**Schroders plc**

**Resolutions Passed on 25 April 2024**

At the Company’s Annual General meeting which was duly convened and held at
1 London Wall Place, London EC2Y 5AU and electronically via a live broadcast on Thursday, 25 April 2024, the following resolutions were passed.

Resolutions 18 and 19 were passed as Ordinary Resolutions. Resolutions 20 and 21 were passed as Special Resolutions.

**Political Donations**

1. That pursuant to section 366 of the Companies Act 2006 the Company and all companies that are subsidiaries of it at any time during the period for which this resolution shall have effect be and are hereby authorised to:
	1. make political donations to political parties or independent election candidates not exceeding £50,000 in total;
	2. make political donations to political organisations other than political parties not exceeding £50,000 in total; and
	3. incur political expenditure not exceeding £50,000 in total,

provided that the aggregate amount of any such donations and expenditure shall not exceed £50,000 during the period beginning with the date of the passing of this resolution and ending on 30 April 2028 or, if sooner, at the conclusion of the Annual General Meeting of the Company to be held in 2028.

For the purpose of this resolution the terms ‘political donations’, ‘independent election candidates’, ‘political organisations’ and ‘political expenditure’ have the meanings set out in sections 363 to 365 of the Companies Act 2006.

**Waiver of mandatory offer provisions set out in Rule 9 of the Takeover Code**

1. That, subject to Resolution 20 being passed, approval be granted for the waiver by the Panel on Takeovers and Mergers of any obligation that could arise pursuant to Rule 9 of the Takeover Code for the Principal Shareholder Group, or any persons acting in concert with the Principal Shareholder Group, to make a general offer for all the ordinary shares in the capital of the Company (being all of the issued share capital of the Company) following any increase in the percentage of ordinary shares in which the Principal Shareholder Group, or any persons acting in concert with the Principal Shareholder Group, are interested resulting from the exercise by the Company of the authority to purchase its own ordinary shares granted pursuant to Resolution 20 below, subject to the following limitations and provisions:
2. no approval for such waiver is given where the resulting interest of the Principal Shareholder Group, together with the interest of those acting in concert with the Principal Shareholder Group (other than the Company and any member of the Company’s Group), would exceed 47.93% or more of the ordinary shares; and
3. such approval shall (unless previously renewed, varied or revoked by the Company in a general meeting) expire at the end of the Company’s next annual general meeting (or, if earlier, the close of business on 30 June 2025).

Only the votes cast by the Independent Shareholders, on a poll, will be counted for the purposes of Resolution 19.

**Authority to purchase own shares**

1. That, subject to Resolution 19 being passed, 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 its ordinary shares of 20 pence each, subject to the following conditions:
	1. such authority be limited to a maximum number of 128,515,118 shares;
	2. 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:
		1. 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
		2. 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;
	3. the minimum price at which shares may be purchased is 20 pence per share, exclusive of expenses;
	4. such authority shall, unless renewed, varied or revoked by the Company in a general meeting prior to such time, expire at the conclusion of the next annual general meeting of the Company (or, if earlier, the close of business on 30 June 2025) save that the Company may before such expiry enter into a contract to purchase ordinary shares which would or might be completed or executed wholly or partly after its expiry and may make a purchase of ordinary shares in pursuance of any such contract as if such authority had not expired.

**Notice of general meetings**

21. That a general meeting other than an annual general meeting may be called on not less than 14 clear days’ notice.