

Company Number: 3909886

SCHRODERS PLC

COMPANY LIMITED BY SHARES

Schroders plc

Resolutions Passed on 15 August 2022

At the Company's General Meeting which was duly convened and held as a hybrid meeting at 1 London Wall Place, London EC2Y 5AU on Monday, 15 August 2022, the following resolutions were passed.

Resolutions 1 to 4 were passed as Ordinary Resolutions and resolutions 6 to 9 were passed as Special Resolutions.

Compensatory Bonus Issue

1. THAT, subject to each of Resolutions 2, 3, 6 and 7 and the resolutions at the class meeting of non-voting ordinary shareholders of the Company to be held on 15 August 2022 at 11.00 a.m. (or ten minutes after the end of the General Meeting, whichever is later) (the "**Class Meeting**" and the "**Class Meeting Resolutions**") being passed, the Directors be generally and unconditionally authorised to capitalise, on the terms of Article 124(B) of the articles of association of the Company (as amended by Resolution 6 and Class Meeting Resolution 1), a sum of up to £39,886,305 from the share premium account of the Company and apply such sum in paying up in full, at par value, 39,886,305 ordinary shares of £1 each in the capital of the Company, to existing holders of ordinary shares of £1 each in the capital of the Company recorded on the register of members of the Company at 6.00 p.m. on 16 September 2022 or such other time and date as the Directors may determine (the "**Compensatory Bonus Issue**" and the "**Bonus Issue Shares**") and that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with fractional entitlements, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter. The powers granted by this Resolution shall expire (unless previously renewed, varied, or revoked by the Company in a general meeting) at the end of the Company's next annual general meeting (or, if earlier, the close of business on 30 June 2023).

Directors' authority to allot Bonus Issue Shares

2. THAT, subject to Resolutions 1, 3, 6 and 7 and each of the Class Meeting Resolutions being passed:
 - (A) the Directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (in addition to the authorities conferred upon the Directors of the Company at the Company's annual general meeting held on 28 April 2022) to exercise all powers of the Company to allot shares in the Company for the purposes of issuing the Bonus Issue Shares pursuant to the Compensatory Bonus Issue up to an aggregate nominal amount of £39,886,305, each credited as fully paid; and
 - (B) the Directors be generally and unconditionally authorised to deal with

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fractional entitlements arising out of such allotment as they think fit and take all such other steps as they may in their absolute discretion deem necessary, expedient or appropriate to implement such allotments in connection with the Compensatory Bonus Issue,

and this authority shall apply (unless previously renewed, varied or revoked by the Company in a general meeting) until the end of the Company's next annual general meeting (or, if earlier, the close of business on 30 June 2023).

Enfranchisement of the Non-Voting Ordinary Shares

3. THAT, subject to Resolutions 1, 2, 6 and 7 and each of the Class Meeting Resolutions being passed, and immediately following the Compensatory Bonus Issue becoming effective, each non-voting ordinary share of £1 each in the capital of the Company be re-designated as an ordinary share of £1 each in the capital of the Company, such ordinary share of £1 each in the capital of the Company having the same rights and being subject to the same restrictions as the ordinary shares in the capital of the Company as set out in the Company's articles of association from time to time (the "**Enfranchisement**").

Subdivision of Ordinary Shares

4. THAT, subject to Resolutions 1, 2, 3, 6 and 7 and each of the Class Meeting Resolutions being passed, and following the Enfranchisement becoming effective (and at such time as is otherwise chosen by the Directors), the Company is generally and unconditionally authorised to, in accordance with section 618 of the Companies Act 2006, sub-divide each ordinary share of £1 each in the capital of the Company into five ordinary shares of 20 pence each in the capital of the Company, such new ordinary shares of 20 pence each in the capital of the Company having the same rights and being subject to the same restrictions as the ordinary shares in the capital of the Company as set out in the Company's articles of association from time to time (the "**Sub-Division**").

Articles of Association

6. THAT, subject to Resolutions 1, 2, 3 and 7 and each of the Class Meeting Resolutions being passed, and with immediate effect following the Class Meeting, the articles of association of the Company be amended as follows and the articles of association of the Company as so amended (the "**Stage One Articles**") shall continue in full force and effect until further amended (including pursuant to Resolution 7) below:

(A) the first part of Article 124(B) shall be deleted and replaced with the following:

"The company may, upon the recommendation of the board, at any time and from time to time pass an ordinary resolution to the effect that it is desirable to capitalise all or any part of any amount for the time being standing to the credit of any reserve or fund (including the profit and loss account or retained earnings) whether or not the same is available for distribution, or to the credit of any share premium account or any capital redemption reserve fund, and accordingly that the amount to be capitalised be set free for distribution among the members or any class of members who would be entitled to it if it were distributed by way of dividend (provided that the company, with the consent of any class of members that would be entitled to it if it were distributed by way of dividend, may exclude such class of members from such distribution pursuant to a special resolution at a separate general meeting of such class of members) and in the same proportions, on the basis that it is applied either in or towards paying up the

amounts for the time being unpaid on any shares in the company held by those members respectively (including the relevant members following any exclusion of a class of members to the extent permitted by this article) or in paying up in full shares, debentures or other obligations of the company to be allotted and distributed credited as fully paid up among those members (including the relevant members following any exclusion of a class of members to the extent permitted by this article), or partly in one way and partly in the other, provided that:"

(B) the following article of association shall be inserted as a new Article 138:

"Re-designation of Non-Voting Ordinary Shares

The board may re-designate the Non-Voting Ordinary Shares into Ordinary Shares at any time provided that: (i) such re-designation has been approved by ordinary resolution of the company; and (ii) the holders of the Non-Voting Ordinary Shares have consented to such re- designation by way of a special resolution passed at a separate general meeting of the holders of the Non-Voting Ordinary Shares."

(C) Article 4 shall be revoked.

7. THAT, subject to Resolutions 1, 2, 3 and 6 and each of the Class Meeting Resolutions being passed, and the Compensatory Bonus Issue and Enfranchisement becoming effective, the articles of association of the Company produced to the meeting be adopted as the new articles of association of the Company (the "**New Articles**") in substitution for, and to the exclusion of, the Stage One Articles.

Authority to purchase own shares on market

8. THAT, subject to each of the other Resolutions (other than Resolution 9) and each of the Class Meeting Resolutions being passed and the Compensatory Bonus Issue, Enfranchisement and Sub-Division becoming effective, the Company be authorised for the purposes of section 701 of the Companies Act 2006 to make one or more market purchases (as defined in section 693(4) of the Companies Act 2006) of its ordinary shares of 20 pence each ("**New Ordinary Shares**") provided that:

- (A) the maximum aggregate number of New Ordinary Shares hereby authorised to be purchased is 161,207,153;
- (B) the minimum price (exclusive of expenses) which may be paid for a New Ordinary Share is 20 pence; and
- (C) the maximum price (exclusive of expenses) which may be paid for a New Ordinary Share is the higher of:
 - (i) an amount equal to 5% above the average market value of a New Ordinary Share purchased on the trading venue where the purchase is carried out for the five business days immediately preceding the day on which that New Ordinary Share is contracted to be purchased; and
 - (ii) the higher of the price of the last independent trade and the highest current independent bid for a New Ordinary Share on the trading venue where the purchase is carried out at the relevant time,

and such authority shall apply (unless previously renewed, varied or revoked by the Company in a general meeting) until the end of the Company's next annual general meeting or, if earlier, until the close of business on 30 June 2023, but during this period the Company may enter into a contract to purchase New

Ordinary Shares, which would, or might, be completed or executed wholly or partly after the authority ends and the Company may purchase New Ordinary Shares pursuant to any such contract as if the authority had not ended.

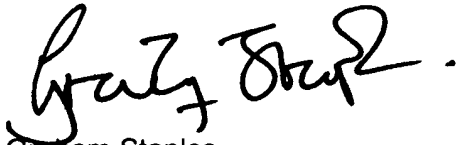
Authority to purchase own shares on market

9. THAT, subject to Resolution 4 not being passed at the General Meeting, but each of the other Resolutions (other than Resolution 8) and each of the Class Meeting Resolutions being passed and the Compensatory Bonus Issue and Enfranchisement becoming effective, the Company be authorised for the purposes of section 701 of the Companies Act 2006 to make one or more market purchases (as defined in section 693(4) of the Companies Act 2006) of its ordinary shares of £1 each ("**Existing Ordinary Shares**") provided that:

- (A) the maximum aggregate number of Existing Ordinary Shares hereby authorised to be purchased is 32,241,431;
- (B) the minimum price (exclusive of expenses) which may be paid for an Existing Ordinary Share is £1; and
- (C) the maximum price (exclusive of expenses) which may be paid for an Existing Ordinary Share is the higher of:
 - (i) an amount equal to 5% above the average market value of an Existing Ordinary Share purchased on the trading venue where the purchase is carried out for the five business days immediately preceding the day on which that Existing Ordinary Share is contracted to be purchased; and
 - (ii) the higher of the price of the last independent trade and the highest current independent bid for an Existing Ordinary Share on the trading venue where the purchase is carried out at the relevant time,

and such authority shall apply (unless previously renewed, varied or revoked by the Company in a general meeting) until the Company's next annual general meeting or, if earlier, until the close of business on 30 June 2023, but during this period the Company may enter into a contract to purchase Existing Ordinary Shares, which would, or might, be completed or executed wholly or partly after the authority ends and the Company may purchase Existing Ordinary Shares pursuant to any such contract as if the authority had not ended.

By Order of the Board



Graham Staples
Company Secretary
15 August 2022

1 London Wall Place
London EC2Y 5AU