

SCHRODERS PLC (THE 'COMPANY')

JOB DESCRIPTION: CHAIR (APPROVED BY THE BOARD ON 28 JULY 2021)

This job description is supplemental to the Chair's appointment letter from the Company dated 19 August 2021.

1. General

The Chair'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, taking into account the interests of wider stakeholders including clients, staff, suppliers, regulators and wider society;
- 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 Chair 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) chairing the Nominations Committee and ensuring appropriate Board succession plans are in place for all Directors including the Chairman and Chief Executive; and
- 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; and
- 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; and
- c) ensuring that their 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; and
- 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. She 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; and
- 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 Chair's Committee

Leading the Chair'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.