

SCHRODERS PLC (THE 'COMPANY')

JOB DESCRIPTION: CHAIRMAN (APPROVED BY THE BOARD ON 1 MARCH 2016)

This job description is supplemental to the Chairman's appointment letter from the Company dated 2 March 2016.

1. General

The Chairman's role is to:

- 1.1 lead the Board effectively in the delivery and creation of strong, sustainable financial performance and long term shareholder value;
- 1.2 ensure that the Board meets sufficiently regularly to discharge its duties effectively and that there is adequate time available for discussion of all agenda items, in particular strategic issues;
- 1.3 lead the Board's oversight of the performance of the Chief Executive and provide support and guidance to the Chief Executive and other members of the Board and members of the management team;
- 1.3 ensure that Board meetings are effectively and efficiently run, that all Directors, including non-executive Directors, have an opportunity to contribute to discussions and that the Board works to promote the agreed strategy of the Company; and
- 1.4 represent the Company in an ambassadorial capacity and, as agreed and coordinated with the Chief Executive, be available to shareholders, clients, regulators, joint venture and other commercial partners, and staff as required.

2. Role and responsibilities

The Chairman is responsible for:

2.1 Board Leadership and Management

- a) setting the Board agenda which is primarily focussed on strategy, performance, value creation, culture and conduct, accountability and risk management and, with the Company Secretary, ensuring that Directors receive relevant, high-quality, accurate, timely and clear information;
- b) chairing meetings of the Board and leading the Board, ensuring its effectiveness in all aspects of its role; ensuring an appropriate amount of time is provided for consideration of all material issues;
- c) promoting a culture of openness and debate by facilitating challenging and effective contributions from the non-executive Directors in particular and ensuring constructive relations between executive and non-executive Directors;
- d) ensuring that the Board is fully involved in reviewing and agreeing the strategy for the Company as recommended by the Chief Executive;
- e) ensuring the Board determines and understands the nature, and extent, of the significant risks the Company is willing to accept in the implementation of its strategy;
- f) promoting the appropriate culture and standards of conduct for the Company;

- g) acting as chairman of the Nominations Committee and ensuring appropriate Board succession plans are in place for all Directors including the Chairman and Chief Executive;
- h) ensuring Board Committees are clearly structured with appropriate terms of reference.

2.2 Induction and Training

- a) ensuring, with the Company Secretary, that new Directors receive a full, formal and tailored induction on joining the Board;
- b) reviewing and ensuring that Directors update their skills and knowledge in strategic areas and their familiarity with the core business of the Company;
- c) liaising with the Company Secretary in this regard who will play the key role in facilitating the provision of appropriate training.

2.3 Evaluation

- a) overseeing an annual evaluation of the Board's performance and that of its Committees and of individual Directors in their role as members of the Board, with the use of an external facilitator at least every three years;
- b) acting on the results of the performance evaluation by addressing any concerns or weaknesses of the Board;
- c) ensuring that his own performance is evaluated annually by the Senior Independent Director after appropriate consultation with the other Directors. At least every third year the evaluation process will be externally facilitated by an independent body.

2.4 Chief Executive and Senior Management

- a) leading the identification, appointment and evaluation of the performance of the Chief Executive.
- b) maintaining a close relationship of trust with the Chief Executive, meeting with him as required, while respecting the demarcation between executive and non-executive responsibilities. He will provide advice and counsel and be a sounding board for the Chief Executive as required. The Chief Executive will be the normal channel for communications with the Executive Directors;

2.5 Communication

- a) being available as required by, and maintaining appropriate relations with, the Company's shareholders to ensure timely, effective and transparent communication with them;
- b) ensuring that the views of shareholders are communicated to the Board as a whole;
- c) ensuring that the Company communicates effectively on all aspects of its strategy and corporate governance;
- d) if required after consultation with the Chief Executive, representing the Company in external relationships with major clients, industry organisations and other key outside parties, such as regulatory bodies, and visiting overseas offices.
- e) if required after consultation with the Chief Executive, responding to media and public relations issues;

2.6 General Meetings

Chairing General Meetings of the Company and arranging for the chairmen of the Audit and Risk, Remuneration and Nominations Committees to be available to answer questions at Annual General Meetings and for all of the Company's Directors to attend.

2.7 Chairman's Committee

Chairing the Chairman's Committee (which is not a Committee of the Board) which comprises the non-executive Directors and serves as a forum for:

- a) the annual evaluation of the Chief Executive;
- b) the review of the Chief Executive's plans for management succession;
- c) informal discussion of matters of relevance to the non-executive Directors; and
- d) such other matters as the Chairman considers appropriate.

3. Financial Conduct Authority ('FCA') and Prudential Regulation Authority ("PRA")

This role is an 'approved person role' as defined by the FCA and in discharging his responsibilities the Chairman is expected to comply with the FCA's statements of principle as applicable to a controlled function holder. A copy of the statements of principle in their current form is attached as Appendix 1.

The Chairman in discharging his responsibilities is also expected to comply with the PRA's Fundamental Rules.

4. Matters which fall outside the Chairman's scope of duties

The Chairman will be registered as an Approved Person with the FCA in relation to the Company's main trading subsidiary, Schroder Investment Management Limited. Notwithstanding such registration, and for the avoidance of doubt, the following are matters which, in the normal course of events, will fall outside the Chairman's role and responsibilities:

- a) being a director of the regulated entities or taking any action or carrying out any duty which would result in being a shadow director of any regulated entities;
- b) receiving any board papers or board minutes of any regulated entities;
- c) attending any meetings (whether of the board or other committees) of any regulated entity;
- d) receiving or requesting any information or reports in relation to any regulated subsidiary, other than those (if any) which he would receive in the context of carrying out his duties as Chairman of the Company;
- e) having any form of executive or management responsibility for, or over, any part of the business of any regulated subsidiaries or their employees;
- f) having any responsibility for reporting matters to the FCA in relation to any of the Group's regulated entities;
- g) having any responsibility for the implementation of systems of control to comply with regulatory requirements, monitoring compliance with regulatory requirements or investigating any system failures or regulatory breaches within any regulated subsidiaries; and
- h) putting in place systems of control in respect of any regulated subsidiaries' businesses and ensuring that employees of any regulated subsidiaries are aware of the need for regulatory compliance.

Further, for the avoidance of doubt, no employee within any regulated subsidiary has a reporting line to the Chairman and nor will the Chairman delegate matters to, or have authority over, any such employees.

STATEMENTS OF PRINCIPLE (FOR INDIVIDUALS)	
Statement of Principle 1	An <i>approved person</i> must act with integrity in carrying out his <i>accountable functions</i> .
Statement of Principle 2	An <i>approved person</i> must act with due skill, care and diligence in carrying out his <i>accountable function</i> .
Statement of Principle 3	An <i>approved person</i> must observe proper standards of market conduct in carrying out his <i>accountable functions</i> .
Statement of Principle 4	An <i>approved person</i> must deal with the <i>FCA</i> , <i>the PRA</i> and other regulators in an open and co-operative way and must disclose appropriately any information of which the <i>FCA</i> or <i>the PRA</i> would reasonably expect notice.
Statement of Principle 5	An <i>approved person</i> performing an accountable <i>significant - influence function</i> must take reasonable steps to ensure that the business of the <i>firm</i> for which he is responsible in his <i>accountable function</i> is organised so that it can be controlled effectively.
Statement of Principle 6	An <i>approved person</i> performing an accountable <i>significant - influence function</i> must exercise due skill, care and diligence in managing the business of the <i>firm</i> for which he is responsible in his <i>accountable function</i> .
Statement of Principle 7	An <i>approved person</i> performing an accountable <i>significant influence function</i> must take reasonable steps to ensure that the business of the <i>firm</i> for which he is responsible in his <i>accountable function</i> complies with the relevant requirements and standards of the regulatory system.