of the Group commencing with the 2018 financial year. Therefore, subject to EY's appointment by shareholders at the 2018 AGM, the audit of the 2017 Annual Report and Accounts will be the last performed by PwC. More information about the audit tender process can be found on page 62 of the Annual Report and Accounts.

### **Resolution 18 – 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 2016 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 1.77% of the Company's total issued share capital and approximately 8.81% of its issued non-voting ordinary share capital, in each case as at 7 March 2017, being the latest practicable date prior to the publication of this document.

The authority sought by this resolution will expire on the earlier of 27 July 2018 and 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 7 March 2017, the Company did not hold any ordinary or non-voting ordinary shares in treasury.

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

If passed, resolution 20 would renew the Company's general authority to make purchases of its non-voting ordinary shares. This authority relates to 14,100,000 shares, representing approximately 5% of the Company's total issued share capital and 24.85% of its issued non-voting ordinary share capital as calculated at 7 March 2017, 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. Since the previous authority was renewed at the last AGM on 28 April 2016 until 7 March 2017, being the latest practicable date prior to the publication of this document, 5,013 non-voting ordinary shares have been purchased and cancelled. As at 7 March 2017, there were no options outstanding over 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 2016 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.

**Notes:**

1. 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.
2. 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.
3. 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 not later than 48 hours before the time fixed for the meeting.
4. 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 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 25 April 2017. Any communication found to contain a computer virus will not be accepted.
5. The return of a completed Form of Proxy, e-proxy, other proxy instrument or any CREST Proxy Instruction (as described in paragraph 11 below) will not prevent a shareholder from attending the AGM and voting in person if he/she wishes to do so.
6. 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.
7. The statement of the rights of ordinary shareholders in relation to the appointment of proxies in paragraphs 1, 3 and 4 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by ordinary shareholders of the Company.
8. 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 thereat will be determined by reference to the Register of Members of the Company at close of business on the day which is two days before the day of the meeting or adjourned meeting. 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.
9. As at 7 March 2017 (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 56,734,210 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 7 March 2017 were 226,022,400.
10. 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.
11. 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 [euroclear.com/CREST](http://euroclear.com/CREST)). 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 25 April 2017. 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.
12. 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.



13. 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.
14. 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.
15. The Directors' service contracts or letters of appointment are available for inspection at the Company's registered office during normal business hours on weekdays and will be available for inspection at least 15 minutes prior to and during the meeting.
16. 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:
  - (i) 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
  - (ii) 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.

17. 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:
  - (i) 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
  - (ii) 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.

18. Any member attending the meeting has the right to ask questions. 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:
  - (i) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
  - (ii) the answer has already been given on a website in the form of an answer to a question; or
  - (iii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
19. 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)
20. A copy of this Notice of AGM, and any other information required by section 311 of the Act, can be found at [www.schroders.com](http://www.schroders.com).







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