**RESULT OF AGM**

**RESOLUTIONS PASSED AT ANNUAL GENERAL MEETING**

**Wednesday 8 May 2013**

Standard Chartered PLC (the ‘Company’) announces the result of voting on the resolutions at its Annual General Meeting (‘AGM’) held on Wednesday 8 May 2013, 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 27 and 32 as ordinary resolutions, and resolutions 28 to 31 as special resolutions, were passed and the results of the poll were as follows:

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  **Resolution** | **Votes For** | **%** | **Votes Against** | **%** | **Votes Withheld** | **Total Votes** | **% of ISC voted** |
| **1.** To receive the Company’s annual report and accounts for the financial year ended 31 December 2012 together with the reports of the directors and auditors. | 464,124,774 | 99.90 | 453,045 | 0.10 | 1,468,460 | 464,577,819 | 76.82 |
| **2.** To declare a final dividend of 56.77 US cents per ordinary share for the year ended 31 December 2012. | 464,509,031 | 99.94 | 273,425 | 0.06 | 1,263,311 | 464,782,456 | 76.86 |
| **3.** To approve the directors’ remuneration report for the year ended 31 December 2012, as set out on pages 160 to 185 of the annual report and accounts. | 406,944,552 | 92.83 | 31,434,513 | 7.17 | 27,097,339 | 438,379,065 | 72.49 |
| **4.** To elect Mr O P Bhatt who has been appointed as a non-executive director by the Board since the last AGM of the Company. | 462,946,688 | 99.61 | 1,795,093 | 0.39 | 1,304,494 | 464,741,781 | 76.85 |
| **5.** To elect Dr L C Y Cheung who has been appointed as a non-executive director by the Board since the last AGM of the Company. | 458,243,675 | 99.39 | 2,830,157 | 0.61 | 4,905,547 | 461,073,832 | 76.24 |
| **6.** To elect Mrs M Ewing who has been appointed as a non-executive director by the Board since the last AGM of the Company. | 463,121,914 | 99.65 | 1,620,448 | 0.35 | 1,303,912 | 464,742,362 | 76.85 |
| **7.** To elect Dr L H Thunell who has been appointed as a non-executive director by the Board since the last AGM of the Company. | 463,083,996 | 99.64 | 1,657,584 | 0.36 | 1,304,607 | 464,741,580 | 76.85 |
| **8.** To re-elect Mr S P Bertamini, an executive director. | 360,318,678 | 98.93 | 3,887,450 | 1.07 | 101,840,103 | 364,206,128 | 60.22 |
| **9.** To re-elect Mr J S Bindra, an executive director. | 360,259,841 | 98.92 | 3,946,428 | 1.08 | 101,840,271 | 364,206,269 | 60.22 |
| **10.** To re-elect Mr J F T Dundas, a non-executive director. | 456,796,299 | 98.33 | 7,766,721 | 1.67 | 1,483,214 | 464,563,020 | 76.82 |
| **11.** To re-elect Dr Han Seung-soo KBE, a non-executive director. | 462,749,884 | 99.57 | 1,993,408 | 0.43 | 1,302,942 | 464,743,292 | 76.85 |
| **12.** To re-elect Mr S J Lowth, a non-executive director. | 463,006,632 | 99.63 | 1,741,868 | 0.37 | 1,297,735 | 464,748,500 | 76.85 |
| **13.** To re-elect Mr R H P Markham, a non-executive director. | 443,211,715 | 96.00 | 18,485,627 | 4.00 | 4,348,882 | 461,697,342 | 76.35 |
| **14.** To re-elect Ms R Markland, a non-executive director. | 437,682,503 | 94.19 | 26,977,326 | 5.81 | 1,386,395 | 464,659,829 | 76.83 |
| **15.** To re-elect Mr R H Meddings, an executive director. | 460,631,165 | 99.11 | 4,125,813 | 0.89 | 1,289,054 | 464,756,978 | 76.85 |
| **16.** To re-elect Mr J G H Paynter, a non-executive director. | 451,111,295 | 97.08 | 13,580,879 | 2.92 | 1,354,060 | 464,692,174 | 76.84 |
| **17.** To re-elect Sir John Peace, as Chairman. | 444,304,757 | 97.47 | 11,535,210 | 2.53 | 10,065,657 | 455,839,967 | 75.38 |
| **18.** To re-elect Mr A M G Rees, an executive director. | 360,331,033 | 98.93 | 3,883,169 | 1.07 | 101,832,029 | 364,214,202 | 60.23 |
| **19.** To re-elect Mr P A Sands, an executive director. | 460,705,796 | 99.13 | 4,060,704 | 0.87 | 1,279,769 | 464,766,500 | 76.85 |
| **20.** To re-elect Mr V Shankar, an executive director. | 360,295,757 | 98.92 | 3,916,583 | 1.08 | 101,833,892 | 364,212,340 | 60.23 |
| **21.** To re-elect Mr P D Skinner, a non-executive director. | 439,817,605 | 94.68 | 24,691,988 | 5.32 | 1,536,629 | 464,509,593 | 76.81 |
| **22.** To re-elect Mr O H J Stocken, a non-executive director. | 463,055,146 | 99.64 | 1,685,289 | 0.36 | 1,305,441 | 464,740,435 | 76.85 |
| **23.** To re-appoint KPMG Audit Plc as auditor to the Company from the end of the AGM until the end of next year’s AGM. | 460,785,152 | 99.46 | 2,519,175 | 0.54 | 2,741,940 | 463,304,327 | 76.61 |
| **24.** To authorise the Board to set the auditor’s fees. | 463,016,632 | 99.75 | 1,141,471 | 0.25 | 1,887,949 | 464,158,103 | 76.75 |
| **25.** To authorise the Company and its subsidiaries to make political donations. | 453,569,148 | 97.61 | 11,086,264 | 2.39 | 1,353,686 | 464,655,412 | 76.83 |
| **26.** To authorise the Board to allot shares within limits. | 435,413,280 | 94.32 | 26,245,131 | 5.68 | 4,320,961 | 461,658,411 | 76.34 |
| **27.** To extend the authority of the Board to allot shares within limits. | 435,073,580 | 94.52 | 25,204,898 | 5.48 | 5,700,890 | 460,278,478 | 76.11 |
| **28.** To authorise the Board to allot equity securities for cash free from pre-emption rights within limits. | 460,759,245 | 99.52 | 2,228,333 | 0.48 | 3,052,583 | 462,987,578 | 76.56 |
| **29.** To authorise the Company to buy back its ordinary shares within limits. | 463,300,148 | 99.68 | 1,477,420 | 0.32 | 1,268,709 | 464,777,568 | 76.85 |
| **30.** To authorise the Company to buy back its preference shares within limits. | 463,330,105 | 99.69 | 1,436,520 | 0.31 | 1,279,514 | 464,766,625 | 76.85 |
| **31.** That a general meeting other than an annual general meeting may be called on not less than 14 clear days’ notice. | 427,079,928 | 91.90 | 37,656,646 | 8.10 | 1,309,289 | 464,736,574 | 76.85 |
| **32.** That the rules of the Standard Chartered 2013 Sharesave Plan be approved. | 457,066,542 | 98.39 | 7,456,140 | 1.61 | 1,523,587 | 464,522,682 | 76.81 |

As at the date of the AGM, the number of issued shares of the Company was 2,419,002,104 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 604,750,526. 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 casting 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 26 which affected a total of 272,902 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>.