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Schroders PLC
22 September 2026

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FOR IMMEDIATE RELEASE

22 September 2026

RECOMMENDED CASH ACQUISITION

of

SCHRODERS PLC ("SCHRODERS")

by

PANTHEON, LLC ("BIDCO")

(a wholly-owned subsidiary of Nuveen, LLC ("Nuveen"), a Teachers Insurance and Annuity Association of America ("TIAA") company)

to be effected by means of a Scheme of Arrangement under Part 26 of the Companies Act 2006

UPDATE ON CONDITIONS, EXPECTED SCHEME TIMETABLE AND ANTICIPATED BOARD CHANGES

On 12 February 2026, the boards of Schroders and Nuveen announced that they had agreed the terms of a recommended cash acquisition by Bidco to acquire the entire issued and to be issued share capital of Schroders (the "**Transaction**"), to be implemented by way of a court-sanctioned scheme of arrangement (the "**Scheme**") under Part 26 of the Companies Act 2006 (the "**Act**"). The scheme document in relation to the Scheme (the "**Scheme Document**") was published on 12 March 2026.

Satisfaction of antitrust and regulatory Conditions

Schroders and Nuveen are pleased to confirm that all Conditions relating to the receipt of antitrust and regulatory approvals as set out in paragraphs 3 and 4 of Part A of Part III of the Scheme Document have now been satisfied or waived.

The Scheme remains subject to certain other Conditions set out in Part III of the Scheme Document including, amongst other things, sanction by the Court at the Sanction Hearing, the delivery of a copy of the Court Order to the Registrar of Companies and the satisfaction (or, where applicable, waiver) of the remaining Conditions set out in Part III of the Scheme Document.

Next steps and timetable

An updated expected timetable of principal events for the implementation of the Scheme is set out below. In particular, Schroders confirms that the Sanction Hearing has been scheduled to be held on 29 September 2026. Details of the Sanction Hearing will be available on the Court service website on the date before the Sanction Hearing. A further announcement will be made following the Sanction Hearing.

Subject to the Scheme receiving the sanction of the Court at the Sanction Hearing, the delivery of a copy of the Court Order to the Registrar of Companies and the satisfaction (or, where applicable, waiver) of the remaining general Conditions set out in Part III of the Scheme Document, the Scheme is expected to become Effective on 1 October 2026.

The last day for dealings in, and for the registration of transfers of, Schroders Shares on the London Stock Exchange's main market for listed securities (the "**Main Market**") is, therefore, expected to be 30 September 2026, with all dealings in Schroders Shares being suspended from 7.30 a.m. on 1 October 2026. It is also expected that the admission to trading of Schroders Shares on the Main Market will be cancelled by 8.00 a.m. on 2 October 2026.

These dates and times are indicative only and subject to change. If any of the dates and/or times in the expected timetable change, the revised dates and/or times will be notified to Schroders Shareholders by announcement through a Regulatory Information Service.

Event	**Time and/or date [(1)]**
Court Sanction Hearing	29 September 2026
Last day for dealings in, and for the registration of transfers of, and disablement in CREST of, Schroders Shares	30 September 2026
Scheme Record Time	6.00 p.m. on 30 September 2026 [(2)]
Suspension of trading, and dealings in, Schroders Shares	7.30 a.m. on 1 October 2026
Effective Date	1 October 2026 [(3)]
Cancellation of listing of Schroders Shares on the Official List and of trading of Schroders Shares on the London Stock Exchange	by 8.00 a.m. on 2 October 2026
Latest date for despatch of cheques, electronic payments and crediting of CREST accounts for cash consideration due under the Scheme	15 October 2026 (i.e. within 14 days after the Effective Date)
Long Stop Date	12 February 2027[(4)]

Notes:

(1) The dates and times are indicative only and are based on current expectations and may be subject to change and will depend on, among other things, the date on which the Conditions to the Scheme are satisfied or, if capable of waiver, waived, and the date on which the Court sanctions the Scheme. References to times are to London, United Kingdom time unless otherwise stated. If any of the times and/or dates above change, the revised times and/or dates will be notified to Schroders Shareholders by announcement through a Regulatory Information Service, with such announcement being made available on Schroders' website at https://www.schroders.com/nuveenoffer/.

(2) Scheme Shareholders who are on the Register at this time are entitled to receive the Cash Consideration under the Transaction.

(3) The Scheme shall become Effective as soon as a copy of the Court Order has been delivered to the Registrar of Companies. This is expected to occur on 1 October 2026, following the Scheme Record Time on 30 September 2026 and prior to (i) the suspension of trading, and dealings in, Schroders Shares at 7.30 a.m. on 1 October 2026 and (ii) the cancellation of trading in Schroders Shares on 2 October 2026. The events which are stated as occurring on subsequent dates are conditional on the Effective Date and operate by reference to that date.

(4) This is the latest date by which the Scheme may become Effective. However, the Long Stop Date may be extended to such later date as may be agreed in writing by Bidco and Schroders (with the Panel's consent and Court approval (if such approval(s) are required)).

Changes to the Schroders Board

Schroders and Nuveen announce that it is intended that: (i) with effect from the Effective Date, Dame Elizabeth Corley, Claire Fitzalan Howard, Ian King, William Lin, and Annette Thomas will cease to be non-executive directors of Schroders; and (ii) William Huffman, Saira Malik, and Kevin McCarthy will be appointed as non-executive directors of the Schroders Board with effect on and from the Effective Date.

It is therefore anticipated that, from the Effective Date, the Schroders Board will comprise:

- Matthew Westerman, Non-Executive Chair;
- Iain Mackay, Non-Executive Director and Chair of the Audit and Risk Committee;
- Frederic Wakeman, Non-Executive Director and Chair of the Remuneration Committee;
- Leonie Schroder, Non-Executive Director;
- Richard Oldfield, Chief Executive Officer;
- Meagen Burnett, Chief Financial Officer;
- Johanna Kyrklund, Chief Investment Officer;
- William Huffman, Nuveen representative director;
- Saira Malik, Nuveen representative director; and
- Kevin McCarthy, Nuveen representative director.

The anticipated Board will provide the investment expertise, long-term thinking and global mindset the business needs and has benefited from over many years. It would also emphasise the highly complementary

nature of both organisations.

General

Capitalised terms used in this announcement shall, unless otherwise defined, have the meanings set out in the Scheme Document.

Full details of the Transaction are set out in the Scheme Document. All references to times in this announcement are to London time.

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Slaughter and May is acting as legal adviser to Schroders.

Clifford Chance LLP is acting as legal adviser to Bidco, Nuveen and TIAA.

Schroders' LEI Number is 2138001YYBULX5SZ2H24.

IMPORTANT NOTICES

This announcement is for information purposes only and is not intended to and does not constitute or form part of any offer to sell or subscribe for or any invitation to purchase or subscribe for any securities or the solicitation of any vote or approval in any jurisdiction pursuant to the Transaction or otherwise.

The Transaction will be implemented solely pursuant to the terms of the Scheme Document (or, if the Transaction is implemented by way of a Takeover Offer, the offer document) which, together with the Forms of Proxy, shall contain the full terms and Conditions of the Transaction.

This announcement does not constitute a prospectus or prospectus-equivalent document or a prospectus-exempted document.

Disclaimers

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providing advice in relation to the matters described in this announcement or any transaction or arrangement referred to herein.

*Wells Fargo Securities International Limited ("**Wells Fargo**") which is authorised and regulated by the FCA, is acting as financial adviser exclusively for Schroders and no one else in connection with the matters set out in this announcement and will not regard any other person as its client in relation to the matters in this announcement and will not be responsible to anyone other than Schroders for providing the protections afforded to clients of Wells Fargo or its affiliates, nor for providing advice in relation to any matter referred to herein. Neither Wells Fargo nor any of its affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Wells Fargo in connection with the matters set out in this announcement or any statement contained herein. In accordance with the Takeover Code and normal United Kingdom market practice, affiliates of Wells Fargo will continue to act as exempt principal traders in Schroders securities on the London Stock Exchange. These purchases and activities by exempt principal traders which are required to be made public in the United Kingdom pursuant to the Takeover Code will be reported to a Regulatory Information Service and will be available on the London Stock Exchange website at www.londonstockexchange.com. This information will also be publicly disclosed in the United States to the extent that such information is made public in the United Kingdom.*

*Barclays Bank PLC, acting through its investment bank ("**Barclays**"), which is authorised by the PRA and regulated in the United Kingdom by the FCA and the PRA, is acting exclusively for Schroders and no one else in connection with the matters set out in this announcement and will not be responsible to anyone other than Schroders for providing the protections afforded to clients of Barclays nor for providing advice in relation to any matter referred to in this announcement.*

In accordance with the Takeover Code, normal United Kingdom market practice and Rule 14e-5(b) of the Exchange Act, Barclays and its affiliates will continue to act as exempt principal trader in Schroders securities on the London Stock Exchange. These purchases and activities by exempt principal traders which are required to be made public in the United Kingdom pursuant to the Takeover Code will be reported to a Regulatory Information Service and will be available on the London Stock Exchange website at www.londonstockexchange.com. This information will also be publicly disclosed in the United States to the extent that such information is made public in the United Kingdom.

*J.P. Morgan Securities plc, which conducts its UK investment banking business as J.P. Morgan Cazenove ("**J.P. Morgan Cazenove**") is authorised in the United Kingdom by the PRA and regulated in the United Kingdom by the PRA and the FCA. J.P. Morgan Cazenove is acting as financial adviser exclusively for Schroders and no one else in connection with the matters set out in this announcement and will not regard any other person as its client in relation to the matters set out in this announcement and will not be responsible to anyone other than Schroders for providing the protections afforded to clients of J.P. Morgan Cazenove or its affiliates, nor for providing advice in relation to any matter or arrangement referred to herein.*

No person has been authorised to give any information or make any representations other than those contained in this announcement and, if given or made, such information or representations must not be relied upon as having been authorised by Schroders, the Schroders Directors, Bidco, the directors of Bidco or by BNP Paribas, Wells Fargo, Barclays, J.P. Morgan Cazenove or any other person involved in the Transaction. Neither the publication of this announcement, nor holding the Sanction Hearing, or filing the Court Order shall, under any circumstances, create any implication that there has been no change in the affairs of the Schroders Group or the TIAA Group since the date of this announcement or that the information in, or incorporated into, this announcement is correct as at any time subsequent to its date.

Overseas jurisdictions

The release, publication or distribution of this announcement in jurisdictions other than the UK may be restricted by law and therefore any persons who are subject to the laws of any jurisdiction other than the UK should inform themselves about, and observe, any applicable requirements. This announcement has been prepared in connection with proposals in relation to a scheme of arrangement pursuant to and for the purpose of complying with English law and the Takeover Code and information disclosed may not be the same as that which would have been disclosed if this announcement had been prepared in accordance with the laws of jurisdictions outside the UK. Nothing in this announcement should be relied on for any other purpose. The Transaction shall be subject to the applicable requirements of the Takeover Code, the Panel, the London Stock Exchange and the FCA.

Copies of this announcement and any formal documentation relating to the Transaction are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any Restricted Jurisdiction and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send it in or into or from any Restricted Jurisdiction. If the Transaction is implemented by way of a Takeover Offer (unless otherwise permitted by applicable law and regulation), the Offer may not be made directly or indirectly, in or into, or by the use of mails or any means or instrumentality (including, but not limited to, facsimile, e-mail or other electronic transmission, telex or telephone) of interstate or foreign commerce of, or of any facility of a national, state or other securities exchange of any Restricted Jurisdiction and the Takeover Offer may not be capable of acceptance by any such use, means, instrumentality or facilities.

Notice to US investors in Schroders

The Transaction relates to the shares of an English company and is being made by means of a scheme of arrangement provided for under English company law. A transaction effected by means of a scheme of arrangement is not subject to the tender offer rules or the proxy solicitation rules under the United States Securities Exchange Act of 1934. Accordingly, the Transaction is subject to the disclosure requirements and practices applicable in the UK to schemes of arrangement which differ from the disclosure requirements of United States tender offer and proxy solicitation rules. If, in the future, Bidco exercises the right to implement the

Transaction by way of a Takeover Offer and determines to extend the offer into the United States, the Transaction will be made in compliance with applicable United States laws and regulations.

Financial information included in this announcement and the Scheme documentation has been or will have been prepared in accordance with accounting standards applicable in the UK that may not be comparable to financial information of US companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the United States.

In the event that the Transaction is implemented by way of Takeover Offer, in accordance with, and to the extent permitted by, the Takeover Code and normal UK market practice, BNP Paribas and their respective affiliates may continue to act as exempt principal traders or exempt market makers in Schroders Shares on the London Stock Exchange and will engage in certain other purchasing activities consistent with their respective normal and usual practice and applicable law, as permitted by Rule 14e-5(b)(9) under the US Exchange Act. In addition, Bidco, its affiliates, their advisors and the nominees or brokers (acting as agents) may make certain purchases of, or arrangements to purchase, shares in Schroders outside the Transaction, such as in open market purchases or privately negotiated purchases, during the period in which the Transaction remains open for acceptance. If such purchases or arrangements to purchase were to be made, they would be made outside the US and would comply with applicable law, including United Kingdom laws and the US Exchange Act. Any such purchases by Bidco or its affiliates will not be made at prices higher than the price of the Transaction provided in this announcement unless the price of the Transaction is increased accordingly. Any information about such purchases or arrangements to purchase shall be disclosed as required under United Kingdom laws and will be available to all investors (including US investors) via the Regulatory Information Service and shall be available on the London Stock Exchange website at www.londonstockexchange.com/. To the extent that such information is required to be publicly disclosed in the United Kingdom in accordance with applicable regulatory requirements, this information will, as applicable, also be publicly disclosed in the United States.

It may be difficult for US holders of Schroders Shares to enforce their rights and any claim arising out of the US federal laws, since Schroders is located in a non-US jurisdiction, and some or all of its officers and directors may be residents of a non-US jurisdiction. US holders of Schroders Shares may not be able to sue a non-US company or its officers or directors in a non-US court for violations of the US securities laws. Further, it may be difficult to compel a non-US company and its affiliates to subject themselves to a US court's judgement.

Neither the United States Securities and Exchange Commission nor any US state securities commission has approved or disapproved the Transaction, passed upon the merits or fairness of the Transaction or passed any opinion upon the accuracy, adequacy or completeness of this announcement. Any representation to the contrary is a criminal offence in the United States.

Cautionary note regarding forward-looking statements

This announcement (including information incorporated by reference in this announcement), oral statements made regarding the Transaction, and other information published by Bidco, Nuveen or Schroders may contain statements about the Nuveen Group, the TIAA Group and the Schroders Group that are or may be deemed to be forward-looking statements. All statements other than statements of historical fact are, or may be deemed to be, forward-looking statements.

Forward-looking statements are statements of future expectations that are based on management's current expectations and assumptions and involve known and unknown risks and uncertainties that could cause actual results, performance or events to differ materially from those expressed or implied in these statements. Forward-looking statements include, among other things, statements concerning: (i) the ability to complete the Transaction in a timely manner; (ii) future capital expenditures, expenses, revenues, earnings, synergies, economic performance, indebtedness, financial condition, dividend policy, losses and future prospects; (iii) business and management strategies and the expansion and growth of Nuveen's, TIAA Group's or Schroders' operations and potential synergies resulting from the Transaction; and (iv) the effects of government regulation on the Nuveen Group's, TIAA Group's or the Schroders Group's businesses. These forward-looking statements are identified by their use of terms and phrases such as, without limitation, "aims", "anticipate", "believe", "could", "estimate", "expect", "goals", "hopes", "intend", "may", "objectives", "outlook", "plan", "probably", "project", "risks", "seek", "should", "target", "will", "would" and similar terms and phrases.

Due to such uncertainties and risks, readers are cautioned not to place undue reliance on such forward-looking statements, which speak only as of the date hereof. All subsequent oral or written forward-looking statements attributable to any member of the Nuveen Group or the Schroders Group, or any of their respective associates, directors, officers, employees or advisers, are expressly qualified in their entirety by the cautionary statement above. Neither Bidco, the Nuveen Group, the TIAA Group nor the Schroders Group, nor any of their respective members, partners, associates or directors, officers or advisers, provides any representation, warranty, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements in this announcement will actually occur. Bidco, Nuveen, TIAA and Schroders expressly disclaim any obligation to update any forward-looking or other statements contained herein, except as required by applicable law or by the rules of any competent regulatory authority, whether as a result of new information, future events or otherwise.

Dealing disclosure requirements

Under Rule 8.3(a) of the Takeover Code, any person who is interested in 1 per cent. or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the Offer Period and, if later, following the announcement in which any securities exchange offeror is first identified. An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule

8.3(a) applies must be made by no later than 3.30 p.m. (London time) on the 10th Business Day following the commencement of the Offer Period and, if appropriate, by no later than 3.30 p.m. (London time) on the 10th Business Day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Takeover Code, any person who is, or becomes, interested in 1 per cent. or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s), save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 p.m. (London time) on the Business Day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3.

Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).

Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Panel's website at www.thetakeoverpanel.org.uk, including details of the number of relevant securities in issue, when the Offer Period commenced and when any offeror was first identified. You should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.

Publication on a website and right to receive documents in hard copy form

In accordance with Rule 26.1 of the Takeover Code, copies of this announcement and other documents required to be published pursuant to Rule 26 of the Takeover Code will be available, free of charge (subject to certain restrictions relating to persons resident in Restricted Jurisdictions), on https://www.nuveen.com/global/nuveen-recommended-offer-for-schroders and www.schroders.com/nuveenoffer by no later than 12 noon (London time) on the Business Day following the date of this announcement. The content of these websites and any websites accessible from hyperlinks on these websites are not incorporated into and do not form part of this announcement.

Schroders Shareholders, persons with information rights and participants in the Schroders Share Plans may request a hard copy of this announcement, free of charge, by calling Schroders' registrars, Computershare Investor Services PLC during business hours (8.30 a.m. to 5.30 p.m. (London time) Monday to Friday excluding public holidays in England and Wales) on +44 (0800) 923 1530 from within the UK or +44 (117) 378 8170 if calling from outside the UK, or by submitting a request in writing to The Pavilions, Bridgwater Road, Bristol BS99 6ZY. If calling from outside the UK, please ensure the country code is used. For persons who receive a copy of this announcement in electronic form or via a website notification, a hard copy of this announcement will not be sent unless so requested. Such persons may also request that all future documents, announcements and information in relation to the Transaction are sent to them in hard copy form. Please note that Computershare Investor Services PLC cannot provide advice on the merits of the Transaction or the Scheme or give any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

Electronic communications

Please be aware that addresses, electronic addresses and certain information provided by Schroders Shareholders, persons with information rights and other relevant persons for the receipt of communications from Schroders may be provided to Nuveen during the offer period as requested under Section 4 of Appendix 4 of the Takeover Code.

No profit forecasts or profit estimates

No statement in this announcement is intended, or is to be construed, as a profit forecast, profit estimate or quantified financial benefits statement for any period and no statement in this announcement should be interpreted to mean that earnings or earnings per Schroders Share for the current or future financial years would necessarily match or exceed the historical published earnings or earnings per share for Schroders Shares.

General

If you are in any doubt about the contents of this announcement or the action you should take, you are recommended to seek your own independent financial advice immediately from your stockbroker, bank manager, solicitor or independent financial adviser duly authorised under FSMA if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

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