**RESULT OF AGM**

**RESOLUTIONS PASSED AT ANNUAL GENERAL MEETING**

**Thursday 8 May 2014**

Standard Chartered PLC (the ‘Company’) announces the result of voting on the resolutions at its Annual General Meeting (‘AGM’) held on Thursday 8 May 2014, 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 28 were passed as ordinary resolutions, and resolutions 29 to 33 were passed as special resolutions. Resolution 34 was passed as a non-statutory resolution which required at least two-thirds of the votes cast to be in favour. 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 2013 together with the reports of the directors and auditors. | 448,391,521 | 99.91 | 413,925 | 0.09 | 3,546,165 | 448,805,446 | 73.83 |
| **2.** To declare a final dividend of 57.20 US cents per ordinary share for the year ended 31 December 2013. | 451,104,948 | 99.98 | 86,436 | 0.02 | 1,160,045 | 451,191,384 | 74.22 |
| **3.** To approve the directors remuneration policy for the year ended 31 December 2013. | 266,680,576 | 59.17 | 184,008,107 | 40.83 | 1,664,073 | 450,688,683 | 74.14 |
| **4.** To approve the annual report on remuneration for the year ended 31 December 2013. | 422,353,752 | 94.59 | 24,164,622 | 5.41 | 5,888,574 | 446,518,374 | 73.45 |
| **5**. To elect Dr K M Campbell who has been appointed as a non-executive director by the Board since the last AGM of the Company. | 447,735,923 | 99.87 | 583,655 | 0.13 | 4,008,489 | 448,319,578 | 73.75 |
| **6.** To elect Mrs C M Hodgson who has been appointed as a non-executive director by the Board since the last AGM of the Company. | 420,174,197 | 93.13 | 30,988,086 | 6.87 | 1,188,930 | 451,162,283 | 74.21 |
| **7.** To elect Mr N Kheraj who has been appointed as a non-executive director by the Board since the last AGM of the Company. | 450,882,590 | 99.94 | 273,343 | 0.06 | 1,188,669 | 451,155,933 | 74.21 |
| **8.** To re-elect Mr O P Bhatt, a non-executive director. | 436,198,475 | 97.18 | 12,646,931 | 2.82 | 3,505,843 | 448,845,406 | 73.83 |
| **9.** To re-elect Mr J S Bindra, an executive director. | 348,346,287 | 99.35 | 2,289,309 | 0.65 | 101,715,809 | 350,635,596 | 57.68 |
| **10.** To re-elect Dr L C Y Cheung, a non-executive director. | 415,838,695 | 92.78 | 32,383,977 | 7.22 | 4,105,200 | 448,222,672 | 73.73 |
| **11.** To re-elect Dr Han Seung-soo KBE, a non-executive director. | 450,876,150 | 99.94 | 287,998 | 0.06 | 1,186,845 | 451,164,148 | 74.21 |
| **12.** To re-elect Mr S J Lowth, a non-executive director. | 447,756,787 | 99.87 | 564,584 | 0.13 | 4,006,611 | 448,321,371 | 73.75 |
| **13.** To re-elect Ms R Markland, a non-executive director. | 383,747,887 | 86.26 | 61,109,842 | 13.74 | 7,444,958 | 444,857,729 | 73.18 |
| **14.** To re-elect Mr J G H Paynter, a non-executive director. | 418,999,173 | 92.87 | 32,163,857 | 7.13 | 1,188,371 | 451,163,030 | 74.21 |
| **15.** To re-elect Sir John Peace, as Chairman. | 441,650,661 | 98.51 | 6,682,997 | 1.49 | 4,017,744 | 448,333,658 | 73.75 |
| **16.** To re-elect Mr A M G Rees, an executive director. | 348,345,088 | 99.35 | 2,288,893 | 0.65 | 101,717,369 | 350,633,981 | 57.68 |
| **17.** To re-elect Mr P A Sands, an executive director. | 449,916,942 | 99.73 | 1,238,666 | 0.27 | 1,195,741 | 451,155,608 | 74.21 |
| **18.** To re-elect Mr V Shankar, an executive director. | 348,343,943 | 99.35 | 2,290,421 | 0.65 | 101,716,946 | 350,634,364 | 57.68 |
| **19.** To re-elect Mr P D Skinner CBE, a non-executive director. | 394,067,715 | 88.58 | 50,825,113 | 11.42 | 7,457,770 | 444,892,828 | 73.18 |
| **20.** To re-elect Dr L H Thunell, a non-executive director. | 450,618,006 | 99.88 | 529,634 | 0.12 | 1,203,728 | 451,147,640 | 74.21 |
| **21.** To disapply the shareholding qualification contained in article 79 of the Company’s Articles of Association for Dr K M Campbell. | 451,076,225 | 99.98 | 71,581 | 0.02 | 1,203,271 | 451,147,806 | 74.21 |
| **22.** 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. | 444,208,681 | 98.46 | 6,967,552 | 1.54 | 1,175,180 | 451,176,233 | 74.22 |
| **23.** To authorise the Board to set the auditor’s fees. | 447,123,103 | 99.10 | 4,061,161 | 0.90 | 1,167,426 | 451,184,264 | 74.22 |
| **24.** To authorise the Company and its subsidiaries to make political donations. | 438,681,473 | 97.31 | 12,135,049 | 2.69 | 1,514,708 | 450,816,522 | 74.16 |
| **25.** To authorise the Board to allot shares. | 424,617,470 | 94.21 | 26,090,046 | 5.79 | 1,644,145 | 450,707,516 | 74.14 |
| **26.** To extend the authority to allot shares by such number of shares repurchased by the Company under the authority granted pursuant to resolution 31. | 419,680,831 | 93.02 | 31,499,695 | 6.98 | 1,171,136 | 451,180,526 | 74.22 |
| **27.** To authorise the Board to allot shares and grant rights to subscribe for or to convert any security into shares in relation to any issue of Equity Convertible Additional Tier 1 Securities. | 425,457,349 | 97.08 | 12,810,564 | 2.92 | 13,283,888 | 438,267,913 | 72.09 |
| **28.** To authorise the Board to make an offer to the holders of ordinary shares to elect to receive new ordinary shares in the capital of the Company in lieu of dividends. | 451,166,270 | 99.99 | 22,535 | 0.01 | 1,162,869 | 451,188,805 | 74.22 |
| **29.** To authorise the Board to disapply pre-emption rights in relation to authority granted pursuant to resolution 25. | 446,700,908 | 99.42 | 2,625,830 | 0.58 | 3,024,515 | 449,326,738 | 73.91 |
| **30.** To authorise the Board to disapply pre-emption rights in relation to authority granted pursuant to resolution 27. | 422,065,612 | 93.56 | 29,054,920 | 6.44 | 1,230,865 | 451,120,532 | 74.21 |
| **31.** To authorise the Company to purchase its own ordinary shares. | 450,987,979 | 99.96 | 199,957 | 0.04 | 1,163,382 | 451,187,936 | 74.22 |
| **32.** To authorise the Company to purchase its own preference shares. | 450,129,567 | 99.77 | 1,055,336 | 0.23 | 1,166,507 | 451,184,903 | 74.22 |
| **33.** That a general meeting other than an annual general meeting may be called on not less than 14 clear days’ notice. | 412,760,999 | 91.50 | 38,349,277 | 8.50 | 1,240,805 | 451,110,276 | 74.21 |
| **34.** To authorise the Board to increase the maximum ratio of variable to fixed remuneration for relevant employees to a ratio not exceeding 2:1. | 441,361,419 | 97.90 | 9,480,365 | 2.10 | 1,502,695 | 450,841,784 | 74.16 |

As at the date of the AGM, the number of issued ordinary shares of the Company was 2,431,661,896 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 has one vote for every four shares held, therefore the total number of voting rights was 607,915,474. Votes withheld are not votes in law and have not been counted in the calculation of the proportion of votes ‘for’ or ‘against’ a resolution or, for the purposes of resolution 34, the proportion of voting rights in the Company which were voted on the 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 resolutions 25 and 34. Executive directors of the Company and their associates were required to abstain from resolution 25 which affected a total of 222,570 voting rights. Those executive directors or other employees who had an interest in the proposed higher ratio of variable to fixed remuneration were not permitted to exercise, directly or indirectly, any voting rights they may have had in respect of resolution 34. Such employees held a total of 564,728 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>.