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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 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 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, 5 May 2016

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

Chairman:

Sir John Wilfred Peace

Executive Directors:

Mr William Thomas Winters, CBE and Mr Andrew Nigel Halford

Independent Non-Executive Directors:

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