

Cazenove Capital Holdings Limited

17 May 2013

FOR IMMEDIATE RELEASE: Approval at Court Meeting and General Meeting

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Recommended acquisition of Cazenove Capital Holdings Limited ("Cazenove Capital") by Schroders plc ("Schroders") by way of a scheme of arrangement

On 25 March 2013, Cazenove Capital and Schroders announced that they had reached agreement on the terms of a recommended cash offer pursuant to which Schroders will acquire the entire issued and to be issued share capital of Cazenove Capital. The Acquisition is to be implemented by means of a scheme of arrangement under Article 125 of the Companies (Jersey) Law 1991 (the "Scheme").

The board of Cazenove Capital announces that the Court Meeting and the General Meeting convened in relation to the proposed Acquisition, which were held earlier today, have both concluded successfully. All resolutions proposed, as set out in the notices of each meeting contained in the scheme document dated 19 April 2013 (the "Scheme Document"), received the necessary majorities and were accordingly approved. A summary of the voting results is set out below.

Court Meeting

The vote was conducted by way of a poll and the results were as follows:

Resolution to approve the scheme of arrangement.

	Number of Ordinary Shareholders who voted	% of Ordinary Shareholders who voted	Number of Ordinary Shares voted	% of Ordinary Shares voted	Number of Ordinary Shares voted as a % of issued share capital
For	444	97.8	224,234,527	98.45	77.74
Against	10	2.2	3,531,062	1.55	1.22
Total	454	100	227,765,589	100	78.97

General Meeting

The vote was conducted by way of a poll and the results were as follows:

Special resolution to authorise the Cazenove Capital Directors to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect and to approve the amendments to the Articles of Association of Cazenove Capital as described in the Notice of the General Meeting.

	Number of Ordinary Shares voted	% of Ordinary Shares voted	Number of Ordinary Shares voted as a % of issued share capital
For	225,399,124	98.46	78.15
Against	3,531,062	1.54	1.22
Vote withheld*	5,856	-	-
Total	228,930,186	100	79.37

* A vote "withheld" is not a vote in law and accordingly is not counted in the calculation of the proportion of the votes for and against the special resolution.

Completion of the Acquisition remains subject to the satisfaction or waiver of the other Conditions sent out in the Scheme Document (including regulatory approvals) and final Court approval.

Unless the context otherwise requires, terms defined in the Scheme Document have the same meaning in this announcement.

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FURTHER INFORMATION

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