

SCHRODERS PLC (THE 'COMPANY')

JOB DESCRIPTION: CHIEF EXECUTIVE

1. Delegation of Authority

The Chief Executive is responsible directly to the Board of the Company for the executive management of the business of the Company and its subsidiaries (the 'Group'). All the powers of the Board to manage the business of the Group are therefore delegated to the Chief Executive, with the exception of the matters which the Board resolves to reserve to itself or to one of the Board Committees or to delegate to another of its members.

2. Principal Responsibilities

The Chief Executive's principal responsibilities are:

- a) Strategic Development and Management of the Group;
- b) Leadership of the Senior Management Team;
- c) Management of Group subsidiaries;
- d) Management of control functions, financial and other risks and compliance with applicable law and regulations;
- e) Communication with stakeholders; and
- f) Reporting to the Board.

3. Discharge of Responsibilities

The Chief Executive shall ensure that all his responsibilities are discharged to the highest levels of integrity, quality and transparency and in a manner most likely to promote the success of the Company.

The Chief Executive will promote a culture which gives appropriate priority to clients' best interests and ensures the Group's strategy and business model are appropriately aligned with those interests. This includes ensuring that conduct risks within the business are identified, monitored and mitigated to the standards expected at Schrodgers.

The Chief Executive shall:

- a) Strategic Development and Management of the Group
 - i) Build shareholder value over the long term through growth in profits;
 - ii) Oversee the submission and recommendation of the Group's proposed strategy and budget to the Board;
 - iii) Communicate and implement the strategy and the Board's priorities as agreed by the Board;
 - iv) Set the overall policy and direction of all business operations, investment and other activities in the Group within a framework of prudent and effective risk management;
 - v) Ensure the soundness of the Group's financial structure

b) Leadership of the Senior Management Team

- i) Chair the Group Management Committee, comprising members of the Senior Management Team, as identified by the Chief Executive, to whom management of the Group has been further delegated by the Chief Executive, for consultation and advice;
- ii) Ensure that such delegated responsibilities are clearly identified in the relevant job descriptions;
- iii) Evaluate the performance of the Senior Management Team; and
- iv) Ensure that appropriate succession and development plans are in place for the continued effectiveness of the Group.

c) Management of Group subsidiaries

Ensure, to the full extent of the Company's powers to do so, that the affairs of its subsidiaries are carried on consistently with the policies and strategy of the Group and operate within the requirements of all applicable laws and regulations.

d) Management of control functions, financial and other risks and compliance with applicable law and regulations

- i) Ensure that control functions are operating satisfactorily;
- ii) Establish appropriate governance structures for the management of the Group's business and its key risks;
- iii) Ensure that the Group's standards of conduct are appropriate for compliance with all applicable laws and regulations and best practice; and
- iv) Ensure that the financial management of the Group is performed to the highest levels of integrity, quality, and transparency.

e) Communication with stakeholders

- i) Ensure effective communication with shareholders, analysts and the media;
- ii) In consultation with the Chairman as appropriate, respond to media and public relations issues;
- iii) Ensure effective internal communication of the Group's strategy and key policies and decisions; and
- iv) Represent the Group in external relationships with major clients, and key outside parties, such as regulatory bodies.

f) Reporting to the Board

- i) Provide a report to the Board for inclusion with the papers for each Board meeting in the format agreed with the Chairman and the Board;
- ii) Provide such information, through the Group's management structure and through his own reports to the Board, as the Board and the Chairman require in order for them to assess the performance of the Group and the achievement of the agreed strategy and budget and so that the Company's Directors are able to discharge their duties;
- iii) Meet regularly with the Chairman in order to keep him updated on relevant matters;
- iv) Ensure that, at any other time, the Chairman is made aware of any issues which are in the view of the Chief Executive material and/or which should be considered for communication to the Board;
- v) Ensure that matters which are from time to time reserved to the Board, any Board Committee or any other member of the Board are referred to that body or person; and

- vi) Prepare annually an assessment of his own performance against the objectives agreed by him with the Board, and a proposed set of objectives for the following year, for review with the Chairman.

4. 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 Chief Executive is expected to comply with the FCA’s statements of principle applicable to a controlled function holder. A copy of the statements of principle in their current form is attached at Appendix 1.

The Chief Executive also holds a Group Entity Senior Management Function (“SMF7”) for Schroder and Co. Limited and a Group Entity Senior Insurance Manager Function (“SIMF7”) for Schroder Pension Management Limited. In discharging his responsibilities the Chief Executive is expected to comply with the PRA Conduct Standards and the FCA Code of Conduct for Staff. A description of the responsibilities assigned to the Chief Executive in this context can be found in his Statement of Responsibilities (SMF7) and Scope of Responsibilities (SIMF7) attached at Appendix 2.

The Chief Executive is expected to ensure that any PRA regulated firm for which he has responsibility is managed prudently, consistent with its safety and soundness, thereby contributing to the continued stability of the financial system as a whole.

Appendix 1

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