

# Directors' remuneration policy

The forward-looking remuneration policy for executive directors, the Chairman and INEDs was approved at the AGM held on 8 May 2025 and applies for three years from that date. A summary of the policy, including the changes made, and the full policy, including recruitment and leaver provisions, are set out below.

## Summary of the 2025 executive directors' remuneration policy

Fixed remuneration	2022 policy	Changes in policy and why
<b>Salary</b>	Delivered part in cash paid monthly, and part in shares with 20 per cent released annually over the following five years.	<b>What:</b> Salaries will be significantly reduced and paid monthly in cash. <b>Why:</b> Remuneration is being rebalanced from fixed pay towards performance-linked variable remuneration to incentivise the delivery of sustainable higher returns, and enhance the alignment of executive pay with shareholder experience.
<b>Pension</b>	For directors who joined before 4 May 2022, an annual pension allowance or contribution of 10 per cent of salary is payable. For directors who joined after 4 May 2022, 10 per cent of the cash element of salary only will be payable.	<b>No change</b> <b>Why:</b> Pension will be calculated as 10 per cent of cash salary. The removal of salary shares, will automatically result in a reduction in the pension allowance for the Group CEO.
<b>Benefits</b>	A range of benefits are provided which support directors to carry out their duties effectively.	<b>No change</b> <b>Why:</b> Core benefits continue to be aligned with the wider workforce.
Variable remuneration	2022 policy	Changes in policy and why
<b>Annual incentive</b>	Maximum opportunity of 88 per cent of salary, awarded in 50 per cent cash and 50 per cent shares subject to holding requirements. Awards are determined by the Committee, based on the assessment of the annual incentive scorecard, which contains at least 50 per cent weighting in financial measures, and additional strategic and personal performance measures.	<b>What:</b> The maximum annual incentive opportunity will be 270 per cent of salary for the CEO and 220 per cent for the GCFO. The weighting of financial measures in the annual scorecard will be increased to at least 60 per cent. <b>Why:</b> Reflects the rebalancing of remuneration towards performance-linked, variable pay. Changes to the scorecard reflect shareholder feedback.
<b>LTIP</b>	Maximum opportunity of 132 per cent of salary, with awards granted annually and subject to performance measured over three years. Phased vesting over three to seven years and subject to a one year retention after each vest. Awards are determined by the Committee, based on the assessment of a scorecard, which contains at least 50 per cent weighting in financial measures, and additional strategic measures.	<b>What:</b> The maximum LTIP award opportunity will be 490 per cent of salary for the CEO and 370 per cent for the GCFO. The LTIP scorecard will contain financial measures of at least an 80 per cent weighting, with the remainder being based on sustainability measures. <b>Why:</b> Reflects the rebalancing of remuneration towards performance-linked, variable pay. Changes to the scorecard reflect shareholder feedback.
Other remuneration	2022 policy	Changes in policy and why
<b>Shareholding requirements</b>	Executive directors are required to hold a specified level of shares expressed as a percentage of salary. During the current policy the requirements have been 250 per cent of salary for the CEO and 200 per cent of salary for the GCFO. The requirement remains in place for two years following cessation of employment.	<b>What:</b> The shareholding requirement will increase to 500 per cent of salary for the CEO and 400 per cent of salary for the GCFO. The post-employment requirement will commence when an executive director steps down from the Board, and not when their employment ceases, if later. <b>Why:</b> The new shareholding requirement will exceed the maximum LTIP opportunity as a multiply of salary, further aligning interests of executive directors with shareholders. It is appropriate for the post-employment requirement to apply in the context of services as an executive director.

Other remuneration	2022 policy	Changes in policy and why
<b>Leaver provisions</b>	<p>In-flight LTIP awards are prorated for time served during the performance period when an executive director retires. However, the Committee has the flexibility to disapply the proration of LTIP awards on retirement.</p> <p>A set of minimum criteria must be met before the Committee can consider the use of flexibility.</p>	<p><b>What:</b> Prorating in-flight LTIP awards for time served remains the default approach. However, the option to disapply proration will be retained only to be considered on the retirement of Bill Winters from the role of CEO, after considering the circumstances at that time, including Group and individual performance, and any other relevant information. The minimum criteria have been removed.</p> <p><b>Why:</b> The Committee consider it appropriate to retain this flexibility for Bill, after the very substantial transformation of the Bank that he has overseen during his tenure as CEO and the ongoing impact that Bill's achievements will have on the Bank. The minimum eligibility criteria have been removed to reflect feedback from some shareholders that they believed the disapplication of proration would automatically apply if these were met.</p>

## Directors' remuneration full policy

### Fixed remuneration

Salary	
<b>Purpose and link to strategy</b>	<ul style="list-style-type: none"> <li>To attract, retain, and develop high-calibre executive directors required to deliver the Group's strategic priorities.</li> <li>Reflects the individuals' role, skills and experience, following the Group-wide principles which apply to all employees.</li> </ul>
<b>Operation</b>	<ul style="list-style-type: none"> <li>Delivered in cash, paid monthly.</li> <li>Reviewed annually in line with the wider workforce with any changes applying from April.</li> </ul>
<b>Maximum potential</b>	<ul style="list-style-type: none"> <li>Increases may be made at the Committee's discretion to take account of circumstances such as: Increase in scope or responsibility; individual's development in role; salary increases across the Group; alignment to market-competitive levels.</li> </ul>
Pension	
<b>Purpose and link to strategy</b>	<ul style="list-style-type: none"> <li>Forms part of a competitive remuneration package and supports executive directors' long-term retirement savings.</li> </ul>
<b>Operation</b>	<ul style="list-style-type: none"> <li>Paid as a cash allowance and/or contribution to a defined contribution scheme.</li> <li>Pension contributions may also be made in lieu of any waived salary or the cash amount of any annual incentive.</li> </ul>
<b>Maximum potential</b>	<ul style="list-style-type: none"> <li>10 per cent of salary.</li> </ul>
Benefits	
<b>Purpose and link to strategy</b>	<ul style="list-style-type: none"> <li>A local market-competitive package to support executives carrying out their duties effectively.</li> </ul>
<b>Operation</b>	<ul style="list-style-type: none"> <li>Benefits may include a cash benefits allowance, car and driver (or other car-related service), private medical insurance, long-term disability cover, life insurance, financial advice and tax preparation and tax return assistance.</li> <li>Additional benefits may also be provided where an executive director is relocated or spends a substantial portion of their time in more than one jurisdiction for business purposes, including but not limited to, relocation, shipping and storage, housing allowance, education fees and tax and social security costs.</li> <li>Other benefits may be offered if considered appropriate and reasonable by the Committee.</li> <li>Executive directors are reimbursed for expenses, such as travel and subsistence, and any associated tax incurred in the performance of their duties.</li> <li>Directors may be accompanied by their spouse or partner to meetings/events. In exceptional circumstances, the costs (and any associated tax) will be met by the Group.</li> </ul>
<b>Maximum potential</b>	<ul style="list-style-type: none"> <li>Set at a level the Committee considers appropriate based on factors including the market and individual circumstances.</li> </ul>

## Variable remuneration

Annual incentive	
<b>Purpose and link to strategy</b>	<ul style="list-style-type: none"> <li>Incentivise performance linked to the Group's strategy and aligned to shareholder interests.</li> </ul>
<b>Operation</b>	<ul style="list-style-type: none"> <li>Determined based on Group and individual performance over the preceding financial year.</li> <li>Delivered as a combination of cash and shares subject to holding requirements.</li> <li>The Committee may make amendments to accommodate future changes to remuneration regulations relating to deferrals and post-vest retention periods.</li> </ul>
<b>Maximum potential</b>	<ul style="list-style-type: none"> <li>The annual incentive maximum that can be awarded is 270 per cent of salary for the CEO and 220 per cent of salary for the GCFO and can be any amount from zero to the maximum.</li> </ul>
<b>Performance measures</b>	<ul style="list-style-type: none"> <li>Determined by the Committee based on an assessment of an annual scorecard containing financial, strategic and personal performance measures. Financial measures will comprise at least 60 per cent of the annual scorecard.</li> <li>The targets, together with an assessment of performance against those targets, will be disclosed retrospectively.</li> <li>The Committee will review the scorecard annually and may vary the measures, weightings and targets each year.</li> <li>Discretion may be exercised by the Committee to ensure that the outcome is a fair and accurate reflection of business and individual performance (but it will not exceed the maximum opportunity).</li> <li>The overall annual incentive outcome will be subject to a risk and control modifier, assessed over the year.</li> </ul>

Long-term incentive plan (LTIP)	
<b>Purpose and link to strategy</b>	<ul style="list-style-type: none"> <li>Incentivise performance linked to the Group's strategy and aligned to shareholder interests.</li> </ul>
<b>Operation</b>	<ul style="list-style-type: none"> <li>Granted annually with performance of the Group and of the individual considered in determining the award level.</li> <li>Performance assessed over a forward-looking period of at least three years.</li> <li>Delivered in shares which are subject to deferral and holding periods.</li> <li>The Committee may make changes to accommodate future changes to remuneration regulations relating to deferrals and post-vest retention periods.</li> <li>The number of shares awarded in respect of LTIP awards may take into account the current regulatory prohibition on dividend equivalents (calculated by reference to market consensus dividend yield) such that the overall value of the award is maintained.</li> </ul>
<b>Maximum potential</b>	<ul style="list-style-type: none"> <li>The LTIP maximum that can be awarded is 490 per cent of salary for the CEO and 370 per cent of salary for the GCFO and can be any amount from zero to the maximum.</li> </ul>
<b>Performance measures</b>	<ul style="list-style-type: none"> <li>May be a mix of financial measures and other long-term strategic measures.</li> <li>Financial measures will comprise at least 80 per cent of the performance measures. Weightings and targets will be set in advance of each grant by the Committee and disclosed prospectively. Performance against those measures will be disclosed retrospectively.</li> <li>For financial measures, the performance outcome will be assessed on a sliding-scale basis between threshold and maximum with no more than a 25 per cent outcome at threshold performance.</li> <li>The overall outcome will be subject to a risk and control modifier, assessed over the performance period.</li> </ul>

### Annual incentive and LTIP operation

- Annual incentive awards will be made in cash and shares. LTIP awards will be granted as conditional share awards.
- Deferral and vesting of awards are structured so that they comply with prevailing remuneration regulations.
- The Committee can, in specified circumstances, apply malus or clawback to all or part of annual incentive and/or any LTIP awards. See page 180 for more details.
- On the occurrence of corporate events and other reorganisation events, the Committee may apply discretion to adjust the vesting and/or the number of shares underlying an award.

## Shareholding requirements

<b>Purpose and link to strategy</b>	<ul style="list-style-type: none"> <li>To align executive director and shareholder interests.</li> </ul>
<b>Operation</b>	<ul style="list-style-type: none"> <li>Executive directors are expected to build and maintain a shareholding, within five years from the date of their appointment (or, from the date of any changes to the terms of the shareholding requirement, if later), with a value equivalent to:               <ul style="list-style-type: none"> <li>CEO: 500 per cent of salary</li> <li>GCFO: 400 per cent of salary</li> </ul> </li> <li>Shares that count towards the requirement are beneficially owned shares, vested share awards subject to a retention period and unvested share awards for which performance conditions have been satisfied (on a net-of-tax basis).</li> <li>Executive directors will have a reasonable time period to build up to this requirement again if it is not met because of a significant share price depreciation.</li> <li>If the requirement is not achieved within the specified time frame, the Committee will determine appropriate actions based on the circumstances that resulted in the requirement not being met.</li> </ul>

## Sharesave

<b>Purpose and link to strategy</b>	<ul style="list-style-type: none"> <li>Provides an opportunity for all employees to invest voluntarily in the Group.</li> </ul>
<b>Operation</b>	<ul style="list-style-type: none"> <li>An all-employee plan where participants (including executive directors) are able to open a savings contract to fund the exercise of an option over shares.</li> <li>Savings per month of between £5 and £500.</li> <li>The option price is set at a discount of up to 20 per cent of the share price at the date of invitation, or such other discount as may be determined by the Committee.</li> </ul>

## Legacy arrangements

<b>Purpose and link to strategy</b>	<ul style="list-style-type: none"> <li>Honour existing commitments.</li> </ul>
<b>Operation</b>	<ul style="list-style-type: none"> <li>Any previous commitments or arrangements entered into with current or former executive directors will be honoured, including remuneration arrangements entered into under the previously approved directors' remuneration policy.</li> </ul>

## External roles

<b>Purpose and link to strategy</b>	<ul style="list-style-type: none"> <li>To encourage self-development and allow for the introduction of external insight and practice.</li> </ul>
<b>Operation</b>	<ul style="list-style-type: none"> <li>Executive directors may accept appointments in other organisations subject to relevant Board approval. Executive directors are generally limited to one non-executive directorship in another listed company. Fees may be retained by the executive director.</li> </ul>

## Executive directors' policy on recruitment

The Committee's approach to recruitment is to attract diverse experience and expertise by paying competitive remuneration that reflects our international nature and enables us to attract and retain key talent from a global marketplace. The policy is summarised below.

Fixed remuneration	Operation
<b>Salary</b>	In line with policy
<b>Pension</b>	In line with policy
<b>Benefits</b>	In line with policy
Variable remuneration	Operation
<b>Annual incentive</b>	In line with policy
<b>LTIP</b>	In line with policy
<b>Shareholding requirements</b>	In line with policy
<b>Buy-out awards</b>	<ul style="list-style-type: none"> <li>The Committee may consider buying out forfeited remuneration or opportunities, and/or compensating for losses incurred as a result of joining the Group, subject to proof of forfeiture or loss.</li> <li>Any award will be structured within the requirements of the applicable remuneration regulations and will be no more generous overall than the remuneration forfeited in terms of the existence of performance measures, value, timing and form of delivery.</li> <li>The value of buy-out awards is not included within the maximum variable remuneration level where it relates to forfeited remuneration from a previous role or employer.</li> </ul>
<b>Legacy matters</b>	<ul style="list-style-type: none"> <li>Where a senior executive is promoted to the Board, their existing contractual commitments agreed prior to their appointment may still be honoured in accordance with the terms of the relevant commitment, including vesting of any pre-existing deferred or long-term incentive awards.</li> </ul>

## Executive directors' policy on contracts and loss of office

Element	Operation
Notice period	<ul style="list-style-type: none"> <li>Maximum of 12 months' notice from the company and the executive director.</li> </ul>
Payments in lieu of notice	<ul style="list-style-type: none"> <li>May be paid in lieu of notice if not required to remain in employment for the whole notice period.</li> </ul>
Garden leave	<ul style="list-style-type: none"> <li>May be required to work and/or serve a period of garden leave during the notice period.</li> </ul>
Compensation for loss of office in service contracts	<ul style="list-style-type: none"> <li>Dependent on an individual's contract but in any event no more than 12 months' salary, pension and benefits.</li> <li>Payable quarterly and subject to mitigation if the executive director seeks alternative employment.</li> <li>Not in addition to any payment in lieu of notice or if the individual remains in employment for the whole notice period.</li> <li>In the event of a settlement agreement, the Committee may make payments it considers reasonable in settlement of potential legal claims, including potential entitlement to compensation in respect of statutory rights under employment protection legislation.</li> <li>The Committee may also include in such payments, reasonable reimbursement of professional fees, such as legal fees and tax advice (and any associated tax), in connection with such arrangements. Career transition support may also be provided.</li> </ul>

### Treatment of variable remuneration on termination

Operation	<ul style="list-style-type: none"> <li>Eligible leaver status will generally be given in cases such as death, disability, retirement, and redundancy. Discretion is applied as to awarding eligible leaver status in cases of mutual separation.</li> <li>Eligible leavers (as determined by the Committee) may be eligible for variable remuneration although there is no automatic entitlement.</li> <li>The Committee has discretion to reduce the entitlement of an eligible leaver in line with performance, contribution and the circumstances of the termination.</li> <li>On a change of control, the amount is pro-rated for the period of service during the year. The Committee may alter the performance period, measures, and targets to ensure the performance measures remain relevant but challenging. The Committee has the discretion under the relevant plan rules to determine how eligible leaver status should be applied on termination.</li> <li>For eligible leavers, deferred awards not subject to long-term performance measures vest in full over the original timescale and remain subject to the Group's clawback arrangements. The Committee has discretion to reduce the level of vesting.</li> <li>Awards subject to long-term performance measures will vest, subject to those measures, on a pro rata basis (reflecting the proportion of the relevant financial performance period that the executive director has been employed) and remain subject to the Group's clawback arrangements.</li> <li>The Committee has the flexibility to disapply proration for time served on the vesting of LTIP awards on the retirement of Bill Winters from the role of Group CEO, after considering the circumstances at that time including: the performance of the Group; Bill's personal performance; and any other relevant information. <ul style="list-style-type: none"> <li>If the flexibility is used, the Committee would provide a clear and full disclosure at the time and no LTIP award would be granted in the final year of employment.</li> <li>There would be no additional payments in lieu of notice.</li> <li>If Bill takes up a new role as an executive at a competitor, all unvested awards will lapse. Vesting may be subject to non-solicit and non-compete requirements.</li> </ul> </li> <li>Awards lapse for executive directors not designated eligible leavers.</li> <li>On a change of control, the Committee may allow awards to continue or roll-over in agreement with the acquirer, taking into account the circumstances, and may alter the performance period, measures and targets to ensure the performance measures remain relevant.</li> </ul>
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### Post-employment shareholding requirement

Purpose and link to strategy	<ul style="list-style-type: none"> <li>To align executive directors' interests with the Group's long-term strategy and the interests of shareholders following employment.</li> </ul>
Operation	<ul style="list-style-type: none"> <li>On stepping down as an executive director, individuals will be required to maintain the shareholding requirement for two years (or, if lower, the actual shareholding on departure).</li> <li>After the executive director has stepped down, the shareholding requirement will be maintained through self-certification, to the extent it is not met via shares held within the Group's employee share plan and nominee accounts.</li> </ul>

## Notes to the remuneration policy for executive directors

### Committee's judgement and discretion

The Committee has certain operational discretion that it may exercise when considering executive directors' remuneration, including but not limited to:

- Determining whether a leaver is an eligible leaver under the Group's share plans and treatment of remuneration arrangements.
- Amending LTIP performance measures following a corporate event to ensure a fair and consistent assessment of performance.
- Deciding whether to apply malus or clawback to an award.

### Ability for the Committee to amend the policy for emerging and future regulatory requirements

The Committee retains the discretion to make reasonable and proportionate changes to the policy if they consider this appropriate to respond to changing legal or regulatory requirements or guidelines. This includes the ability to make administrative changes to benefit the operation of the policy and/or to implement such changes ahead of any formal effective date, ensuring timely compliance.

Where proposed changes are considered by the Committee to be material, the Group will engage with its major shareholders and any changes would be formally incorporated into the policy when it is next put to shareholders for approval.

## Chair and independent non-executive directors' remuneration policy

Fees	
<b>Purpose and link to strategy</b>	<ul style="list-style-type: none"> <li>• Attract a Chair and INEDs who, together with the Board as a whole, have a broad range of skills and experience to determine Group strategy and oversee its implementation.</li> </ul>
<b>Operation</b>	<ul style="list-style-type: none"> <li>• The INEDs are paid fees to chair or be a member of Board committees and for the Deputy Chair and Senior Independent Director roles.</li> <li>• Fees are set at a level which reflect the duties, time commitment and contribution expected from the Chair and INEDs, and are appropriately positioned against those in banks and other companies of a similar scale and complexity.</li> <li>• Fees are paid in cash or shares. Post-tax fees may be used to acquire shares.</li> <li>• The Chair and INED fees are reviewed periodically. The Board sets INED fees and the Committee sets the Chair's fees. The Chair and INEDs recuse themselves from any discussion on their fees.</li> <li>• INEDs may also receive fees as directors of subsidiaries of Standard Chartered PLC, to the extent permitted by regulation.</li> <li>• Overall aggregate base fees paid to the Chair and all INEDs will remain within the limit stated in the Articles of Association (currently £2 million per annum).</li> <li>• There are no recovery provisions or performance measures.</li> </ul>
Benefits	
<b>Purpose and link to strategy</b>	<ul style="list-style-type: none"> <li>• Appropriate benefits package to support the Chair and INEDs to carry out their duties effectively.</li> </ul>
<b>Operation</b>	<ul style="list-style-type: none"> <li>• The Chair is provided with benefits associated with the role, including a car and driver and private medical insurance, permanent health insurance and life insurance. Any tax costs associated with these benefits are paid by the Group. Any future Chair based outside of the UK may receive assistance with their relocation consistent with the support offered to individuals under the Group's international mobility policies.</li> <li>• The Chair and INEDs are reimbursed for expenses, such as travel and subsistence (and including any associated tax), incurred in the performance of their duties, and may receive tax preparation and tax return assistance.</li> <li>• In exceptional circumstances the Chair and INEDs may be accompanied by their spouse or partner to meetings or events. The costs (and any associated tax) are paid by the Group.</li> </ul>

## Approach on recruitment, service contracts and loss of office for Chair or INEDs

Service contracts and policy on payment for loss of office for the Chair and INEDs	
<b>Fees and benefits</b>	<ul style="list-style-type: none"> <li>• In line with the Chair and INED remuneration policy</li> </ul>
<b>Service contracts and loss of office</b>	<ul style="list-style-type: none"> <li>• The Chair is provided a notice period of up to 12 months and is entitled to a payment in lieu of notice in respect of any unexpired part of the notice period at the point of termination.</li> <li>• INEDs are appointed for a period of one year unless terminated earlier by either party with three months' written notice. No entitlement to the payment of fees or provision of benefits continues beyond termination of the appointment and INEDs are not entitled to any payments for loss of office (other than entitlements under contract law, such as a payment in lieu of notice if notice is not served).</li> </ul>