



22 March 2024

Dear Shareholder,

Annual Report and Accounts

I am pleased to advise you that the 2023 Annual Report and Accounts and Notice of Annual General Meeting 2024 ('Notice of AGM') have now been published and you can view these documents on our website at www.schroders.com/ir.

Annual General Meeting – Thursday 25 April 2024

The Company's Annual General Meeting will be held on Thursday 25 April 2024 at 11.30 a.m. at 1 London Wall Place, London EC2Y 5AU. We are pleased to confirm that shareholders will have the choice of joining us in person by attending at 1 London Wall Place or by joining us remotely via a live online broadcast using the Lumi platform. Further details on how you can join remotely are set out in Appendix 1 of the Notice of AGM. The AGM is an important part of our shareholder communications programme.

Your vote is important to us. We strongly encourage you to vote in advance or to appoint the Chair 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. You may do this electronically at www.investorcentre.co.uk/eproxy or you can detach the Proxy Form from the attendance card, complete it and return it to the Registrar, Computershare, in the envelope provided. Please note that to be valid your proxy instructions must be received by Computershare no later than 11.30 a.m. on Tuesday 23 April 2024. Please refer to the explanatory notes to the Notice of AGM and the attached Proxy Form for more information on the appointment of proxies.

This letter and the accompanying documents do not allow you to gain an understanding of the 2023 Annual Report and Accounts or the Notice of AGM and should not be regarded as a substitute for reading the underlying documents. It is recommended that you read the 2023 Annual Report and Accounts and the Notice of AGM before taking any action.

If you have any questions about your shareholding, please call the Schroders shareholder helpline on 0800 923 1530 or +44 117 378 8170 if you are calling from overseas.

Yours faithfully,

Graham Staples
Company Secretary
Encs.

Registered Office at the above address
Registered number 3909886 England

Proxy Form

Use this form if you cannot attend the meeting and wish to vote.

EXT 2061

Please complete this form and return it to Computershare in the envelope provided, **to arrive no later than 11.30 a.m. on Tuesday, 23 April 2024.**

You may submit your proxy electronically at www.investorcentre.co.uk/eproxy using the shareholder reference number and PIN below.

I/We, being an ordinary shareholder(s) of Schroders plc, hereby appoint the Chair of the meeting OR the following person[†]:

(Please leave this box blank if you have selected the Chair. Do not insert your own name(s).)

as my/our proxy to exercise all or any of my/our rights to attend, speak and vote in respect of my/our voting entitlement on my/our behalf at the Annual General Meeting of Schroders plc to be held at 1 London Wall Place, London EC2Y 5AU and via a live online broadcast on Thursday 25 April 2024 at 11.30 a.m. and at any adjournment thereof.

† For the appointment of more than one proxy, please refer to explanatory note 2 overleaf and tick here. ☐

	For	Against	Vote Withheld (see note 1)		For	Against	Vote Withheld (see note 1)
1. To receive the Annual Report and Accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12. To re-elect Deborah Waterhouse	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To declare the final dividend	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13. To re-elect Matthew Westerman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To approve the remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14. To re-elect Claire Fitzalan Howard	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To elect Iain Mackay	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15. To re-elect Leonie Schroder	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To elect Richard Oldfield	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16. To re-appoint Ernst & Young LLP as auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To elect Annette Thomas	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17. To authorise the Audit and Risk Committee to determine the auditor's remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To elect Frederic Wakeman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	18. To authorise Political Donations	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-elect Dame Elizabeth Corley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	19. To approve the Panel's Waiver regarding Rule 9 of the Takeover Code	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To re-elect Peter Harrison	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	20. To authorise the purchase of own shares*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To re-elect Ian King	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	21. Notice of general meetings*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To re-elect Rakhi Goss-Custard	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

1. The 'Vote Withheld' option is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.

* Special resolution.

I/We would like my/our proxy to vote on the resolutions proposed at the meeting as indicated on this form by placing a 'X' in the appropriate boxes. Unless otherwise instructed, the proxy may vote as they see fit or abstain in relation to any business which may properly come before the meeting or an adjourned meeting.

Signature

Date

In the case of a corporation, this proxy must be given under its common seal or be on its behalf by an attorney or duly authorised officer, stating their capacity (e.g. director, secretary).

Control no.
918962

PIN

Shareholder reference number

Explanatory notes

Proxy

1. Shareholders have the option to attend and participate in the Annual General Meeting via a live online broadcast, where they will be able to vote electronically and ask questions. Details of how to attend virtually can be found in Appendix 1 of the Notice of AGM which can be viewed and downloaded from the Company’s website: **www.schroders.com/agm**. You will need the URL **web.lumiagm.com/144-311-116** and your unique SRN and PIN set out on your Proxy Form to attend virtually.
2. To appoint more than one proxy, additional Proxy Forms may be obtained by contacting the Schroders plc helpline on 0800 923 1530 from the UK or +44 117 378 8170 if calling from overseas or you may photocopy this form. Please indicate in the box next to the proxy holder’s name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
3. The ‘Vote Withheld’ option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a ‘Vote Withheld’ is not a vote in law and will not be counted in the calculation of the proportion of the votes ‘For’ and ‘Against’ a resolution.
4. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer’s agent (ID number 3RA50) not later than 11.30 a.m. on Tuesday 23 April 2024. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer’s agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
5. To be valid, this form must be completed and returned to Computershare in the envelope provided, together with the power of attorney or other authority (if any) under which it is signed or a copy of such authority certified notarially, to arrive no later than 11.30 a.m. on Tuesday 23 April 2024. Should you lose the reply paid envelope, please return your Proxy Form to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY.
6. This form must be signed and dated by the shareholder or their attorney duly authorised in writing. In the case of joint holdings, any one holder may sign this form. The vote of the senior joint holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority will be determined by the order in which the names appear on the Register of Members in respect of the joint holding. The completion and return of this form will not preclude a shareholder from attending the meeting and voting in person.
- Register of Members
7. 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 6.00 p.m. on the day which is two business 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.
8. Your address as it appears on the Register of Members is shown overleaf. If this information is incorrect please go to **www.investorcentre.co.uk** to use the online investor centre service or ring the Registrar’s helpline on 0800 923 1530 from the UK or +44 117 378 8170 if calling from overseas to request a change of address form.

Poll card

This card should be completed at the Annual General Meeting which will be held on Thursday 25 April 2024 at 11.30 a.m. at 1 London Wall Place, London EC2Y 5AU. If you submit a proxy, and do not wish to alter your vote, you do not need to complete the poll card.

Holders of ordinary shares, proxies and authorised representatives of corporations are entitled to vote. Shareholders who have already sent in proxies and who do not wish to alter their vote need not complete a poll card. However, if you wish to vote differently from the way in which you have instructed your proxy to vote, or if you have not appointed a proxy for all of your shares, you should complete this poll card.

Please record the way in which you wish to vote by placing a ‘X’ in the ‘for’ or ‘against’ or ‘withheld’ boxes. If you wish to cast your votes partly for, partly vote withheld or partly against a resolution, you should write the number of votes cast ‘for’, ‘against’ or ‘withheld’ alongside the appropriate box.

I/We would like to vote on the resolutions proposed at the Annual General Meeting as indicated below:

	For	Against	Vote Withheld (see note 1)		For	Against	Vote Withheld (see note 1)
1. To receive the Annual Report and Accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12. To re-elect Deborah Waterhouse	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To declare the final dividend	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13. To re-elect Matthew Westerman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To approve the remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14. To re-elect Claire Fitzalan Howard	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To elect Iain Mackay	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15. To re-elect Leonie Schroder	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To elect Richard Oldfield	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16. To re-appoint Ernst & Young LLP as auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To elect Annette Thomas	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17. To authorise the Audit and Risk Committee to determine the auditor’s remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To elect Frederic Wakeman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	18. To authorise Political Donations	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-elect Dame Elizabeth Corley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	19. To approve the Panel’s Waiver regarding Rule 9 of the Takeover Code	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To re-elect Peter Harrison	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	20. To authorise the purchase of own shares*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To re-elect Ian King	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	21. Notice of general meetings*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To re-elect Rakhi Goss-Custard	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

* Special resolution.

Please tick here if you have been appointed by proxy or as a corporate representative. ☐

Signature

Date

In the case of a corporation, a letter of representation will be required (in accordance with section 323 of the Companies Act 2006) unless this has already been lodged with the Registrar.

1. The ‘Vote Withheld’ option is provided to enable you to abstain on any particular resolution. However, it should be noted that a ‘Vote Withheld’ is not a vote in law and will not be counted in the calculation of the proportion of the votes ‘For’ and ‘Against’ a resolution.

Shareholder reference number

PIN

Annual General Meeting attendance card

The Annual General Meeting of Schroders plc will be held at 1 London Wall Place, London EC2Y 5AU on Thursday 25 April 2024 at 11.30 a.m.

We are pleased to confirm that shareholders will have the choice of joining us in person by attending the meeting at 1 London Wall Place or by joining us via a live online broadcast using the Lumi platform.

Further details on how you can join us live are set out in Appendix 1 of the Notice of AGM. The website address is **web.lumiagm.com/144-311-116**.