**RESULT OF AGM**

**RESOLUTIONS PASSED AT ANNUAL GENERAL MEETING**

**Wednesday 4 May 2016**

Standard Chartered PLC (the ‘Company’) announces the result of voting on the resolutions at its Annual General Meeting (‘AGM’) held on Wednesday 4 May 2016, 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 23 were passed as ordinary resolutions, and resolutions 24 to 28 were passed as special resolutions. 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 2015 together with the reports of the directors and auditors | 617,878,155 | 99.92 | 510,681 | 0.08 | 404,580 | 618,388,836 | 75.36 |
| **2.** To approve the annual report on remuneration for the year ended 31 December 2015 | 550,948,734 | 90.51 | 57,773,986 | 9.49 | 10,070,818 | 608,722,720 | 74.18 |
| **3.** To approve the directors’ remuneration policy | 576,756,146 | 94.32 | 34,733,965 | 5.68 | 7,128,428 | 611,490,111 | 74.52 |
| **4**. To elect David Conner who has been appointed as a non-executive director by the Board since the last AGM of the Company | 617,817,552 | 99.91 | 586,041 | 0.09 | 380,108 | 618,403,593 | 75.36 |
| **5.** To elect Bill Winters who has been appointed as  Group Chief Executive by the Board since the last  AGM of the Company | 617,823,507 | 99.90 | 588,087 | 0.10 | 373,315 | 618,411,594 | 75.37 |
| **6.** To re-elect Om Bhatt, a non-executive director | 616,074,635 | 99.62 | 2,332,567 | 0.38 | 377,428 | 618,407,202 | 75.37 |
| **7.** To re-elect Dr Kurt Campbell, a non-executive director | 617,250,288 | 99.81 | 1,158,054 | 0.19 | 376,490 | 618,408,342 | 75.37 |
| **8.** To re-elect Dr Louis Cheung, a non-executive director | 617,717,236 | 99.89 | 689,483 | 0.11 | 378,363 | 618,406,719 | 75.37 |
| **9.** To re-elect Dr Byron Grote, a non-executive director | 615,583,785 | 99.54 | 2,823,359 | 0.46 | 377,935 | 618,407,144 | 75.37 |
| **10.** To re-elect Andy Halford, an executive director | 614,647,573 | 99.39 | 3,763,209 | 0.61 | 372,004 | 618,410,782 | 75.37 |
| **11.** To re-elect Dr Han Seung-soo, KBE, a non-executive director | 617,194,964 | 99.80 | 1,213,510 | 0.20 | 376,609 | 618,408,474 | 75.37 |
| **12.** To re-elect Christine Hodgson, a non-executive director | 612,382,217 | 99.75 | 1,531,605 | 0.25 | 4,871,322 | 613,913,822 | 74.82 |
| **13.** To re-elect Gay Huey Evans, OBE, a non-executive director | 617,831,797 | 99.91 | 575,826 | 0.09 | 377,457 | 618,407,623 | 75.37 |
| **14.** To re-elect Naguib Kheraj, a non-executive director | 616,410,663 | 99.68 | 1,996,584 | 0.32 | 377,836 | 618,407,247 | 75.37 |
| **15.** To re-elect Simon Lowth, a non-executive director | 564,127,807 | 92.91 | 43,022,803 | 7.09 | 11,634,461 | 607,150,610 | 73.99 |
| **16.** To re-elect Sir John Peace, as Chairman | 557,976,492 | 90.82 | 56,416,217 | 9.18 | 4,365,628 | 614,392,709 | 74.88 |
| **17.** To re-elect Jasmine Whitbread, a non-executive director | 617,762,185 | 99.90 | 646,211 | 0.10 | 376,493 | 618,408,396 | 75.37 |
| **18.** To re-appoint KPMG LLP as auditor to the Company from the end of the AGM until the end of next year’s AGM | 601,056,744 | 97.24 | 17,090,927 | 2.76 | 645,039 | 618,147,671 | 75.33 |
| **19.** To authorise the Board to set the auditor’s fees | 613,763,013 | 99.25 | 4,667,753 | 0.75 | 363,167 | 618,430,766 | 75.37 |
| **20.** To authorise the Company and its subsidiaries to make political donations | 608,844,780 | 98.45 | 9,574,694 | 1.55 | 373,529 | 618,419,474 | 75.37 |
| **21.** To authorise the Board to allot shares | 595,467,051 | 96.34 | 22,639,485 | 3.66 | 686,898 | 618,106,536 | 75.33 |
| **22.** To extend the authority to allot shares by such number of shares repurchased by the Company under the authority granted pursuant to resolution 26 | 598,080,516 | 96.68 | 20,535,514 | 3.32 | 177,218 | 618,616,030 | 75.39 |
| **23.** 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 | 604,568,084 | 97.73 | 14,041,674 | 2.27 | 183,221 | 618,609,758 | 75.39 |
| **24.** To authorise the Board to disapply pre-emption rights in relation to authority granted pursuant to resolution 21 | 614,975,973 | 99.40 | 3,742,535 | 0.60 | 74,760 | 618,718,508 | 75.40 |
| **25.** To authorise the Board to disapply pre-emption rights in relation to authority granted pursuant to resolution 23 | 581,677,369 | 94.03 | 36,937,996 | 5.97 | 177,894 | 618,615,365 | 75.39 |
| **26.** To authorise the Company to purchase its own ordinary shares | 613,703,529 | 99.24 | 4,728,555 | 0.76 | 361,356 | 618,432,084 | 75.37 |
| **27.** To authorise the Company to purchase its own preference shares | 617,675,993 | 99.88 | 756,692 | 0.12 | 360,757 | 618,432,685 | 75.37 |
| **28.** That a general meeting other than an annual general meeting may be called on not less than 14 clear days’ notice | 582,629,269 | 94.22 | 35,758,107 | 5.78 | 406,053 | 618,387,376 | 75.36 |

As at the date of the AGM, the number of issued ordinary shares of the Company was 3,282,187,948 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 820,546,987. 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. 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 21. Executive directors of the Company and their associates were required to abstain from resolution 21 which affected a total of 193,041 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.morningstar.co.uk/uk/NSM>.