

Driving investment, trade and the creation of wealth across Asia, Africa and the Middle East

Notice of Annual General Meeting 2015

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should consult a stockbroker, solicitor, accountant or other appropriate independent professional adviser.

If you have sold or otherwise transferred all of your shares, please pass this document together with any accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer, so that they can pass these documents on to the person who now holds the shares. If you are not sure what to do, please contact an appropriate independent professional adviser. If you have sold or transferred some, but not all, of your shares you should contact the person who arranged the sale or transfer without delay for advice on what action you should take.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this document, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this document.

Notice of the Annual General Meeting of Standard Chartered PLC to be held at etc.venues, 200 Aldersgate, St Paul's, London EC1A 4HD on Wednesday 6 May 2015 at 11.00am London time (6.00pm Hong Kong time) is set out on pages 5 to 14 of this document.

27 March 2015

STANDARD CHARTERED PLC

LSE Stock Code: STAN.LN

HKSE Stock Code: 02888

BSE/NSE Stock Code: STAN.IN

Letter from the Chairman

To ordinary shareholders and, for information only, preference shareholders and information rights holders

27 March 2015

Dear Shareholder



I am pleased to be sending you details of our Annual General Meeting (AGM), which we are holding on Wednesday 6 May 2015 at 11.00am London time (6.00pm Hong Kong time) at etc.venues, 200 Aldersgate, St Paul's, London EC1A 4HD. The formal notice of our AGM starts on page 5 of this document.

At the AGM, I will present a review of the year's results and current business and there will be an opportunity for you to ask questions on the Company's performance and on each of the resolutions being proposed at the AGM.

Final Dividend

Shareholders are being asked to approve a final dividend of 57.20 US cents per ordinary share for the year ended 31 December 2014. For more details please see resolution 2 on page 5 of this document.

Board changes

We have continued to evolve the shape and dynamics of the Board in 2014. In July, we were delighted to welcome to the Board Andy Halford as our new Group Finance Director. Andy succeeded Richard Meddings, who stepped down from the Board in June 2014. Andy brings considerable financial, commercial and international experience to the Board. He will stand for election at this year's AGM.

Since last year's AGM we have also made a number of changes to the independent non-executive representation on the Board. We welcomed Byron Grote to the Board in July 2014. Byron brings considerable international, business leadership and financial experience to the Board. Byron will stand for election at this year's AGM.

It was with regret that, for personal reasons, John Paynter, independent non-executive director, decided to step down from the Board at the end of December 2014 after six years on the Board. Oliver Stocken, agreed to remain on the Board for a short period following John's departure, before retiring from the Board in February 2015 having served over 10 years as an independent non-executive director. I would like to thank both John and Oliver for their highly valuable contributions and commitment.

On 26 February 2015 we announced a comprehensive series of changes to the composition of the Board as part of the next phase of its transition.

Peter Sands, our Group Chief Executive will be leaving the Group in June 2015 and will therefore not stand for re-election at this year's AGM. Peter has made an immense contribution to the success of Standard Chartered and has had a transformative impact during his 13 year tenure as both Group Chief Executive and previously as Group Finance Director. On behalf of the Board, I would like to thank Peter for his tremendous service to the Group throughout his tenure.

Bill Winters will join the Group in May 2015 and be appointed to the Board as Group Chief Executive with effect from June 2015. He will therefore not seek election at this year's AGM. Bill is a globally respected banker who has a proven track record of leadership and financial success, as well as an exceptional understanding of the global regulatory and conduct environment.

We also recently announced that Jaspal Bindra, Group Executive Director and Chief Executive Officer, Asia has decided to step down from the Board with effect from the end of April 2015, and will leave Standard Chartered shortly thereafter. I would like to thank Jaspal who has made an enormous contribution to the Board and the wider Group throughout his long and successful 16 year career.

We also announced a number of further changes to the Board composition in line with the multi-year Board succession plan. Two new independent non-executive directors, Gay Huey Evans and Jasmine Whitbread will join the Board with effect from 1 April 2015. Between them they bring extensive banking, risk, business leadership and international experience with a deep knowledge and understanding of our key markets. They also provide further valuable diversity of insight and perspective to the Board debate. They will both stand for election at this year's AGM.

In addition, we also announced the retirement of our two most long-standing independent non-executive directors, Ruth Markland and Paul Skinner. Both Ruth and Paul have been incredibly dedicated and supportive members of the Board, providing wise counsel to the Group for over 11 years. Both will step down from the Board by the end of 2015 and therefore will stand for re-election at this year's AGM. Ruth

will continue as Senior Independent Director until she retires but will step down from her role as Remuneration Committee Chair following the conclusion of the AGM. Christine Hodgson will succeed Ruth as Remuneration Committee Chair from 7 May 2015.

Finally, as part of these changes I announced my intention to step down from the Board during the course of 2016 after nine years on the Board, with seven years as Chairman. This will allow sufficient time for Bill to transition into his new role and ensure continuity on the Board.

In accordance with the UK Corporate Governance Code, all directors will stand for election or re-election at the AGM this year, with the exception of Peter Sands who will step down from the Board shortly after the AGM in June 2015.

The Board is satisfied that it continues to maintain an appropriate balance of knowledge and skills and that all non-executive directors are independent in character and judgement. This follows a process of formal evaluation which confirms that each director makes an effective and valuable contribution to the Board and demonstrates commitment to the role. As part of this evaluation the Board conducted a rigorous assessment of the independence of the non-executive directors. Given that Ruth and Paul have served on the Board for over 11 years, their appointments were the subject of particular scrutiny. Neither Ruth or Paul participated in this assessment. However, the Board agreed that each of them continued to demonstrate the attributes of an independent non-executive director and there was no evidence that their extended tenure has impacted on their independence. Biographical details of our directors can be found on pages 5 to 9 of this document.

Voting arrangements

Voting at the AGM will be conducted by way of a poll.

If you are not able to attend the AGM but would like to vote on the resolutions, you are able to vote electronically at www.investorcentre.co.uk/eproxy. Instructions can be found on pages 20 and 21 of this document. Alternatively, you can complete the proxy form (or voting instruction form for ShareCare members) sent to you with this document and return it to our registrar. All proxy forms, including voting instruction forms for ShareCare members, must be received by 11.00am London time on Friday 1 May 2015, or 6.00pm Hong Kong time on Friday 1 May 2015.

Explanatory notes on all the business to be considered at this year's AGM appear on pages 5 to 14 of this document. The Board considers that all the resolutions to be put to the AGM are in the best interests of the Company and its shareholders as a whole. The Board recommends all shareholders vote in favour of all the resolutions, as the directors intend to do in respect of their own shares (with the exception of resolution 24, as in accordance with Rule 7.19(6) of the Hong Kong Listing Rules, the executive directors and their respective associates will abstain from voting in favour of resolution 24 for the reasons set out on page 11 of this document).

Lunch will be served after the AGM and the directors and I very much hope you will be able to join us.

Yours sincerely



Sir John Peace
Chairman

Directors standing for election



Dr Byron Grote
Independent Non-Executive
Director
Resolution 4



Andy Halford
Group Finance Director
Resolution 5



Gay Huey Evans
Independent Non-Executive
Director
Resolution 6



Jasmine Whitbread
Independent Non-Executive
Director
Resolution 7

Directors standing for re-election



Om Bhatt
Independent Non-Executive
Director
Resolution 8



Dr Kurt Campbell
Independent Non-Executive
Director
Resolution 9



Dr Louis Cheung
Independent Non-Executive
Director
Resolution 10



Dr Han Seung-soo, KBE
Independent Non-Executive
Director
Resolution 11



Christine Hodgson
Independent Non-Executive
Director
Resolution 12



Naguib Kheraj
Independent Non-Executive
Director
Resolution 13



Simon Lowth
Independent Non-Executive
Director
Resolution 14



Ruth Markland
Senior Independent Director
Resolution 15



Sir John Peace
Chairman
Resolution 16



Mike Rees
Deputy Chief Executive
Resolution 17



V Shankar
Group Executive Director
Resolution 18



Paul Skinner, CBE
Independent Non-Executive
Director
Resolution 19



Dr Lars Thunell
Independent Non-Executive
Director
Resolution 20

Notice of Annual General Meeting 2015 and Explanatory Notes

This year's Annual General Meeting (AGM) will be held at etc.venues, 200 Aldersgate, St Paul's, London EC1A 4HD on Wednesday 6 May 2015 at 11.00am London time (6.00pm Hong Kong time). You will be asked to consider and, if thought fit, to pass the resolutions below.

Resolutions 1 to 26 (inclusive) are proposed as ordinary resolutions, which must each receive more than 50% of the votes cast in order to be passed. Resolutions 27 to 31 (inclusive) are proposed as special resolutions, which must each receive at least 75% of the votes cast in order to be passed.

Please note that a 'vote withheld' is not a vote in law and will not be counted in the calculation of the proportion of votes 'for' or 'against' a resolution.

Ordinary resolutions

1. To receive the Company's annual report and accounts for the financial year ended 31 December 2014 together with the reports of the directors and auditors.

The directors are required by law to present, for each financial year, copies of the Company's annual report and accounts to shareholders at a general meeting.

2. To declare a final dividend of 57.20 US cents per ordinary share for the year ended 31 December 2014.

Final dividends must be approved by shareholders but cannot be more than the amount recommended by directors. If the AGM approves resolution 2, the final dividend of 57.20 US cents per ordinary share will be paid in either sterling, Hong Kong dollars or US dollars on 14 May 2015 to shareholders on the UK register of members at the close of business in the UK (10.00pm London time) on 13 March 2015, and to shareholders on the Hong Kong branch register of members at the opening of business in Hong Kong (9.00am Hong Kong time) on 13 March 2015. The final dividend will be paid in Indian rupees on 14 May 2015 to Indian Depository Receipt holders on the Indian register of Indian Depository Receipt holders at the close of business in India on 13 March 2015.

It is intended that shareholders on the UK register and Hong Kong branch register will be able to elect to receive shares credited as fully paid instead of all or part of the final cash dividend. Details of the dividend arrangements will be sent to shareholders on or around 27 March 2015. Indian Depository Receipt holders will receive their dividend in Indian rupees only. Please see the separate document entitled '2014 Final Dividend' and the related 'Dividend Terms and Conditions' which are available on our website at: <http://investors.sc.com/en/dividend.cfm>.

The Stock Exchange of Hong Kong Limited (the 'Stock Exchange') granted a waiver to the Company on 7 December 2011 from compliance with Rule 13.66(2) of the Rules Governing the Listing of Securities on the Stock Exchange and Note 3 thereunder relating to record dates for the Company's final dividends.

3. To approve the annual report on remuneration contained in the Directors' Remuneration Report for the year ended 31 December 2014 as set out on pages 170 to 209 of the annual report and accounts.

Under section 439A of the Companies Act 2006, the Company is required to seek the approval of shareholders of its annual report on remuneration practice, which details

the remuneration of the directors for the year under review. Shareholders are invited to vote on the annual report on remuneration for the year ended 31 December 2014 contained in the Directors' Remuneration Report found on pages 170 to 209 of the annual report and accounts. The vote on the annual report on remuneration will be advisory.

4. To elect Dr Byron Grote who has been appointed as a non-executive director by the Board since the last AGM of the Company.

Byron was appointed to the Board in July 2014.

Career: Byron spent nine years at Standard Oil of Ohio prior to it being acquired by BP plc in 1987. From 1988 to 2000 Byron worked across BP in a variety of commercial, operational and executive roles. He was appointed chief executive officer of BP Chemicals and a managing director of BP plc in 2000, with regional group level accountability for BP's activities in Asia from 2001 to 2006. Byron was chief financial officer of BP plc from 2002 until 2011, subsequently serving as BP's executive vice president, corporate business activities, from 2012 to 2013 with responsibility for the Group's integrated supply and trading activities, alternative energy, shipping and technology. Byron is currently a non-executive director and chair of the audit committee at Unilever plc and Unilever NV and will step down from its board at the end of April 2015. Byron is also a non-executive director and audit committee chair at Anglo American plc, and a non-executive director on the supervisory board at Akzo Nobel NV. Byron will join the board of Tesco PLC as a non-executive director from 1 May 2015. He is also a member of the European Audit Committee Leadership Network and an emeritus member of the Cornell Johnson School Advisory Council at Cornell University. Byron holds a PhD in Quantitative Analysis from Cornell University. Age 66 at the date of the AGM.

Experience: Byron brings broad commercial, financial and international experience.

Committees: Member of Audit Committee and Brand, Values and Conduct Committee.

5. To elect Andy Halford, who has been appointed as an executive director by the Board since the last AGM of the Company.

Andy was appointed to the Board as Group Finance Director in July 2014. Andy is a director of Standard Chartered Bank and Standard Chartered Holdings Limited.

Career: Andy was group finance director at East Midlands Electricity plc prior to joining Vodafone in 1999 as financial

director for Vodafone Limited, the UK operating company. In 2001, Andy was appointed financial director for Vodafone's Northern Europe, Middle East and Africa region and later the chief financial officer of Verizon Wireless in the US and was a member of the board of representatives of the Verizon Wireless Partnership. Andy was appointed chief financial officer in 2005, a position he held for nine years. As Group Finance Director at Standard Chartered Andy is responsible for the Finance, Corporate Treasury, Group Corporate Development and Strategy functions. Andy is a non-executive director at Marks and Spencer Group plc and a member of the Business Forum on Tax and Competitiveness. Andy holds a bachelor's degree in Industrial Economics from Nottingham University and is a Fellow of the Institute of Chartered Accountants in England and Wales. Based in London. Age 56 at the date of the AGM.

Experience: Andy has a strong finance background and deep experience of managing a complex international business across dynamic and changing markets.

6. To elect Gay Huey Evans who has been appointed as a non-executive director by the Board since the last AGM of the Company.

Gay will join the Board on 1 April 2015.

Career: Gay has over 30 years of experience working within the financial services industry, international capital markets and the financial regulator. She spent seven years at the Financial Services Authority from 1998 to 2005, where she served as director of markets division, capital markets sector leader, with responsibility for, among other things, establishing a market facing division for the supervision of market infrastructure, oversight of market conduct and developing markets policy. From 2005 to 2008 Gay held a number of roles at Citi, including head of governance, Citi Alternative Investments, EMEA between 2007 and 2008. Gay joined Barclays Capital in 2008 where she was vice chair of investment banking and investment management, responsible for Barclays' relationships with sovereign funds globally. Gay is currently a non-executive director of Aviva plc, ConocoPhillips, Bank Itau BBA International Limited, and is Deputy Chair of the Financial Reporting Council having joined as a non-executive director in 2012. She was a non-executive director of London Stock Exchange Group plc between 2010 and 2013. Gay holds a BA in Economics from Bucknell University. Age 60 at the date of the AGM.

Experience: Gay brings extensive banking, finance and significant UK regulatory and governance experience.

7. To elect Jasmine Whitbread who has been appointed as a non-executive director by the Board since the last AGM of the Company.

Jasmine will join the Board on 1 April 2015.

Career: Jasmine began her career in international marketing in the technology sector and joined Thomson Financial (now Thomson Reuters) in 1994, becoming managing director of the Electronic Settlements Group based in Boston. In 1999, after completing the Stanford Executive Program the year before, Jasmine moved to West Africa to set up one of Oxfam's first regional

offices, managing nine country operations, closing under-performing offices and re-opening in Nigeria. She was then promoted to international director responsible for Oxfam's programmes worldwide. Jasmine joined Save the Children as chief executive in 2005, responsible for revitalising one of the UK's most established charities: refreshing brand and values, growing revenues and cutting costs. In 2010 she was appointed as Save the Children's first international chief executive officer, tasked with leading the merger of 14 separate organisations into one management line of 15,000 people across seven regions and 60 countries, while aligning the two billion dollar federation behind a single mission and strategy. Jasmine is also a non-executive director of BT Group plc. Jasmine has a BA in English from Bristol University, and is a graduate from the Stanford University Executive Program. Age 51 at the date of the AGM.

Experience: Jasmine brings significant business leadership experience as well as first-hand experience of operating across our markets.

8. To re-elect Om Bhatt, a non-executive director.

Om was appointed to the Board in January 2013.

Career: In a career spanning 38 years with the State Bank of India (SBI), India's largest commercial bank, Om held a number of roles beginning with the lead bank department, which pioneered financial inclusion. He led the project team that pioneered SBI's technology initiative in the 1990s, undertook assignments at SBI's London and Washington offices and held general management roles between 2004 and 2006. He became managing director of SBI in 2006, culminating in his appointment as chairman of the State Bank Group until he stepped down in 2011. Om has also served as chairman of the Indian Banks' Association and was an independent non-executive director of Oil and Natural Gas Corporation before stepping down in December 2014. Om is an independent non-executive director of Hindustan Unilever Ltd, Tata Steel, Tata Consultancy Services and Governor of the board of the Center for Creative Leadership. Om has a degree in Science and a post-graduate degree in English Literature. Age 64 at the date of the AGM.

Experience: Om brings extensive banking, financial services and leadership acumen with deep knowledge and experience across India, one of our largest markets.

Committees: Member of the Board Risk Committee.

9. To re-elect Dr Kurt Campbell, a non-executive director.

Kurt was appointed to the Board in June 2013.

Career: Kurt has served in several capacities in the US government, including deputy assistant secretary of defense for Asia and Pacific Affairs and director on the National Security Council Staff in the White House. From 2003 to 2009, Kurt was the founder and chairman of StratAsia, a strategic advisory firm focused on Asia. From 2009 to 2013, Kurt served as the US Assistant Secretary of State for East Asian and Pacific Affairs. He was widely credited as being a key architect of the "pivot to Asia". Kurt was a central figure in advancing the US-China relationship, building stronger ties to Asian allies, and in

the opening of Myanmar. Previously, Kurt was the chief executive officer and co-founder of the Center for a New American Security. Kurt was also an associate professor at Harvard's John F Kennedy School of Government. He is chairman and chief executive officer of The Asian Group LLC, a strategic advisory and investment group specialising in the Asia Pacific region. Kurt holds a BA in science, technology and public affairs from the University of California. He also holds a Certificate in music and political philosophy from the University of Erevan in Soviet Armenia, and a Doctorate in international relations from Brasenose College, Oxford. He was a Post Doctoral and Graduate Research Fellow at Harvard University. Age 57 at the date of the AGM.

Experience: Kurt has a wealth of experience of the US political environment and significant experience of some of our key markets, notably across Asia.

Committees: Member of the Brand, Values and Conduct Committee.

10. To re-elect Dr Louis Cheung, a non-executive director.

Louis was appointed to the Board in January 2013.

Career: Louis was a global partner of McKinsey & Company and a leader in its Asia Pacific financial institutions practice prior to joining Ping An Insurance Group in 2000. Louis worked in several senior roles at Ping An, including chief financial officer, before becoming group president in 2003 and executive director in 2006 to 2011. Louis is currently the chief executive officer of Boyu Capital Advisory Co, independent non-executive director of Fubon Financial Holding Company and a Fellow and council member of the Hong Kong Management Association. Louis holds a BA and a PhD in Engineering from Corpus Christi College, Cambridge and was a post-doctoral research fellow at Cambridge. Age 51 at the date the of AGM.

Experience: Louis brings strong broad financial services and investor relations credentials, particular in a Greater China context.

Committees: Member of the Remuneration Committee.

11. To re-elect Dr Han Seung-soo, KBE, a non-executive director.

Dr Han was appointed to the Board in January 2010.

Career: Dr Han is a former prime minister of the Republic of Korea. He has a distinguished political, diplomatic and administrative career serving as deputy prime minister and minister of finance, foreign affairs, and industry and trade before serving as prime minister in 2008 and 2009. He also served as Korean ambassador to the United States, chief of staff to the president, president of the 56th Session of the United Nations General Assembly, special envoy of the UN Secretary-General on Climate Change and chairman of the 2009 Organisation for Economic Cooperation and Development Ministerial Council Meeting in Paris. Dr Han sits on a number of advisory Boards and is currently the United Nations Secretary-General's Special Envoy for Disaster Risk Reduction and Water, the UN Secretary-General's Advisory Board on Water and Sanitation, is the founding chair of the High-Level Experts and Leaders Panel on Water and Disaster, is the co-chair of

the Water Advisory Group at the Asian Development Bank and co-chairman of the International Advisory Board of the International Finance Forum of China. Dr Han received his bachelor's degree from Yonsei University in 1960. He acquired his master's from Seoul National University in 1963 and his doctorate in economics from University of York in 1968. Age 78 at the date of the AGM.

Experience: Dr Han is a distinguished economist and has a strong geo-political background, bringing valuable knowledge of Asia and its economies.

Committees: Member of the Brand, Values and Conduct Committee.

12. To re-elect Christine Hodgson, a non-executive director.

Christine was appointed to the Board in September 2013. Christine will be appointed as Remuneration Committee Chair with effect from 7 May 2015.

Career: Christine held a number of senior positions at Coopers & Lybrand and was corporate director of Ronson plc before joining Capgemini in 1997, where she has held a variety of roles including chief financial officer for Capgemini UK plc and chief executive officer of technology services for North West Europe, before being appointed chair of Capgemini UK plc. Christine is a non-executive director of Ladbrokes plc and sits on the board of two charities; The Prince of Wales' Business in the Community and MacIntyre Care. In February 2015, Christine was appointed chair of a new government-backed careers and enterprise company, Enterprise for Education Limited, aiming to inspire and prepare young people for the world of work. Christine is a fellow of the Institute of Chartered Accountants in England and Wales and holds a first class honours degree from Loughborough University. Age 50 at the date of the AGM.

Experience: Christine brings strong business leadership, finance, accounting and technology experience.

Committees: Member of the Audit Committee, the Remuneration Committee, the Brand, Values and Conduct Committee and the Board Financial Crime Risk Committee.

13. To re-elect Naguib Kheraj, a non-executive director.

Naguib was appointed to the Board in January 2014.

Career: Naguib began his career in banking at Salomon Brothers in 1986 and went on to hold a number of senior positions at Robert Fleming, Barclays, JP Morgan Cazenove and Lazard. Over the course of 12 years at Barclays, Naguib served as group finance director and vice-chairman and in various business leadership positions in Wealth Management, Institutional Asset Management and Investment Banking. Naguib was also a Barclays nominated non-executive director of Absa Group in South Africa and of First Caribbean International Bank. He was chief executive officer of JP Morgan Cazenove, a leading London-based investment banking business. Naguib is a former non-executive director of NHS England and has served as a senior adviser to Her Majesty's Revenue and Customs Service and to the Financial Services Authority in the UK. Naguib is currently a non-executive director of

Rothsay Life, a specialist pension's insurer and a member of the investment committee of Wellcome Trust. He spends the majority of his time as a senior advisor to the Aga Khan Development Network and serves on the boards of various entities within the Aga Khan Development Network. Naguib holds a degree in Economics from Cambridge University. Age 50 at the date of the AGM.

Experience: Naguib brings significant banking and finance experience.

Committees: Chair of the Audit Committee, member of the Governance and Nomination Committee, the Board Risk Committee and the Board Financial Crime Risk Committee.

14. To re-elect Simon Lowth, a non-executive director.

Simon was appointed to the Board in May 2010.

Career: Simon spent 15 years with the global management consultancy, McKinsey & Company, latterly as a senior director responsible for the firm's UK industrial practice, where he advised leading multinational companies on a wide range of strategic, financial and operational issues. He joined Scottish Power PLC in 2003 as executive director; corporate strategy and development, becoming finance director two years later. Simon was chief financial officer of AstraZeneca PLC from 2007 until 2013, when he was appointed chief financial officer and executive director at BG Group. Simon has an engineering degree from Cambridge University and an MBA from London Business School. Age 53 at the date of the AGM.

Experience: Simon brings significant expertise in finance, capital allocation, portfolio and risk management and strategy.

Committees: Chair of the Board Financial Crime Risk Committee.

15. To re-elect Ruth Markland, a non-executive director.

Ruth was appointed to the Board in November 2003 and became Senior Independent Director in July 2013. Having served as an independent non-executive director for over 11 years, Ruth will step down from the Board by the end of 2015. She will stand down as Remuneration Committee Chair with effect from the conclusion of the AGM.

Career: Ruth joined Freshfields Bruckhaus Deringer in 1977, working in both London and Singapore, becoming partner in 1983. Between 1996 and 2003, Ruth was managing partner in Asia, responsible for the firm's eight offices across the region. Ruth is the senior independent director and chair of the remuneration committee at The Sage Group plc and member of the supervisory board of Arcadis NV. Until November 2012, Ruth served as chair of the board of trustees of the WRVS charity. Ruth studied law at Southampton University. Age 62 at the date of the AGM.

Experience: Ruth brings significant expertise in Asia and a deep understanding of the legal and regulatory environment.

Committees: Chair of the Remuneration Committee, member of the Audit Committee, the Governance and

Nomination Committee and the Board Financial Crime Risk Committee.

16. To re-elect Sir John Peace, as Chairman.

Sir John was appointed to the Board as Deputy Chairman in 2007, becoming Group Chairman in 2009. Sir John intends to step down from the Board during the course of 2016.

Career: Sir John joined the board of GUS plc in 1997, of which Burberry and Experian were a part, becoming chief executive in 2000 until 2006. In 2002, Burberry was floated on the London Stock Exchange with Sir John as its chairman, a position he continues to hold. In 2006, Sir John was appointed as chairman of Experian following the demerger of GUS plc, a position he held until he stepped down in July 2014. Sir John is committed to supporting his local community and has a long-standing interest in education. He chaired the board of governors of Nottingham Trent University for 10 years and has been a trustee of the Djanogly City Academy in Nottingham since 1999, is Lord-Lieutenant of Nottinghamshire and a Fellow of the Royal Society of Arts. Sir John has an honorary doctorate from the University of Nottingham and was knighted in 2011 for services to business and the voluntary sector. Age 66 at the date of the AGM.

Experience: Sir John has a strong financial services and retailing background as well as significant board and chairmanship experience, in addition to extensive international experience and exemplary governance credentials.

Committees: Chair of the Governance and Nomination Committee.

17. To re-elect Mike Rees, an executive director.

Mike was appointed to the Board as Chief Executive Officer, Wholesale Banking in August 2009, becoming Deputy Chief Executive in April 2014. Mike is a director of Standard Chartered Bank and Standard Chartered Holdings Limited.

Career: Mike held several roles in finance at JP Morgan before joining Standard Chartered in 1990 as the Chief Financial Officer for Global Treasury, becoming the Regional Treasurer in Singapore, responsible for the South East Asia Treasury businesses. Mike was later appointed Group Head of Global Markets and Chief Executive, Wholesale Banking, responsible for all Commercial Banking products in addition to his responsibilities for Global Markets products. He was appointed Deputy Chief Executive in 2014, responsible for the integrated Wholesale and Consumer Banking business. Mike is a member of the International Advisory Board of Mauritius and the Mayor of Rome's business advisory council. Mike graduated in 1978 from the University of Aston, Birmingham (B.Sc. Hons.) and is a member of the Institute of Chartered Accountants in England and Wales and the UK Institute of Directors. Based in London. Age 59 at the date of the AGM.

Experience: Mike is a qualified chartered accountant and brings extensive and wide-ranging international banking experience.

18. To re-elect V Shankar, an executive director.

Shankar was appointed to the Board in January 2012. Shankar is also a director of Standard Chartered Bank and Standard Chartered Holdings Limited.

Career: Shankar spent 19 years at Bank of America before joining Standard Chartered in 2001 as Group Head of Corporate Finance. He was appointed Group Head of Origination and Client Coverage in 2007 and promoted to his current role in 2010. Shankar is a non-executive director of Majid Al Futtaim Holding LLC, a trustee of the Asia Society, New York, and a member of the board of trustees of the Singaporean Indian Development Association. Shankar has a BSc in Physics from Loyola College in Chennai and a MBA from the Indian Institute of Management in Bangalore. Based in the UAE. Age 57 at the date of the AGM.

Experience: Shankar brings wide-ranging international banking experience.

19. To re-elect Paul Skinner, CBE, a non-executive director.

Paul was appointed to the Board in November 2003. Having served as an independent non-executive director for over 11 years, Paul will step down from the Board by the end of 2015.

Career: Paul was formerly a director of The Shell Transport and Trading Company plc and group managing director of the Royal Dutch/Shell Group of companies. During his career at Shell he worked in all of Shell's main businesses, with assignments in the UK, Greece, Nigeria, New Zealand and Norway. Paul was chairman of Rio Tinto Plc from 2003 to 2009 and chairman of Infrastructure UK, Her Majesty's Treasury from 2009 to 2013. Paul was a UK business ambassador from 2008 to 2012. He also served as a member of the Defence Board of the Ministry of Defence and as chairman of both the Commonwealth Business Council and International Chamber of Commerce UK. Paul is currently chairman of the MoD's Defence Equipment and Support entity, a non-executive director of the Tetra Laval Group and L'Air Liquide SA, and is a member of the public interest body of PwC and of the advisory body of Norton Rose Fulbright LLP. Paul read law at Pembroke College, Cambridge and has a diploma in Business Administration from the Manchester Business School. Age 70 at the date of the AGM.

Experience: Paul has extensive experience of customer-facing global businesses across our geographical footprint and of managing a large global commodities trading business. He has also served in major public sector roles.

Committees: Chairman of the Brand, Values and Conduct Committee. Member of the Remuneration Committee, Board Risk Committee and the Governance and Nomination Committee.

20. To re-elect Dr Lars Thunell, a non-executive director.

Lars was appointed to the Board in November 2012.

Career: Lars was president and chief executive officer of Securum, the Swedish Government "bad bank" from

1992 to 1994, chief executive officer of Trygg-Hansa from 1994 to 1997 and chief executive officer of SEB, Sweden's leading corporate bank from 1997 to 2005. Until June 2012, Lars was chief executive officer and executive vice president of the International Finance Corporation (IFC), a member of the World Bank Group. In this role, Lars led the IFC's overall strategic direction in its mission to promote sustainable private sector development. Lars has held a number of non-executive directorships and been chairman of the Swedish Bankers Association. Lars is currently a senior advisor to the Blackstone Group, a director of Kosmos Energy, a non-executive director and vice chairman of Sithe Global LLP, a director of Fistera Energy LLP and Chairman of Global Water Development Partners- all part of the Blackstone Group. He is also a board member of the Middle East Investment Initiative and Access Health International, both independent non-profit organisations and chairman of Africa Risk Capacity Limited. Lars received a PhD in Philosophy (Political Science) from Stockholm University and was a Research Fellow at the Harvard University Centre for International Affairs. Age 66 at the date of the AGM.

Experience: Lars has a highly-developed understanding of banking and risk management in a financial services context.

Committees: Chair of the Board Risk Committee and member of the Audit Committee, the Governance and Nomination Committee and the Board Financial Crime Risk Committee.

21. To appoint KPMG LLP as auditor to the Company from the end of the AGM until the end of next year's AGM.

It is proposed that KPMG LLP be appointed auditors of the Company and will hold office from the conclusion of this meeting until the conclusion of the next general meeting at which accounts are laid before the company.

The performance and effectiveness of the auditor, which included an assessment of the auditor's independence and objectivity, has been evaluated by the Company's Audit Committee which has recommended to the Board that KPMG LLP be appointed. The change of auditors from KPMG Audit Plc to KPMG LLP is purely administrative and has no impact on audit processes or timelines.

A copy of the statement required to be given by KPMG Audit Plc under section 519 of the Companies Act 2006 is included in Appendix 2.

22. To authorise the Board to set the auditor's fees.

Shareholders are asked to authorise the Board to set the auditor's fees.

23. That in accordance with sections 366 and 367 of the Companies Act 2006, the Company and all companies that are its subsidiaries during the period for which this resolution has effect are authorised to:

(A) make donations to political parties and/or independent election candidates not exceeding £100,000 in total;

- (B) make donations to political organisations other than political parties not exceeding £100,000 in total; and
- (C) incur political expenditure not exceeding £100,000 in total,

(as such terms are defined in sections 363 to 365 of the Companies Act 2006) provided that the aggregate amount of any such donations and expenditure shall not exceed £100,000 during the period beginning with the date of passing this resolution and expiring at the end of next year's AGM, unless such authority has been previously renewed, revoked or varied by the Company in a general meeting.

It is not the Group's policy to make political donations. However, it is possible that certain routine activities undertaken by the Company and its subsidiaries might unintentionally fall within the broad scope of the provisions controlling political donations and expenditure. Any political donations or expenditure regulated by the Companies Act 2006 must be approved by shareholders at a general meeting and be disclosed in the next year's annual report. Accordingly, the directors seek shareholders' approval to renew the authority for political donations and expenditure to be made by the Company. As permitted under the Companies Act 2006, the resolution covers any political donations made or political expenditure incurred by the Company's subsidiaries. The three categories set out in the Companies Act 2006 are: political parties and independent election candidates, political organisations and political expenditure. The resolution proposes a cap of £100,000 per category subject to an aggregate cap for authorised political donations or expenditure of £100,000. The authority being sought will be effective from Wednesday 6 May 2015 until the end of next year's AGM unless previously renewed, revoked or varied by the Company in a general meeting. The Companies Act 2006 permits shareholders to grant authority for up to four years. However, the directors will seek to renew this authority at each AGM.

24. That the Board be authorised to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company:

- (A) up to a nominal amount of US\$247,399,168 (such amount to be restricted to the extent that any allotments or grants are made under paragraphs (B) or (C) so that in total no more than US\$412,331,946.50 can be allotted under paragraphs (A) and (B) and no more than US\$824,663,893.50 can be allotted under paragraphs (A), (B) and (C);
- (B) up to a nominal amount of US\$412,331,946.50 (such amount to be restricted to the extent that any allotments or grants are made under paragraphs (A) or (C) so that in total no more than US\$412,331,946.50 can be allotted under paragraphs (A) and (B) and no more than US\$824,663,893.50 can be allotted under paragraphs (A), (B) and (C)) in connection with:
 - (i) an offer or invitation:

- (a) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- (b) to holders of other equity securities as required by the rights of those securities or as the Board otherwise considers necessary,

and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

- (ii) a scrip dividend scheme or similar arrangement implemented in accordance with the articles of association of the Company;

- (C) comprising equity securities (as defined in section 560(1) of the Companies Act 2006) up to a nominal amount of US\$824,663,893.50 (such amount to be restricted to the extent that any allotments or grants are made under paragraphs (A) or (B) so that in total no more than US\$824,663,893.50 can be allotted under paragraphs (A), (B) and (C)) in connection with an offer by way of a rights issue:

- (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- (ii) to holders of other equity securities as required by the rights of those securities or as the Board otherwise considers necessary,

and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

- (D) pursuant to the terms of any existing share scheme of the Company or any of its subsidiaries or subsidiary undertakings adopted prior to the date of this meeting.

such authorities to apply until the end of next year's AGM (or, if earlier, until the close of business on 5 August 2016) but, in each such case, during this period the Company may make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends and the Board may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not ended.

Under section 551 of the Companies Act 2006, the directors may only allot shares, or grant rights to subscribe for or convert any security into shares, if shareholders in general meeting have given them authority to do so. The authority given to the directors at last year's AGM to allot ordinary shares or grant rights to subscribe for

or convert any security into such shares will expire at the end of this year's AGM. Accordingly, resolution 24 seeks shareholders' approval to renew this authority.

Paragraph (A) of resolution 24 asks for a new authority to be given to allow the directors to allot shares or grant rights to subscribe for or convert any security into shares up to an aggregate nominal amount equal to US\$247,399,168 (representing 494,798,336 ordinary shares of US\$0.50 each), such amount to be reduced to take into account amounts allotted or granted under paragraphs (B) and (C) of resolution 24. This amount represents approximately 20 per cent of the issued ordinary share capital of US\$1,236,995,840.50 as at 16 March 2015, the latest practicable date prior to the publication of this document. The Hong Kong Listing Rules do not permit the directors to allot, on a non pre-emptive basis, shares or rights to shares that would represent more than 20 per cent of the issued ordinary share capital as at the date on which the resolution granting them a general authority to allot is passed. Accordingly, paragraph (A) of resolution 24 restricts the authority of the directors to the 20 per cent threshold.

Paragraph (B) of resolution 24 would give the directors the authority to make allotments which exceed the 20 per cent authority under paragraph (A) of resolution 24 in connection with offers to ordinary shareholders or by way of share dividend (scrip), up to an aggregate nominal amount (when combined with any allotments made under the authority in paragraph (A)) equal to US\$412,331,946.50 (representing 824,663,893 ordinary shares of US\$0.50 each), such amount to be reduced to take into account amounts allotted or granted under paragraphs (A) and (C) of resolution 24. This amount represents approximately one-third of the issued ordinary share capital of the Company as at 16 March 2015, the latest practicable date prior to the publication of this document.

In line with guidance issued by the Investment Association, paragraph (C) of resolution 24 would give the directors authority to allot shares or grant rights to subscribe for or convert any security into shares in connection with a rights issue in favour of ordinary shareholders up to an aggregate nominal amount equal to US\$824,663,893.50 (representing 1,649,327,787 ordinary shares of US\$0.50 each), as reduced by the nominal amount of any shares issued under paragraphs (A) or (B) of resolution 24. This amount (before any reduction) represents approximately two-thirds of the issued ordinary share capital of the Company as at 16 March 2015, the latest practicable date prior to the publication of this document.

Under Rule 7.19(6) of the Hong Kong Listing Rules, if a proposed rights issue would increase either the issued share capital or the market capitalisation of the Company by more than 50 per cent (on its own or when aggregated with any other rights issues or open offers announced within the previous 12 months), then the issue must ordinarily be made conditional on approval by shareholders in a general meeting by a resolution on which the executive directors and their associates must abstain from voting. However, The Stock Exchange of Hong Kong Limited has granted a waiver to the Company from strict compliance with Rule 7.19(6) of the Hong Kong Listing Rules on 6 March 2009 in order to place the Company on an equal footing with

other UK listed companies. The waiver has been granted on the basis that:

1. the executive directors and their associates would abstain from voting on the relevant resolution in their capacity as shareholders; and
2. if the Company were to do a rights issue, the Company would not need to obtain shareholder approval under Rule 7.19(6) of the Hong Kong Listing Rules provided that:
 - (i) the market capitalisation of the Company will not increase by more than 50 per cent as a result of the proposed rights issue; and
 - (ii) the votes of any new directors appointed to the Board since the AGM would not have made a difference to the outcome of the relevant resolution at the AGM if they had been shareholders at the time and they had in fact abstained from voting.

Under the Hong Kong Listing Rules the directors are required to seek authority from shareholders to allot shares and grant rights to subscribe for or convert any security into shares pursuant to the Company's existing share schemes or those of its subsidiaries or subsidiary undertakings. Paragraph (D) of resolution 24 seeks such authority for schemes adopted prior to the date of the AGM.

The authorities sought in paragraphs (A), (B), (C) and (D) of resolution 24 will expire at the end of next year's AGM (or, if earlier, at the close of business on 5 August 2016).

The directors intend to use the authorities sought under resolution 24 to allot ordinary shares as share dividends instead of cash dividends and following the exercise of options and awards under the Company's share schemes. Otherwise, the authorities will also give the directors flexibility to issue shares where they believe it is in the interests of shareholders to do so.

As at the date of this document, no shares are held by the Company in treasury.

- 25. That the authority granted to the Board to allot shares or grant rights to subscribe for or convert securities into shares up to a nominal amount of US\$247,399,168 pursuant to paragraph (A) of resolution 24 be extended by the addition of such number of ordinary shares of US\$0.50 each representing the nominal amount of the Company's share capital repurchased by the Company under the authority granted pursuant to resolution 29, to the extent that such extension would not result in the authority to allot shares or grant rights to subscribe for or convert securities into shares pursuant to resolution 24 exceeding US\$824,663,893.50.**

As permitted by the Hong Kong Listing Rules, resolution 25 seeks to extend the directors' authority to allot shares and grant rights to subscribe for or convert any security into shares pursuant to paragraph (A) of resolution 24 to include the shares repurchased by the Company under the authority sought by resolution 29.

- 26. That, in addition to any authority granted pursuant to resolution 24 (if passed), the Board be authorised to allot shares in the Company and to grant rights to**

subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of US\$247,399,168 (or 494,798,336 shares), representing approximately 20 per cent of the Company's nominal issued ordinary share capital as at 16 March 2015, in relation to any issue by the Company or any subsidiary or subsidiary undertaking of the Company (together, the "Group") of Equity Convertible Additional Tier 1 Securities ("ECAT1 Securities") that automatically convert into or are exchanged for ordinary shares in the Company in prescribed circumstances where the Board considers that such an issuance of ECAT1 Securities would be desirable in connection with, or for the purposes of complying with or maintaining compliance with the regulatory capital requirements or targets applicable to the Group from time to time, such authority to apply until the end of next year's AGM (or, if earlier, at the close of business on 5 August 2016) but so that, in the period before the authority ends, the Company may make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or to convert securities into shares to be granted after the authority ends and the Board may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not ended.

The effect of resolution 26 is to give the Board the authority to allot shares and grant rights to subscribe for or to convert any security into ordinary shares in the Company up to an aggregate nominal amount of US\$247,399,168 (or 494,798,336 shares), representing approximately 20 per cent of the Company's issued ordinary share capital as at 16 March 2015 (the latest practicable date prior to publication of this document), such authority to be exercised in connection with the issue of ECAT1 Securities. Please see Appendix 1 for more information on ECAT1 Securities.

This authority is in addition to the authority proposed under resolution 24. The latter authority proposed under resolution 24 is the usual authority sought on an annual basis in line with guidance issued by the Investment Association. The authority sought under resolution 26 is not contemplated by the guidance issued by the Investment Association.

The authority sought under resolution 26 will be utilised as considered desirable to comply with or maintain compliance with regulatory capital requirements or targets applicable to the Group.

The 20% limit under the authority proposed in resolution 26 is independent of any use of the authority granted at the 2014 AGM. Nevertheless, the intention is to limit overall issuance under both authorities to 20% of the issued capital.

The authority sought under resolution 26 will expire at the end of next year's AGM (or, if earlier, at the close of business on 5 August 2016).

Special resolutions

27. That if resolution 24 is passed, the Board be given power to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or sell ordinary shares

held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to such allotment or sale, such power to be limited:

- (A) to the allotment of equity securities and sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (C) of resolution 24, by way of a rights issue only):
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities as required by the rights of those securities or as the Board otherwise considers necessary,

and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

- (B) in the case of the authority granted under paragraph (A) of resolution 24 and/or in the case of any sale of treasury shares for cash, to the allotment (otherwise than under paragraph (A) above) of equity securities or sale of treasury shares up to a nominal amount of US\$61,849,792,

such power to apply until the end of next year's AGM (or, if earlier, until the close of business on 5 August 2016) but, in each case, during this period the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power ends and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

This resolution would give the directors the authority to allot shares (or sell any shares which the Company elects to hold in treasury) for cash without first offering them to existing shareholders in proportion to their existing shareholdings.

This authority would be limited to allotments or sales in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of those shares or as the Board otherwise considers necessary, or otherwise up to an aggregate nominal amount of US\$61,849,792 (representing 123,699,584 ordinary shares of US\$0.50 each). This aggregate nominal amount represents approximately five per cent of the issued ordinary share capital of the Company as at 16 March 2015, the latest practicable date prior to the publication of this document. In respect of this aggregate nominal amount, the directors confirm their intention to follow the provisions of the Pre-Emption Group's Statement of Principles (the 'Principles') regarding cumulative usage of authorities within a rolling three-year period where the Principles provide that usage in excess of 7.5 per cent should not take place without prior consultation with shareholders.

The authorities sought pursuant to resolution 27 will expire at the end of next year's AGM (or, if earlier, at the close of business on 5 August 2016).

- 28. That, in addition to the power granted pursuant to resolution 27 (if passed), and if resolution 26 is passed, the Board be given the power to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by resolution 26 as if section 561 of the Companies Act 2006 did not apply, such authority to apply until the end of next year's AGM (or, if earlier, until the close of business on 5 August 2016) but, in each case, during this period the Company may make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or to convert securities into shares to be granted after the authority ends and the Board may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not ended.**

The effect of resolution 28 is to give the Board authority to allot ECAT1 Securities, or shares issued upon conversion or exchange of ECAT1 Securities, without first offering them to existing shareholders. This will allow the Company to manage its capital in the most efficient and economic way for the benefit of shareholders.

If passed, resolution 28 will authorise the Board to allot shares and grant rights to subscribe for or to convert any security into shares in the Company on a non pre-emptive basis up to an aggregate nominal amount of US\$247,399,168 (or 494,798,336 shares), representing approximately 20 per cent of the Company's issued ordinary share capital as at 16 March 2015 (the latest practicable date prior to publication of this document), such authority to be exercised in connection with the issue of ECAT1 Securities.

Should a Trigger Event occur (please see Appendix 1 for more information on ECAT1 Securities and their Trigger Events) the ECAT1 Securities will convert into or be exchanged for shares in the Company. The Board may or may not give shareholders the opportunity to purchase the ordinary shares created on conversion or exchange of any ECAT1 Securities on a pro rata basis, where practicable and subject to applicable laws and regulations, such decision to be made on a transaction by transaction basis.

The authority sought under resolution 28 will expire on at the end of next year's AGM (or, if earlier, at the close of business on 5 August 2016).

- 29. That the Company be authorised to make market purchases (as defined in the Companies Act 2006) of its ordinary shares of US\$0.50 each provided that:**

- (A) the Company does not purchase more than 247,399,168 shares under this authority;**
- (B) the Company does not pay less for each share (before expenses) than US\$0.50 (or the equivalent in the currency in which the purchase is made, calculated by reference to a spot exchange rate for the purchase of US dollars with such other currency as displayed on the appropriate page of**

the Reuters screen at or around 11.00am London time on the business day before the day the Company agrees to buy the shares); and

- (C) the Company does not pay more for each share (before expenses) than five per cent over the average of the middle market prices of the ordinary shares according to the Daily Official List of the London Stock Exchange for the five business days immediately before the date on which the Company agrees to buy the shares,**

such authority to apply until the end of next year's AGM (or, if earlier, until the close of business on 5 August 2016) but during this period the Company may agree to purchase shares where the purchase may not be completed (fully or partly) until after the authority ends and the Company may make a purchase of ordinary shares in accordance with any such agreement as if the authority had not ended.

The effect of this resolution is to renew the authority granted to the Company to purchase its own shares up to a maximum of 247,399,168 ordinary shares until the AGM in 2016 (or, if earlier, until the close of business on 5 August 2016) at, or between, the minimum and maximum prices specified in this resolution. This is approximately 10 per cent of the Company's issued ordinary share capital as at 16 March 2015 (the latest practicable date prior to the publication of this document). No repurchases of shares will be conducted on The Stock Exchange of Hong Kong Limited.

The directors believe that it is in the best interests of the Company and all of its shareholders to have a general authority for the Company to buy back its ordinary shares in the market. The directors intend to keep under review the potential to purchase ordinary shares. Purchases will only be made if the directors consider that the purchase would be for the benefit of the Company and of its shareholders generally, taking into account relevant factors and circumstances at that time, for example the effect on earnings per share. The Companies Act 2006 permits the Company to hold any such bought back shares in treasury as an alternative to cancelling them immediately. If the Company purchases any of its ordinary shares and holds them in treasury, the Company may sell these shares (or any of them) for cash, transfer these shares (or any of them) for the purposes of or pursuant to an employee share scheme, cancel these shares (or any of them) or continue to hold them in treasury. Holding such shares in treasury gives the Company the ability to reissue them quickly and cost effectively and provides additional flexibility in the management of the Company's capital base. No dividends will be paid on, and no voting rights will be exercised in respect of, shares held in treasury. The directors intend to decide whether to cancel shares purchased pursuant to this authority or hold them in treasury based on the interests of the Company and shareholders as a whole at the relevant time.

The total number of options to subscribe for ordinary shares outstanding at 16 March 2015, the latest practicable date prior to the publication of this document, was 44,575,824, which represented 1.80 per cent of the

issued ordinary share capital at that date. If the Company were to purchase the maximum number of ordinary shares permitted under the existing authority given at the 2014 AGM and by this resolution, the options outstanding at 16 March 2015 would represent approximately 2.25 per cent of the issued ordinary share capital.

30. That the Company be authorised to make market purchases (as defined in the Companies Act 2006) of up to 15,000 preference shares of US\$5.00 each and up to 195,285,000 preference shares of £1.00 each provided that:

(A) the Company does not pay less for each share (before expenses) than the nominal value of the share (or the equivalent in the currency in which the purchase is made, calculated by reference to the spot exchange rate for the purchase of the currency in which the relevant share is denominated with such other currency as displayed on the appropriate page of the Reuters screen at or around 11.00am London time on the business day before the day the Company agrees to buy the shares); and

(B) the Company does not pay more for each share (before expenses) than 25 per cent over the average of the middle market prices of such shares according to the Daily Official List of the London Stock Exchange for the 10 business days immediately before the date on which the Company agrees to buy the shares,

such authority to apply until the end of next year's AGM (or, if earlier, until the close of business on 5 August 2016) but during this period the Company may agree to purchase shares where the purchase may not be completed (fully or partly) until after the authority ends and the Company may make a purchase of shares in accordance with any such agreement as if the authority had not ended.

The effect of this resolution is to renew the authority granted to the Company to purchase up to 195,285,000 sterling preference shares and up to 15,000 US dollar preference shares. No preference shares have been repurchased since the last AGM.

Whilst it is important to have a capital base which is adequate to allow the business to grow in all areas and which appears to offer an appropriate balance between risk and profitability, it is equally important that the Company does not carry excessive amounts of capital and that it uses the most appropriate mix of capital instruments on the balance sheet. Having the authority to buy back all the issued preference shares would provide the Company with further flexibility in managing the capital base. Accordingly, the directors believe that it is in the best interests of the Company and its shareholders as a whole to have the authority sought by this resolution.

The directors intend to keep under review the potential to buy back preference shares, taking into account other investment and funding opportunities. The authority will be exercised only if the directors believe that to do so would be in the interests of shareholders generally. As noted

above, the Companies Act 2006 permits the Company to hold any such bought back shares in treasury as an alternative to cancelling them immediately. Accordingly, if the Company purchases any of its preference shares, those shares may be cancelled or held in treasury by the Company. The directors intend to make such decision at the time of purchase based on the interests of the Company and shareholders generally.

31. That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

Changes made to the Companies Act 2006 by the Shareholders' Rights Regulations increase the notice period required for general meetings of the Company to 21 days unless shareholders approve a shorter notice period, which cannot however be less than 14 clear days (AGMs will continue to be held on at least 21 clear days' notice).

Resolution 31 seeks such approval. The approval will be effective until the Company's next annual general meeting, when it is intended that a similar resolution will be proposed.

Note that the changes to the Companies Act 2006 mean that, in order to be able to call a general meeting on less than 21 clear days' notice, the Company must make a means of electronic voting available to all shareholders for that meeting. The shorter notice period would not be used as a matter of routine for such meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole.

In accordance with Rule 7.19(6) of the Hong Kong Listing Rules, the executive directors and their respective associates will abstain from voting in favour of resolution 24 for the reasons set out on page 11 of this document.

The Board recommends all shareholders vote in favour of all the resolutions, as the directors intend to do in respect of their own shares (with the exception of resolution 24) and consider that the resolutions are in the best interests of the Company and shareholders as a whole.

By order of the Board



Annemarie Durbin
Group Company Secretary
Standard Chartered PLC

1 Basinghall Avenue
London EC2V 5DD

Registered in England and Wales number 966425

27 March 2015

Additional Information – Directors

Om Bhatt, Dr Kurt Campbell, Dr Louis Cheung, Dr Byron Grote, Dr Han Seung-soo KBE, Christine Hodgson, Naguib Kheraj, Simon Lowth, Ruth Markland, Paul Skinner CBE and Dr Lars Thunell are all independent non-executive directors and therefore do not have contracts of employment. Gay Huey Evans and Jasmine Whitbread will join the Board on 1 April 2015 as independent non-executive directors and will therefore not have contracts of employment.

Andy Halford, Sir John Peace, Mike Rees, Peter Sands and V Shankar each have a contract of employment with a notice period of one year.

None of the directors standing for (re)election has any relationship with any other director, member of senior management or substantial or controlling shareholder of the Company. The biographical information in respect of each of these directors complies with the disclosure requirements as set out in the Hong Kong Listing Rules. As such, there are no other matters that need to be brought to the attention of holders of securities of the Company and no other information to be disclosed pursuant to the requirements of Rule 13.51(2) (h) to (v) of the Hong Kong Listing Rules.

The interests in the ordinary shares of the Company of the directors standing for (re)election as at 19 March 2015, the latest practicable date for determining such information are set out on page 16.

As at 1 April 2015 annual fees for independent non-executive directors are £100,000 with additional fees for ordinary membership or chairmanship of a Board Committee as follows:

Committee	Ordinary membership	Chairmanship
Audit	£30,000	£70,000
Brand, Values and Conduct	£30,000	£60,000
Governance and Nomination	£15,000	N/A
Remuneration	£30,000	£60,000
Board Risk	£30,000	£70,000
Board Financial Crime Risk	£30,000	£60,000

Sir John Peace is the Chairman of the Company. He receives an annual base fee, part delivered in cash (£650,000) and part delivered in shares (£500,000) allocated in two equal tranches annually. Ruth Markland, as the Senior Independent Director of the Company, receives a fee of £40,000 in addition to her current fees.

Salary levels for executive directors are reviewed annually by the Remuneration Committee taking account of the latest available market data with increases normally effective from 1 April of the relevant year. The annual base salary levels of executive directors standing for election or re-election were as follows:

	1 April 2014	1 April 2015
Peter Sands	£1,120,000	£1,120,000
Andy Halford	N/A	£850,000
Mike Rees	£975,000	£975,000
V Shankar	AED3,200,000	AED3,200,000

In addition, the executive directors are eligible to receive discretionary performance-related compensation as described on pages 170 to 209 of the annual report and accounts.

Directors' interests in shares and options

As at 19 March 2015, being the latest practicable date prior to the publication of this document, the directors held the following interests:

	Total interest in ordinary shares	Total interest in ordinary shares under option	Range of option exercise prices	Range of option exercise periods
Sir John Peace	42,565	162,797	0	2011 – 2020
Peter Sands	397,341	463,770	0 – £11.40	2015 – 2024
Om Bhatt	2,000	–	–	–
Jaspal Bindra	283,247	254,775	0 – £11.04	2014 – 2024
Dr Louis Cheung	2,000	–	–	–
Dr Kurt Campbell**	–	–	–	–
Dr Byron Grote	25,000	–	–	–
Andy Halford	32,708	219,783	0	2017 – 2025
Dr Han Seung-soo KBE	2,572	–	–	–
Christine Hodgson	2,000	–	–	–
Gay Huey Evans*	–	–	–	–
Naguib Kheraj	2,000	–	–	–
Simon Lowth	10,966	–	–	–
Ruth Markland	4,152	–	–	–
Mike Rees	243,754	851,649	0	2014 – 2024
V Shankar	236,127	276,145	0	2016 – 2024
Paul Skinner CBE	16,467	–	–	–
Dr Lars Thunell	6,773	–	–	–
Jasmine Whitbread*	–	–	–	–

* Gay Huey Evans and Jasmine Whitbread will join the Board on 1 April 2015.

** Shareholders approved a resolution to disapply the shareholding qualification in relation to Kurt Campbell at the Company's 2014 AGM.

Appendix 1

Equity Convertible Additional Tier 1 Securities

The Company must meet minimum regulatory capital requirements in the jurisdictions in which it operates.

Under the EU Capital Requirements Regulation (CRR), the Company must hold a minimum amount of Tier 1 capital, defined as a percentage of its Risk Weighted Assets on a consolidated basis. To maintain an efficient capital structure that protects the interests of ordinary shareholders under prudential regulatory requirements, the Company can choose to meet part of that minimum requirement by holding up to 1.5 per cent of its Risk Weighted Assets in the form of Additional Tier 1 instruments (AT1 Securities) instead of Common Equity Tier 1 capital (CET1).

In order for securities to qualify as Tier 1 capital, the terms and conditions of the AT1 Securities must contain a "Trigger Event". A "Trigger Event" is the breach of a pre-determined capital ratio specified in the terms of the AT1 Securities which automatically results in the principal amount of the AT1 Securities either being written down or being converted into CET1, as specified in the terms of the AT1 Securities. Under the CRR, AT1 Securities must convert to equity or be written down when the issuer's CET1 ratio is below 5.125% or a higher level as the issuer may determine. The Trigger Event ratio would be determined in conjunction with the Prudential Regulation Authority (the PRA) of the UK before the issue of any AT1 Securities.

The Company will take into account various factors when deciding whether to issue AT1 Securities, including the capital position of the Company at the time, the prevailing regulatory capital requirements and its view of the likely capital requirements in the longer term. The timing and terms of issuance of AT1 Securities will be determined by the Company in consultation with the PRA.

The flexibility to issue AT1 Securities enables the Company to achieve diversification and efficiency in its capital base. It is not the Company's current intention to use AT1 Securities as part of its remuneration structures.

Shareholder approval is being sought in resolutions 26 and 28 to authorise the issue of AT1 Securities which convert into ordinary shares on the occurrence of a Trigger Event (Equity Convertible Additional Tier 1 Securities or ECAT1 Securities) and/or shares to be issued on conversion or exchange of those ECAT1 Securities.

Why is the Company seeking a specific mandate to issue ECAT1 Securities?

The Company is seeking a specific mandate to enable it to issue ECAT1 Securities and the mandate would be used for that sole purpose (i.e. the Company could not use this specific mandate to issue new shares for any other purpose). The general mandate under resolution 24 may be used by the Company to issue new shares at any time on a non pre-emptive basis, subject to the limits under that resolution and restrictions under the UK and Hong Kong Listing Rules and Investment Association guidelines. The specific mandate for ECAT1 Securities will provide greater flexibility for the Company in allowing it to maintain a general mandate for other

purposes (e.g. issuing consideration shares). By the same token, the general mandate under resolution 24 would not be used in connection with the issue of ECAT1 Securities.

The Company believes it would not be practical to obtain a specific mandate from shareholders to issue ECAT1 Securities only when the need arises, primarily due to the time it would take to prepare the relevant circular to shareholders, obtain pre-clearance for the circular from the authorities, and then print and despatch the relevant circular to shareholders convening the general meeting to seek shareholder approval. Having a pre-approved mandate will enable the Company to act on a timely basis to satisfy the capital requirements when market conditions are conducive to launching the issue.

What steps can the Company take before or on a Trigger Event?

In advance of and after a Trigger Event the Company's management can be expected to take certain actions:

- (i) Recovery Planning – the Company is required by its regulators to develop and maintain a Recovery Plan to be implemented in the event that the Company's capital position comes under pressure. Should the Company's capital ratios fall, the Company is likely to be required to implement those planned recovery actions to improve its capital position (e.g. by reducing Risk Weighted Assets or through a rights issue of ordinary shares) in advance of a Trigger Event. Were a rights issue to be launched, the Company's ordinary shareholders would be offered the opportunity to acquire new ordinary shares in proportion to their existing shareholding in the Company (subject to legal, regulatory or practical restrictions).
- (ii) Shareholder Participation – should a Trigger Event occur (despite taking recovery actions), the Board may give shareholders the opportunity to purchase the ordinary shares issued on conversion or exchange of any ECAT1 Securities on a pro rata basis, where practicable and subject to applicable laws and regulations, at the same price as the holders of the ECAT1 Securities would otherwise have acquired those ordinary shares (i.e. the conversion price described below). This will be determined on a transaction-by-transaction basis and the mechanism for shareholder participation will be written into the terms and conditions of the ECAT1 Securities where applicable.

The circumstances in which a Trigger Event might be expected to occur are considered to be remote given the level of capital the Company currently holds in excess of the expected Trigger Event ratio and the recovery actions that it has available to it should such a situation seem likely to arise.

As at 31 December 2014, the Company had US\$36.5 billion of Common Equity Tier 1 Capital and a Common Equity Tier 1 ratio of 10.7%. This level of capital is considerably in excess of the expected Trigger Event ratio.

How do ECAT1 Securities provide a more efficient capital structure?

To the extent permitted, ECAT1 Securities are expected to be a cheaper form of eligible regulatory capital for meeting Tier 1

capital and leverage ratio requirements than CET1 capital and so would lower the Company's ongoing costs for the benefit of all shareholders.

Under the Company's accounting policies, it is expected that the ECAT1 Securities will be recorded as equity securities in the financial statements; however, this will be determined at the time of issuance.

At what price will the ECAT1 Securities be issued?

The pricing mechanism for ECAT1 Securities is similar to other fixed income capital instruments that the Company would issue. The issue price of the ECAT1 Securities will be fixed immediately prior to issuance taking into account prevailing market convention.

At what price will the ECAT1 Securities be converted into or exchanged for ordinary shares?

The terms and conditions of the ECAT1 Securities will specify a Conversion Price or a mechanism for setting a Conversion Price for the ECAT1 Securities. The "Conversion Price" is the rate at which the ECAT1 Securities will be exchanged for ordinary shares on the occurrence of a Trigger Event. This will be set at a discount to the price of the Company's ordinary shares immediately prior to issuance of the ECAT1 Securities. The extent of the discount will be determined in consultation with the PRA and taking into account prevailing market convention.

Will the ECAT1 Securities be redeemable?

Yes. The CRR requires AT1 capital instruments to be perpetual with a minimum of five years before the first optional call date. The ECAT1 Securities will include redemption terms consistent with regulatory requirements and market practice. For example, the Company may redeem the ECAT1 Securities (i) after a fixed period of time (minimum five years) upon an interest rate reset date (Optional Redemption); (ii) in the event of a change in the regulatory classification of the ECAT1 Securities such that they can no longer be included in the Company's Tier 1 capital (Regulatory Event Redemption); or (iii) as a result of a change in the tax treatment of the ECAT1 Securities (Tax Redemption). In each case, redemption can only take place with the prior consent of the PRA.

How have you calculated the size of the authorities you are seeking?

The size of the authorities reflected in resolutions 26 and 28 has been calculated based on anticipated capital requirements to provide flexibility in capital management. The resolutions give the Board authority to set the specific terms of the ECAT1 Securities, which may provide for write-down or conversion on the occurrence of a Trigger Event. The authorities sought are set at a level to provide full flexibility to the Company in managing its capital structure efficiently given the uncertainties that remain in both the precise regulatory requirements and the market for this form of capital instrument.

The specific mandate will give the Board authority to allot ordinary shares and grant rights to subscribe for or convert any security into ordinary shares in the Company representing up to 20 per cent of the Company's issued ordinary share capital as at 16 March 2015. This limit has been calculated based on internal modelling to provide flexibility to the Company to issue a sufficient nominal amount of ECAT1 Securities to satisfy the

requirements under the CRR, taking into account potential fluctuations in the Company's share price and the GBP/USD exchange rates as well as a hypothetical conversion price discount factor subject to a floor of 60% of the modelled share price.

Hong Kong Stock Exchange waiver

Under Rule 13.36(1) of the Hong Kong Listing Rules, the directors of a company must obtain the consent of shareholders in a general meeting prior to allotting or issuing shares or securities convertible into shares except as set out under Rule 13.36(2)(b). Rule 13.36(2)(b) of the Hong Kong Listing Rules allows the directors to seek a general mandate from shareholders to allot or issue shares on a non pre-emptive basis. As explained above, the Company is seeking this specific mandate from shareholders in addition to the general mandate under Rule 13.36(2)(b) of the Hong Kong Listing Rules for the sole purpose of issuing ECAT1 Securities. This specific mandate would require a dispensation from Rule 13.36(1) of the Hong Kong Listing Rules. The Company has therefore applied for, and the Hong Kong Stock Exchange has granted, a waiver from compliance with Rule 13.36(1) to allow the directors to seek the authority under resolution 26 in relation to issuing ECAT1 Securities subject to the limits set out in that resolution.

On the 20 March 2015, the Hong Kong Stock Exchange granted a waiver of Rule 13.36(1) to the Company to allow it to seek the specific mandate which, if approved by shareholders, would continue in force until:

- (i) the end of next year's AGM (or, if earlier, at the close of business on 5 August 2016) at which time it will lapse unless the specific mandate is renewed, either unconditionally or subject to conditions; or
- (ii) revoked or varied by ordinary resolution of the shareholders in a general meeting.

Appendix 2

Statement to Standard Chartered PLC (number 966425) on ceasing to hold office as auditors pursuant to section 519 of the Companies Act 2006.

The circumstances connected with our ceasing to hold office are that our company, KPMG Audit Plc, has instigated an orderly wind down of business. KPMG LLP, an intermediate parent of KPMG Audit Plc, will immediately be seeking appointment as statutory auditor.



KPMG Audit Plc
3rd Floor
15 Canada Square
London
E14 5AGL
United Kingdom

Tel +44 (0) 207 311 1000
Fax +44 (0) 207 311 5834
DX38050 Blackfriars

Private & Confidential
Standard Chartered PLC
1 Basinghall Avenue,
London
EC2V 5DD

18 March 2015

Dear Sirs,

Statement to Standard Chartered PLC (no. 966425) on ceasing to hold office as auditors pursuant to section 519 of the Companies Act 2006

The circumstances connected with our ceasing to hold office are that our company, KPMG Audit Plc, has instigated an orderly wind down of business. KPMG LLP, an intermediate parent, will immediately be seeking appointment as statutory auditor.

We request that any correspondence in relation to this statement be sent to our registered office 15 Canada Square, London, E14 5GL marked for the attention of the Audit Regulation Department.

Yours faithfully,

A handwritten signature in black ink that reads 'KPMG Audit Plc'.

KPMG Audit Plc

Audio version of Notice of AGM

We have produced an audio version of our Notice of AGM. Copies are available (in limited numbers) on either audiocassette or CD. If you require an audio version, please contact our registrar, Computershare Investor Services PLC, on +44 (0)870 702 0138. Please specify whether you wish to receive an audiocassette or a CD and provide them with your full name and postal address. They will arrange for a copy to be sent to you.

Right to attend the AGM

If you want to attend the AGM and vote, you must be on the Company's register of members in the UK at 10.00pm London time on Friday 1 May 2015 or on the Company's branch register of members in Hong Kong at 5.00am Hong Kong time on Friday 1 May 2015. This will enable us to determine how many votes you have on a poll. If the AGM is adjourned to a time after 10.00pm London time on Wednesday 6 May 2015, you must be on the appropriate register of members of the Company 48 hours before the time of the adjourned meeting. This will also allow us to confirm how many votes you will have on a poll at such a meeting. If we give you notice of an adjourned meeting we will tell you in the notice when you need to be on the register to be able to attend and vote. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

Right to ask questions at the AGM

Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

Proxy appointments

If you are an ordinary shareholder you may attend, speak and vote at the AGM or appoint one or more proxy(ies) to exercise all or any of your rights to attend and to speak and vote on your behalf at the Company's AGM. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. A proxy may be appointed by any of the following methods:

- Electronic proxy – shareholders on the UK register of members may appoint a proxy electronically, which is a quicker, simpler and more efficient method of appointment. If you wish to submit your proxy form electronically, you will need an internet-enabled PC. For best results we recommend that you use the latest vendor supported release of your internet browser. You can then appoint your proxy online at www.eproxyappointment.com. You will need the Control Number, your Shareholder Reference

Number (SRN), and Personal Identification Number (PIN), which are stated on the accompanying proxy form or voting instruction form to access the service. Your PIN will expire at 11.00am London time on Friday 1 May 2015. Before you can appoint a proxy electronically, you will be asked to agree to the terms and conditions for electronic proxy appointment. It is important that you read these terms and conditions carefully as they will govern the electronic appointment of your proxy;

- Completing and returning the enclosed proxy form to our registrar Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZZ, UK; or
- CREST voting – if you are a member of CREST you can use the CREST electronic proxy appointment service (see below).

IMPORTANT: Whichever method you choose, any proxy form or other instrument appointing a proxy, including voting instruction forms for ShareCare members, must be received by the Company's registrar no later than 11.00am London time on Friday 1 May 2015 (or 6.00pm Hong Kong time on Friday 1 May 2015) to be valid.

Appointing a proxy electronically via the CREST electronic proxy appointment service, or the return of a completed proxy form will not prevent a shareholder attending the AGM and voting in person if s/he wishes to do so.

Voting through ShareCare

If you hold your shares in ShareCare, you may submit your voting instruction electronically in the same way as set out above for the electronic appointment of proxies using the Control Number, your ShareCare Number (SRN) and (PIN) (both of which are stated on the accompanying voting instruction form), or you can complete and return the enclosed voting instruction form to our registrar, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZZ, UK. Your PIN will expire at 11.00am London time on Friday 1 May 2015. Whichever method you choose, any voting instruction form or other instrument appointing a proxy must be received by our registrar no later than 11.00am London time on Friday 1 May 2015 to be valid.

CREST Electronic proxy voting

If you are a CREST member and wish to appoint a proxy or proxies using the CREST electronic proxy appointment service, you may do so by following the procedures described in the CREST manual (available via www.euroclear.com/site/public/EUI). If you are a CREST Personal Member or other CREST sponsored member or a CREST member who has appointed a voting service provider, you should refer to your CREST sponsor or voting service provider, who will be able to take the appropriate action on your behalf.

In order for your proxy appointment using CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for these instructions, as described in

the CREST manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by our agent (ID 3RA50) by 11.00am London time on Friday 1 May 2015. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which our agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers, should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001, which regulates instructions containing incorrect information and instructions that are improperly sent.

Nominated persons

Any person to whom this document is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a 'Nominated Person') may, under an agreement between him/her and the shareholder by whom s/he was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, s/he may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.

The statements under the paragraphs headed 'Proxy appointments' do not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by ordinary shareholders (or by proxy(ies) appointed to act on their behalf) at a general meeting of the Company.

Corporate representatives

Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

Poll voting procedure

The Company will call a poll on all resolutions at the AGM. This allows the votes of both shareholders who have lodged proxies and shareholders who attend the meeting to be taken

into account. On arrival at the AGM, all those entitled to vote will be required to register and be given a personalised poll card with details of your shareholding to be used for the poll vote. At the end of the AGM, the Chairman will ask you to cast your vote by completing the poll card. All the votes present will be counted and added to those received by proxy and the provisional final votes. If you have already voted by proxy you will still be able to vote using the poll card and your vote on the day will replace your proxy vote lodged previously. To facilitate these arrangements, it would be helpful if you could please arrive at the AGM venue in good time and have your attendance pass to hand. If you have submitted your votes online you will need to print the attendance pass provided within the site.

On a poll, every ordinary shareholder present in person or by proxy has one vote for every US\$2.00 nominal value of ordinary shares held. The nominal value of each ordinary share being US\$0.50 means that a member needs to hold four ordinary shares to register one vote on a poll, and Indian Depository Receipts (IDRs) holders have one vote for every forty IDRs they hold. As at 16 March 2015 (being the latest practicable date prior to the publication of this document), the Company had 2,473,991,681 ordinary shares of US\$0.50 each in issue, none of which were held in treasury. The ordinary shares carry in aggregate 618,497,920 voting rights on a poll.

You can obtain the results of the poll by telephoning our registrar on or after Thursday 7 May 2015. The results of the poll will be announced to the London Stock Exchange, The Stock Exchange of Hong Kong Limited, the National Stock Exchange of India Limited and the Bombay Stock Exchange Limited and will appear on our website at <http://investors.sc.com/en/releases.cfm> on Thursday 7 May 2015.

Audit statement

Under section 527 of the Companies Act 2006, members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.

Website

A copy of this notice, and other information required by section 311A of the Companies Act 2006, can be found at <http://investors.sc.com/en/downloads.cfm>.

Inspection of documents

The following documents will be available for inspection at 1 Basinghall Avenue, London EC2V 5DD and at the offices of

Slaughter and May, 47th Floor, Jardine House, One Connaught Place, Central, Hong Kong from the date of this document until the end of the AGM and at the AGM venue from 15 minutes before the AGM until it ends.

- Copies of the executive directors' contracts of employment.
- Copies of the Chairman's contract of employment and the letters of appointment of independent non-executive directors.

In the case of any conflict between any translation and this English text, this English text shall prevail.

Preference shareholders

Only ordinary shareholders may attend, speak and vote at the AGM. This document is sent to holders of preference shares for information only.

The Company does not contact its shareholders directly to provide recommendation advice, nor does it appoint third parties to do so. As required by law, our shareholder register is available for public inspection. As the Company cannot control the use of information obtained by persons inspecting the register, please treat any approaches providing recommendation advice purporting to originate from the Company with caution. The Company shareholder register is administered by Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS13 8AE (for shareholder enquiries, telephone: +44 (0)870 702 0138 or refer to the website: www.investorcentre.co.uk/contactus).

As at the date of this document, the Board of directors of the Company comprises:

Chairman:	Sir John Wilfred Peace
Executive directors:	Peter Alexander Sands, Jaspal Singh Bindra, Andrew Nigel Halford, Alun Michael Guest Rees and Viswanathan Shankar
Independent non-executive directors:	Om Prakash Bhatt, Dr Kurt Michael Campbell, Dr Louis Chi-Yan Cheung, Dr Han Seung-soo KBE, Dr Byron Elmer Grote, Christine Mary Hodgson, Naguib Kheraj, Simon Jonathan Lowth, Ruth Markland, Paul David Skinner CBE, and Dr Lars Henrik Thunell

Additional Information for Shareholders attending the AGM

The AGM

The AGM will be held at etc.venues, 200 Aldersgate, St Paul's, London EC1A 4HD on Wednesday 6 May 2015. A map showing the location of the venue can be found on your shareholder attendance card or at the venue's website www.etcvenues.co.uk. The AGM will start promptly at 11.00am London time; you should allow 15 to 20 minutes for security and registration formalities.

Registration

Upon arrival, please go to the registration desks which are clearly positioned. Please bring your shareholder attendance card with you. If you do not have an attendance card, you will need to confirm your name and address details with our registrar prior to admittance.

At the discretion of the Company, a shareholder may bring one guest to the AGM.

Security

For your safety and security, all hand baggage may be subject to examination on entry to the AGM venue. Please note that you will be asked to leave large bags in the cloakroom. Laptop computers, tape recorders, cameras, briefcases and umbrellas and any other bulky items are not permitted into the AGM. Mobile phones, and all other electronic devices should be turned off throughout the AGM.

Refreshments

Refreshments will be available in the reception areas before the AGM. After the business of the AGM has concluded, lunch will be served.

Attending the AGM

All shareholders, proxies and joint shareholders may attend and speak at the AGM. However, in the case of a joint shareholder only the vote of the most senior shareholder present (in person or by proxy) at the AGM (as determined by the order in which the names are listed on the register of members) shall be accepted. Voting will be conducted on a poll.

Asking questions

If you would like a question or questions to be addressed at the AGM we would encourage you to email your question to scplc.agm@sc.com before 11.00am London time on 1 May 2015. We will endeavour to address any questions raised when the item of business to which the question relates is under consideration at the AGM. Any questions submitted that are not relevant to the business of the AGM will be forwarded for the attention of an appropriate executive. If you have not submitted a question by this deadline, you will still have the opportunity to ask questions at the AGM. If you wish to ask a question, please raise your hand and wait for the Chairman to invite you to ask your question.

Persons with disabilities

The AGM venue has full wheelchair access. If you are hard of hearing, an induction loop system will be available in the room.

Anyone accompanying a shareholder in need of assistance will be admitted to the AGM. If any shareholder with a disability has a question regarding attendance, please contact Group

Corporate Secretariat at Standard Chartered PLC, 1 Basinghall Avenue, London EC2V 5DD (telephone +44 (0)207 885 7154 or email: scplc.agm@sc.com).

First Aid

First aid facilities will be available. Please approach any member of Standard Chartered staff.

Enquiries

Computershare Investor Services maintain the Company's share register. If you have any queries about the AGM or about your shareholding, you should contact Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol BS13 8AE Telephone +44 (0)870 702 0138 between 9.00am and 5.00pm London time, Monday to Friday (excluding UK public holidays).

© **Standard Chartered PLC**

March 2015

Registered Office:
1 Basinghall Avenue
London EC2V 5DD
Telephone: +44 (0)20 7885 8888
For information, visit:
www.sc.com

Principal Place of Business in Hong Kong:
32nd Floor, 4-4A Des Voeux Road Central
Hong Kong

Registered in England and Wales
number 966425