**RESULT OF AGM**

**RESOLUTIONS PASSED AT ANNUAL GENERAL MEETING**

**Wednesday 9 May 2012**

Standard Chartered PLC (the ‘Company’) announces the result of voting on the resolutions at its Annual General Meeting (‘AGM’) held on Wednesday 9 May 2012, as set out in the AGM notice.

A poll was held on each of the resolutions and was passed by the required majority. Resolutions 1 to 25 as ordinary resolutions and resolutions 26 to 29 as special resolutions were passed and the results of the poll were as follows:

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| **Resolution** | **Votes For** | **%** | **Votes Against** | **%** | **% of ISC Voted** | **Votes Withheld** |
| **1.** To receive the report and accounts | 458,370,954 | 99.01 | 4,567,354 | 0.99 | 77.64 | 726,042 |
| **2.** To declare the final dividend | 463,258,132 | 100.00 | 6,647 | 0.00 | 77.70 | 399,814 |
| **3.** To approve the directors’ remuneration report | 415,658,499 | 92.56 | 33,425,931 | 7.44 | 75.32 | 14,311,180 |
| **4.** To elect Mr V Shankar, who has been appointed as an executive director by the Board since the last AGM of the Company | 352,561,920 | 99.23 | 2,747,126 | 0.77 | 59.59 | 108,339,010 |
| **5.** To re-elect Mr S P Bertamini, an executive director | 352,601,973 | 99.23 | 2,735,960 | 0.77 | 59.60 | 108,326,398 |
| **6.** To re-elect Mr J S Bindra, an executive director | 352,596,184 | 99.23 | 2,740,674 | 0.77 | 59.60 | 108,327,939 |
| **7.** To re-elect Mr R Delbridge, a non-executive director | 353,802,674 | 99.57 | 1,528,732 | 0.43 | 59.59 | 108,328,754 |
| **8.** To re-elect Mr J F T Dundas, a non-executive director | 461,890,830 | 99.65 | 1,631,745 | 0.35 | 77.74 | 141,780 |
| **9.** To re-elect Miss V F Gooding CBE, a non-executive director | 455,513,350 | 99.64 | 1,628,662 | 0.36 | 76.67 | 6,522,544 |
| **10.** To re-elect Dr Han Seung-soo KBE, a non-executive director | 462,012,044 | 99.67 | 1,510,870 | 0.33 | 77.74 | 141,814 |
| **11.** To re-elect Mr S J Lowth, a non-executive director | 462,029,442 | 99.68 | 1,486,900 | 0.32 | 77.74 | 147,852 |
| **12.** To re-elect Mr R H P Markham, a non-executive director | 369,588,685 | 80.98 | 86,795,460 | 19.02 | 76.54 | 7,226,767 |
| **13.** To re-elect Ms R Markland, a non-executive director | 455,480,917 | 99.64 | 1,644,174 | 0.36 | 76.67 | 6,522,609 |
| **14.** To re-elect Mr R H Meddings, an executive director | 352,588,922 | 99.23 | 2,731,908 | 0.77 | 59.59 | 108,327,608 |
| **15.** To re-elect Mr J G H Paynter, a non-executive director | 453,738,875 | 99.56 | 2,008,919 | 0.44 | 76.44 | 6,601,813 |
| **16.** To re-elect Sir J W Peace, as Chairman | 453,529,379 | 99.28 | 3,298,322 | 0.72 | 76.62 | 6,820,619 |
| **17.** To re-elect Mr A M G Rees, an executive director | 352,720,155 | 99.27 | 2,603,183 | 0.73 | 59.59 | 108,325,090 |
| **18.** To re-elect Mr P A Sands, an executive director | 442,463,734 | 95.59 | 20,423,086 | 4.41 | 77.63 | 761,301 |
| **19.** To re-elect Mr P D Skinner, a non-executive director | 455,452,834 | 99.63 | 1,672,585 | 0.37 | 76.67 | 6,522,759 |
| **20.** To re-elect Mr O H J Stocken, a non-executive director | 353,481,467 | 99.49 | 1,819,307 | 0.51 | 59.59 | 108,335,099 |
| **21.** To re-appoint auditor | 456,737,829 | 98.56 | 6,683,525 | 1.44 | 77.72 | 1,030,291 |
| **22.** To authorise the Board to set the auditor’s fees | 462,750,685 | 99.83 | 770,448 | 0.17 | 77.74 | 120,682 |
| **23.** To authorise the Company and its subsidiaries to make political donations | 453,725,131 | 97.91 | 9,700,469 | 2.09 | 77.72 | 206,390 |
| **24.** To authorise the Board to allot shares | 435,808,885 | 94.04 | 27,638,810 | 5.96 | 77.73 | 277,469 |
| **25.** To extend the authority to allot shares | 440,834,693 | 95.13 | 22,577,898 | 4.87 | 77.72 | 234,769 |
| **26.** To disapply pre-emption rights | 460,608,898 | 99.48 | 2,409,559 | 0.52 | 77.66 | 626,647 |
| **27.** To authorise the Company to buy back its ordinary shares | 458,726,527 | 99.82 | 826,779 | 0.18 | 77.07 | 4,002,692 |
| **28.** To authorise the Company to buy back its preference shares | 461,430,458 | 99.57 | 1,988,324 | 0.43 | 77.72 | 226,901 |
| **29.** To authorise the Company to call a general meeting other than an annual general meeting on not less than 14 clear days’ notice | 430,077,359 | 91.17 | 41,656,828 | 8.83 | 79.12 | 163,150 |

As at the date of the AGM, the number of issued shares of the Company was 2,385,002,486 shares, which was the total number of shares entitling the holders to attend and vote for or against all resolutions. There was no share entitling the holder to attend and abstain from voting in favour of any of the resolutions as set out in rule 13.40 of the Hong Kong Listing Rules. In accordance with the Company’s Articles of Association, on a poll every member shall have one vote for every four shares held, therefore the total number of voting rights was 596,250,621.5. Votes withheld are not votes in law and, therefore, have not been counted in the calculation of the proportion of votes for and against a resolution. Proxy appointments which gave discretion to the Chairman have been included in the 'for' total.

There were no restrictions on any shareholders to cast votes on any of the resolutions proposed at the AGM, save for the executive directors of the Company and their associates who were required to abstain from resolution 24 which affected a total of 226,671 voting rights. The scrutineer of the poll was Computershare Investor Services PLC, the Company’s Share Registrar.

The resolutions put to shareholders at the AGM today have been submitted to the UK Listing Authority, and will shortly be available for inspection at the UK Listing Authority's National Storage Mechanism, which can be accessed at <http://www.hemscott.com/nsm.do>.