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STANDARD CHARTERED PLC

渣打集團有限公司

(Incorporated as a public limited company in England and Wales with registered number 966425)
(Stock Code: 02888)

RESULT OF AGM

RESOLUTIONS PASSED AT ANNUAL GENERAL MEETING

Wednesday 3 May 2017

Standard Chartered PLC (the 'Company') announces the result of voting on the resolutions at its Annual General Meeting ('AGM') held on Wednesday 3 May 2017, 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 22 were passed as ordinary resolutions, and resolutions 23 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 2016 together with the reports of the directors and auditors	632,772,650	99.88	734,931	0.12	2,092,263	633,507,581	77.01%
2. To approve the annual report on remuneration for the year ended 31 December 2016	541,879,007	86.78	82,559,025	13.22	11,162,668	624,438,032	75.91%
3. To elect José Viñals as Chairman	624,884,543	99.38	3,926,217	0.62	6,790,352	628,810,760	76.44%
4. To re-elect Om Bhatt, a non-executive director	633,922,423	99.76	1,499,524	0.24	179,081	635,421,947	77.25%
5. To re-elect Dr Kurt Campbell, a non-executive director	632,880,766	99.60	2,542,402	0.40	177,861	635,423,168	77.25%
6. To re-elect Dr Louis Cheung, a non-executive director	634,392,347	99.84	1,019,642	0.16	188,927	635,411,989	77.25%
7. To re-elect David Conner, a non-executive director	632,869,069	99.60	2,551,882	0.40	180,218	635,420,951	77.25%
8. To re-elect Dr Byron Grote, a non-executive director	632,751,019	99.58	2,658,879	0.42	188,933	635,409,898	77.25%
9. To re-elect Andy Halford, an executive director	632,141,306	99.49	3,270,462	0.51	188,936	635,411,768	77.25%
10. To re-elect Dr Han Seung-soo, KBE, a non-executive director	634,268,742	99.82	1,154,455	0.18	177,916	635,423,197	77.25%
11. To re-elect Christine Hodgson, a non-executive director	605,809,995	96.34	22,996,775	3.66	6,794,168	628,806,770	76.44%

12. To re-elect Gay Huey Evans, OBE, a non-executive director	634,404,050	99.84	1,009,743	0.16	187,235	635,413,793	77.25%
13. To re-elect Naguib Kheraj, a non-executive director	631,706,130	99.42	3,706,461	0.58	188,436	635,412,591	77.25%
14. To re-elect Jasmine Whitbread, a non-executive director	632,839,120	99.59	2,573,940	0.41	188,053	635,413,060	77.25%
15. To re-elect Bill Winters, an executive director	634,392,077	99.84	1,005,152	0.16	203,883	635,397,229	77.24%
16. To re-appoint KPMG LLP as auditor to the Company from the end of the AGM until the end of next year's AGM	611,915,648	96.41	22,811,645	3.59	873,335	634,727,293	77.16%
17. To authorise the Board to set the auditor's fees	625,277,542	98.39	10,213,059	1.61	110,222	635,490,601	77.26%
18. To authorise the Company and its subsidiaries to make political donations	623,844,888	98.18	11,579,375	1.82	120,748	635,424,263	77.25%
19. To renew the authorisation of the Board to offer a scrip dividend to shareholders	635,406,010	100.00	31,636	0.00	107,078	635,437,646	77.25%
20. To authorise the Board to allot shares	610,431,840	97.36	16,560,162	2.64	8,553,259	626,992,002	76.22%
21. To extend the authority to allot shares by such number of shares repurchased by the Company under the authority granted pursuant to resolution 26	615,255,135	96.83	20,161,737	3.17	125,860	635,416,872	77.25%
22. 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	628,297,246	98.95	6,688,972	1.05	559,338	634,986,218	77.19%
23. To authorise the Board to disapply pre-emption rights in relation to authority granted pursuant to resolution 20	629,311,558	99.60	2,535,590	0.40	3,698,214	631,847,148	76.81%
24. In addition to resolution 23, to authorise the Board to disapply pre-emption rights in relation to the authority granted pursuant to resolution 20 for the purposes of acquisitions and other capital investments.	607,952,836	97.43	16,025,815	2.57	11,566,709	623,978,651	75.86%
25. To authorise the Board to disapply pre-emption rights in relation to authority granted pursuant to resolution 22	618,703,634	97.43	16,292,639	2.57	549,282	634,996,273	77.20%
26. To authorise the Company to purchase its own ordinary shares	629,997,979	99.18	5,185,254	0.82	417,325	635,183,233	77.22%
27. To authorise the Company to purchase its own preference shares	633,879,903	99.79	1,302,199	0.21	418,657	635,182,102	77.22%
28. That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice	602,432,803	94.81	32,997,225	5.19	170,722	635,430,028	77.25%

As at the date of the AGM, the number of issued ordinary shares of the Company was 3,290,328,848 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 822,582,212. 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 resolution 20. Executive directors of the Company and their associates were required to abstain from resolution 20 which affected a total of 231,789 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 yesterday 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>.

By Order of the Board
Elizabeth Lloyd, CBE
Group Company Secretary

Hong Kong, 4 May 2017

As at the date of this announcement, the Board of Directors of Standard Chartered PLC comprises:

Chairman:

José María Viñals Iñiguez

Executive Directors:

William Thomas Winters and Andrew Nigel Halford

Independent Non-Executive Directors:

Om Prakash Bhatt; Dr Kurt Michael Campbell; Dr Louis Chi-Yan Cheung; David Philbrick Conner; Dr Byron Elmer Grote; Dr Han Seung-soo, KBE; Christine Mary Hodgson; Gay Huey Evans, OBE; Naguib Kheraj (Deputy Chairman and Senior Independent Director) and Jasmine Mary Whitbread