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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)

NOTICE OF ANNUAL GENERAL MEETING 2016

This year's Annual General Meeting (AGM) will be held at etc.venues, 200 Aldersgate, St Paul's, London, EC1A 4HD on Wednesday 4 May 2016 at 11:00am London time (6:00pm Hong Kong time). You will be asked to consider and, if thought fit, to pass the resolutions below.

Resolutions 1 to 23 (inclusive) are proposed as ordinary resolutions, which must each receive more than 50 per cent of the votes cast in order to be passed. Resolutions 24 to 28 (inclusive) are proposed as special resolutions, which must each receive at least 75 per cent of the votes cast in order to be passed.

Please note that a 'vote withheld' is not a vote in law and will not be counted in the calculation of the proportion of votes 'for' or 'against a resolution.

Ordinary resolutions

- 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.**

The directors are required by law to present, for each financial year, copies of the Company's annual report and accounts to shareholders at a general meeting.

- 2. To approve the annual report on remuneration contained in the Directors' Remuneration Report for the year ended 31 December 2015 as set out on pages 99 to 104 and 115 to 135 of the annual report and accounts.**

Under section 439A of the Companies Act 2006, the Company is required to seek the approval of shareholders of its annual report on remuneration practice, which details the remuneration of the directors for the year under review. Shareholders are invited to vote on the annual report on remuneration for the year ended 31 December 2015 contained in the Directors' Remuneration Report found on pages 99 to 104 and 115 to 135 of the annual report and accounts. The vote on the annual report on remuneration will be advisory.

3. To approve the directors' remuneration policy contained in the Directors' Remuneration Report for the year ended 31 December 2015 as set out on pages 105 to 114 of the annual report and accounts.

This year, we are asking shareholders to vote on a new directors' remuneration policy, as well as the annual advisory vote on the annual report on remuneration (as set out in resolution 2).

If approved, the new directors' remuneration policy will come into effect from the date of the AGM for a period of up to three years.

This policy has been developed by the Remuneration Committee. The Committee's objective is to align the executive directors' remuneration packages with the delivery of the new strategy and improved shareholder returns.

If approved, the policy will also simplify incentive arrangements, making them clearer, more transparent and with a greater focus on long-term performance. The new policy will also ensure alignment with the regulatory requirements published by the Prudential Regulatory Authority in June 2015.

4. To elect David Conner, who has been appointed as a non-executive director by the Board since the last AGM of the Company.

Appointed: January 2016.

Experience: David has significant global banking experience, strong risk management credentials and an in-depth knowledge of Asian markets. David spent his career in the financial services industry, living and working across Asia for 37 years, for both Citibank and OCBC Bank. He joined Citibank in 1976 as a management trainee and went on to hold a number of senior management Asian-based roles, including chief executive officer of Citibank India and managing director and marketing manager at Citibank Japan, before leaving Citibank in 2002. David joined OCBC Bank in Singapore as chief executive officer and director in 2002. He implemented a strategy of growth and led the bank through a period of significant turbulence. David stepped down as chief executive officer in 2012 but remained as a non-executive director on the Board of OCBC Bank before leaving the group in 2014. David is a non-executive director of GasLog Partners LP. David holds a BA from Washington University in St Louis and a MBA from Columbia University. Age 67 at the date of the AGM.

Committees: Chair of the Board Risk Committee, member of the Audit and Board Financial Crime Risk Committees.

5. To elect Bill Winters, who has been appointed as Group Chief Executive by the Board since the last AGM of the Company.

Appointed: June 2015. Bill is a director of Standard Chartered Bank and Standard Chartered Holdings Limited.

Experience: Bill is a career banker with significant front-line global banking experience and a proven track record of leadership and financial success. He has extensive experience of working in emerging markets and a proven record in spotting and nurturing talent. Bill began his career with JP Morgan, where he went on to become one of its top five most senior executives and later co-chief executive officer at the investment bank from 2004 until he stepped down in 2009. Bill was invited to be a committee member of the Independent Commission on Banking, established in 2010 to recommend ways to improve competition and financial stability in banking. Subsequently, he served as advisor to the Parliamentary Commission on Banking Standards and was asked by the Court of the Bank of England to complete an independent review of the bank's liquidity operations. Bill founded Renshaw Bay, an alternative asset management firm, in 2011 where he was Chairman and CEO before stepping down on appointment to the Standard Chartered PLC Board. Bill was previously a non-executive director of Pension Insurance Corporation plc and RIT Capital Partners plc. He is an independent non-executive director of Novartis International AG. He received a CBE in 2013. Bill holds a Bachelor's degree in International Relations from Colgate University and an MBA from the Wharton School at the University of Pennsylvania. Age 54 at the date of the AGM.

6. To re-elect Om Bhatt, a non-executive director.

Appointed: January 2013.

Experience: Om has extensive banking, financial services and leadership acumen, with deep knowledge and experience across India, one of our largest markets. Om had a career spanning 38 years with the State Bank of India (SBI), India's largest commercial bank, where he held a number of roles beginning with the lead bank department, which pioneered financial inclusion. He led the project team that pioneered SBI's technology initiative in the 1990s, undertook assignments at SBI's Washington and London offices and held general management roles between 2004 and 2006, becoming managing director of SBI in 2006, culminating in his appointment as chairman of the State Bank Group until he stepped down in 2011. Om was chairman of the Indian Banks' Association and was previously an independent non-executive director of Oil and Natural Gas Corporation. Om is an independent non-executive director of Hindustan Unilever Ltd, Tata Steel, Tata Consultancy Services and governor of the board of the Center for Creative Leadership. Om has a degree in Science and a post-graduate degree in English Literature. Age 65 at the date of the AGM.

Committees: Member of the Board Risk Committee.

7. To re-elect Dr Kurt Campbell, a non-executive director.

Appointed: June 2013.

Experience: Kurt has a wealth of experience of the US political environment and significant experience of some of our key markets, notably across Asia. Kurt has served in several capacities in the US government, including deputy assistant secretary of defence for Asia and Pacific Affairs and director on the National Security Council Staff in the White House. Kurt was founder and chairman of StratAsia, a strategic advisory firm focussed on Asia. From 2009 to 2013, Kurt served as the US Assistant Secretary of State for East Asian and Pacific Affairs. He was widely credited as being a key architect of the 'pivot to Asia' policy. Kurt was a central figure in advancing the US-China relationship, building stronger ties to Asian allies, and in the opening of Myanmar. Previously, Kurt was the chief executive officer and co-founder of the Center for a New American Security and associate professor at Harvard's John F Kennedy School of Government. He is chairman and chief executive officer of The Asian Group LLC, a strategic advisory and investment group specialising in the Asia Pacific region. Kurt holds a B.A. in science, technology and public affairs from the University of California. He also holds a Certificate in music and political philosophy from the University of Erevan in Soviet Armenia, and a Doctorate in international relations from Brasenose College, Oxford. He was a Post Doctoral and Graduate Research Fellow at Harvard University. Age 58 at the date of the AGM.

Committees: Member of the Brand, Values and Conduct Committee.

8. To re-elect Dr Louis Cheung, a non-executive director.

Appointed: January 2013.

Experience: Louis has broad financial services and investor relations credentials, particularly in a Greater China context. Louis was a global partner of McKinsey & Company and a leader in its Asia Pacific financial institutions practice prior to joining Ping An Insurance Group in 2000. Louis worked in several senior roles at Ping An, including chief financial officer, before becoming group president in 2003 and executive director from 2006 to 2011. Louis is currently the managing partner of Boyu Capital Advisory Co, a China-focused private equity investment firm, independent non-executive director of Fubon Financial Holding Company and a Fellow and council member of the Hong Kong Management Association. Louis holds a BA and PhD in Engineering from Corpus Christi College, Cambridge and was a post-doctoral research fellow at Cambridge. Age 52 at the date of the AGM.

Committees: Member of the Remuneration Committee.

9. To re-elect Dr Byron Grote, a non-executive director.

Appointed: July 2014.

Experience: Byron has broad commercial, financial and international experience. From 1988 to 2000, Byron worked across BP in a variety of commercial, operational and executive roles. He was chief executive officer of BP Chemicals and managing director of BP plc in 2000, with regional group-level accountability for BP's activities in Asia from 2001 to 2006. Byron was chief financial officer of BP plc from 2002 until 2011, subsequently serving as BP's executive vice president, corporate business activities, from 2012 to 2013 with responsibility for the group's integrated supply and trading activities, alternative energy, shipping and technology. Byron was a non-executive director at Unilever plc and Unilever NV until he stepped down in April 2015. He is currently a non-executive director of Anglo American plc, Tesco PLC and sits on the supervisory board at Akzo Nobel NV. He is also a member of the European Audit Committee Leadership Network and an emeritus member of the Cornell Johnson School Advisory Council at Cornell University. Byron holds a PhD in Quantative Analysis from Cornell University. Age 68 at the date of the AGM.

Committees: Member of the Audit and Remuneration Committees.

10. To re-elect Andy Halford, an executive director.

Appointed: July 2014. Andy is a director of Standard Chartered Bank and Standard Chartered Holdings Limited.

Experience: Andy has a strong finance background and deep experience of managing complex international businesses across dynamic and changing markets. Andy was finance director at East Midlands Electricity plc prior to joining Vodafone in 1999 as financial director for Vodafone Limited, the UK operating company. Andy was later appointed financial director for Vodafone's Northern Europe, Middle East and Africa region and later the chief financial officer of Verizon Wireless in the US. He was a member of the board of representatives of the Verizon Wireless Partnership. Andy was appointed Chief Financial Officer of Vodafone Group plc in 2005, a position he held for nine years. As Group Chief Financial Officer at Standard Chartered, Andy is responsible for Finance, Corporate Treasury, Group Corporate Development, Group Investor Relations, Property and Global Sourcing functions. Andy is a non-executive director at Marks and Spencer Group plc and a member of the Business Forum on Tax and Competitiveness. He holds a bachelor degree in Industrial Economics from Nottingham University and is a Fellow of the Institute of Chartered Accountants in England and Wales. Age 57 at the date of the AGM.

11. To re-elect Dr Han Seung-soo, KBE, a non-executive director.

Appointed: January 2010.

Experience: Dr Han is a distinguished economist and has a strong geo-political background, with valuable knowledge of Asia and its economies. Dr Han is a former prime minister of the Republic of Korea. He has a distinguished political, diplomatic and administrative career, serving as deputy prime minister and minister of finance, foreign affairs, and industry and trade before serving as prime minister from 2008 to 2009. He also served as Korean ambassador to the United States, chief of staff to the president, president of the 56th Session of the United Nations General Assembly, special envoy of the UN Secretary-General on Climate Change and chairman of the 2009 Organisation for Economic Cooperation and Development Ministerial Council Meeting. Dr Han sits on a number of advisory boards and is currently the United Nations Secretary-General's Special Envoy for Disaster Risk Reduction and Water, the founding chair of the UN High-Level Experts Panel on Water and Disaster, is the co-chair of the Water Advisory Group at the Asian Development Bank and co-chair of the International Finance Forum. In addition, he is a non-executive director at Seoul Semiconductor Inc and Doosan Infracore Co Ltd, and is a director on the Yonsei University Foundation Board of Trustees. Dr Han received his bachelor's degree from Yonsei University in 1960. He acquired his master's from Seoul National University in 1963 and his doctorate in economics from the University of York in 1968. Age 79 at the date of the AGM.

Committees: Member of the Brand, Values and Conduct Committee.

12. To re-elect Christine Hodgson, a non-executive director.

Appointed: September 2013.

Experience: Christine has strong business leadership, finance, accounting and technology experience. Christine held a number of senior positions at Coopers & Lybrand and was corporate development director of Ronson plc before joining Capgemini in 1997, where she held a variety of roles including chief financial officer for Capgemini UK plc and chief executive officer of technology services for North West Europe, before being appointed chair of Capgemini UK plc. Christine was previously a trustee of MacIntyre Care before stepping down in September 2015. She is a non-executive director of Ladbrokes plc and sits on the board of The Prince of Wales' Business in the Community. Christine is also chair of The Careers & Enterprise Company Limited, a government-backed company established to help inspire and prepare young people for the world of work. Christine is a fellow of the Institute of Chartered Accountants in England and Wales and holds a first class honours degree from Loughborough University. Age 51 at the date of the AGM.

Committees: Chair of the Remuneration Committee, member of the Audit Committee, the Brand, Values and Conduct Committee, Governance and Nomination Committee and the Board Financial Crime Risk Committee.

13. To re-elect Gay Huey Evans, OBE, a non-executive director.

Appointed: April 2015.

Experience: Gay has extensive banking and financial services experience with significant commercial and UK regulatory and governance experience. She spent over 30 years working within the financial services industry, international capital markets and with the financial regulator. Gay spent seven years with the Financial Services Authority from 1998 to 2005 where she was director of markets division, capital markets sector leader, with responsibility for establishing a market-facing division for the supervision of market infrastructure, oversight of market conduct and developing markets policy. From 2005 to 2008 Gay held a number of roles at Citi, including head of governance, Citi Alternative Investments, EMEA, before joining Barclays Capital where she was vice chair of investment banking and investment management. She was previously a non-executive director at Aviva plc and the London Stock Exchange Group plc. Gay is currently a non-executive director of ConocoPhillips and Bank Itau BBA International plc, and is deputy chair of the Financial Reporting Council. She received an OBE for services to financial services and diversity in 2016. Gay holds a BA in Economics from Bucknell University. Age 61 at the date of the AGM.

Committees: Member of the Board Risk and Board Financial Crime Risk Committees.

14. To re-elect Naguib Kheraj, a non-executive director.

Appointed: January 2014, becoming Senior Independent Director in June 2015.

Experience: Naguib has significant banking and finance experience. He began his career at Salomon Brothers in 1986 and went on to hold senior positions at Robert Fleming, Barclays, JP Morgan Cazenove and Lazard. Over the course of 12 years at Barclays, Naguib served as group finance director and vice-chairman and in various business leadership positions in Wealth Management, Institutional Asset Management and Investment Banking. Naguib was also a Barclays nominated non-executive director of Absa Group in South Africa, and of First Caribbean International Bank. He also served as chief executive officer of JP Morgan Cazenove. Naguib is a former non-executive director of NHS England and served as a senior advisor to Her Majesty's Revenue and Customs and to the Financial Services Authority in the UK. Naguib is currently a non-executive director of Rothesay Life, a specialist pensions insurer, and member of the investment committee of Wellcome Trust. Naguib spends the majority of his time as a senior advisor to the Aga Khan Development Network and serves on the boards of various entities within its network. Naguib holds a degree in Economics from Cambridge University. Age 51 at the date of the AGM.

Committees: Chair of the Audit Committee, member of the Governance and Nomination Committee, the Board Risk Committee, Board Financial Crime Risk Committee and the Remuneration Committee.

15. To re-elect Simon Lowth, a non-executive director.

Appointed: May 2010.

Experience: Simon has significant expertise in finance, capital allocation, portfolio and risk management and strategy. Simon spent 15 years with the global management consultancy, McKinsey & Company, latterly as a senior director responsible for the firm's UK industrial practice, where he advised leading multi-national companies on a wide range of strategic, financial and operational issues. He joined Scottish Power PLC in 2003 as executive director corporate strategy and development, becoming finance director two years later. Simon was chief financial officer of AstraZeneca PLC from 2007 until 2013, when he was appointed chief financial officer and executive director at BG Group. Simon stepped down from BG Group in February 2016, following its takeover by Royal Dutch Shell. Simon has an engineering degree from Cambridge University and an MBA from London Business School. Age 54 at the date of the AGM.

Committees: Chair of the Board Financial Crime Risk Committee.

16. To re-elect Sir John Peace, as Chairman.

Appointed: Deputy Chairman in 2007, becoming Group Chairman in 2009. As previously announced, Sir John has indicated his intention to step down from the Board during the course of 2016.

Experience: Sir John has a strong financial services and retailing background, significant board and chairmanship experience, extensive international knowledge and exemplary governance credentials. He joined the board of GUS plc in 1997, of which Burberry and Experian were a part, becoming chief executive from 2000 until 2006. In 2002, Burberry was floated on the London Stock Exchange with Sir John as its chairman, a position he continues to hold. In 2006, Sir John became chairman of Experian, a position he held until he stepped down in 2014. Sir John is committed to supporting his local community and has a long-standing interest in education. He chaired the board of governors of Nottingham Trent University for 10 years, has been a trustee of the Djanogly City Academy in Nottingham since 1999, is Lord-Lieutenant of Nottinghamshire and a fellow of the Royal Society of Arts. Sir John has an honorary doctorate from the University of Nottingham and was knighted in 2011 for services to business and the voluntary sector. Age 67 at the date of the AGM.

Committees: Chair of the Governance and Nomination Committee.

17. To re-elect Jasmine Whitbread, a non-executive director.

Appointed: April 2015.

Experience: Jasmine has significant business leadership experience as well as first-hand experience of operating across our markets. Jasmine began her career in international marketing in the technology sector and joined Thomson Financial in 1994, becoming managing director of the Electronic Settlements Group. After completing the Stanford Executive Program, Jasmine set up one of Oxfam's first regional offices, managing nine country operations in West Africa, later becoming international director responsible for Oxfam's programmes worldwide. Jasmine joined Save the Children in 2005, where she was responsible for revitalising one of the UK's most established charities. In 2010 she was appointed as Save the Children's first international chief executive officer, where she led the merger of 14 separate organisations into one management line of 15,000 people across seven regions and 60 countries, while aligning the federation behind a single mission and strategy. Jasmine stepped down from Save the Children in December 2015. She is a non-executive director of BT Group plc. Jasmine has a BA in English from Bristol University, and is a graduate from the Stanford University Executive Committee. Age 52 at the date of the AGM.

Committees: Chair of the Brand Values and Conduct Committee, member of the Remuneration Committee and the Governance and Nomination Committee.

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.

It is proposed that KPMG LLP be appointed auditors of the Company and will hold office from the conclusion of this meeting until the conclusion of the next general meeting at which accounts are laid before the company.

In accordance with The Auditing Practices Board requirement, the lead audit engagement partner was rotated in 2015, having held the role for five years. The new lead audit engagement partner has a background of auditing banks and understands the markets in which the Group operates.

The performance and effectiveness of the auditor, which included an assessment of the auditor's independence and objectivity, has been evaluated by the Company's Audit Committee which has recommended to the Board that KPMG LLP be re-appointed.

19. To authorise the Board to set the auditor's fees.

Shareholders are asked to authorise the Board to set the auditor's fees.

20. That in accordance with sections 366 and 367 of the Companies Act 2006, the Company and all companies that are its subsidiaries during the period for which this resolution has effect are authorised to:

- (A) make donations to political parties and/or independent election candidates not exceeding £100,000 in total;**
- (B) make donations to political organisations other than political parties not exceeding £100,000 in total; and**
- (C) incur political expenditure not exceeding £100,000 in total,**

(as such terms are defined in sections 363 to 365 of the Companies Act 2006) provided that the aggregate amount of any such donations and expenditure shall not exceed £100,000 during the period beginning with the date of passing this resolution and expiring at the end of next year's AGM, unless such authority has been previously renewed, revoked or varied by the Company in a general meeting.

It is not the Group's policy to make political donations. However, it is possible that certain routine activities undertaken by the Company and its subsidiaries might unintentionally fall within the broad scope of the provisions controlling political donations and expenditure. Any political donations or expenditure regulated by the Companies Act 2006 must be approved by shareholders at a general meeting and be disclosed in the next year's annual report and accounts. Accordingly, the directors seek shareholders' approval to renew the authority for political donations and expenditure to be made by the Company. As permitted under the Companies Act 2006, the resolution covers any political donations made or political expenditure incurred by the Company's subsidiaries. The three categories set out in the Companies Act 2006 are: political parties and independent election candidates, political organisations and political expenditure. The resolution proposes a cap of £100,000 per category subject to an aggregate cap for authorised political donations or expenditure of £100,000. The authority being sought will be effective from Wednesday 4 May 2016 until the end of next year's AGM unless previously renewed, revoked or varied by the Company in a general meeting. The Companies Act 2006 permits shareholders to grant authority for up to four years. However, the directors will seek to renew this authority at each AGM.

21. That the Board be authorised to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company:

(A) up to a nominal amount of US\$327,968,254 (such amount to be restricted to the extent that any allotments or grants are made under paragraphs (B) or (C) so that in total no more than US\$546,613,757 can be allotted under paragraphs (A) and (B) and no more than US\$1,093,227,514 can be allotted under paragraphs (A), (B) and (C);

(B) up to a nominal amount of US\$546,613,757 (such amount to be restricted to the extent that any allotments or grants are made under paragraphs (A) or (C) so that in total no more than US\$546,613,757 can be allotted under paragraphs (A) and (B) and no more than US\$1,093,227,514 can be allotted under paragraphs (A),(B) and (C)) in connection with:

(i) an offer or invitation:

(a) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and

(b) to holders of other equity securities as required by the rights of those securities or as the Board otherwise considers necessary,

and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

(ii) a scrip dividend scheme or similar arrangement implemented in accordance with the articles of association of the Company;

(C) comprising equity securities (as defined in section 560(1) of the Companies Act 2006) up to a nominal amount of US\$1,093,227,514 (such amount to be restricted to the extent that any allotments or grants are made under paragraphs (A) or (B) so that in total no more than US\$1,093,227,514 can be allotted under paragraphs (A), (B) and (C)) in connection with an offer by way of a rights issue:

(i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and

(ii) to holders of other equity securities as required by the rights of those securities or as the Board otherwise considers necessary,

and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

(D) pursuant to the terms of any existing share scheme of the Company or any of its subsidiaries or subsidiary undertakings adopted prior to the date of this meeting.

such authorities to apply until the end of next year's AGM (or, if earlier, until the close of business on 3 August 2017) but, in each such case, during this period the Company may make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends and the Board may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not ended.

Under section 551 of the Companies Act 2006, the directors may only allot shares, or grant rights to subscribe for or convert any security into shares, if shareholders in general meeting have given them authority to do so. The authority given to the directors at last year's AGM to allot ordinary shares or grant rights to subscribe for or convert any security into such shares will expire at the end of this year's AGM. Accordingly, resolution 21 seeks shareholders' approval to renew this authority.

Paragraph (A) of resolution 21 asks for a new authority to be given to allow the directors to allot shares or grant rights to subscribe for or convert any security into shares up to an aggregate nominal amount equal to US\$327,968,254 (representing 655,936,508 ordinary shares of US\$0.50 each), such amount to be reduced to take into account amounts allotted or granted under paragraphs (B) and (C) of resolution 21. This amount represents approximately 20 per cent of the issued ordinary share capital of US\$1,639,841,271 as at 14 March 2016, the latest practicable date prior to the publication of this document. The Hong Kong Listing Rules do not permit the directors to allot, on a non pre-emptive basis, shares or rights to shares that would represent more than 20 per cent of the issued ordinary share capital as at the date on which the resolution granting them a general authority to allot is passed. Accordingly, paragraph (A) of resolution 21 restricts the authority of the directors to the 20 per cent threshold.

Paragraph (B) of resolution 21 would give the directors the authority to make allotments which exceed the 20 per cent authority under paragraph (A) of resolution 21 in connection with offers to ordinary shareholders or by way of share dividend (scrip), up to an aggregate nominal amount (when combined with any allotments made under the authority in paragraph (A)) equal to US\$546,613,757 (representing 1,093,227,514 ordinary shares of US\$0.50 each), such amount to be reduced to take into account amounts allotted or granted under paragraphs (A) and (C) of resolution 21. This amount represents approximately one-third of the issued ordinary share capital of the Company as at 14 March 2016, the latest practicable date prior to the publication of this document.

In line with guidance issued by the Investment Association, paragraph (C) of resolution 21 would give the directors authority to allot shares or grant rights to subscribe for or convert any security into shares in connection with a rights issue in favour of ordinary shareholders up to an aggregate nominal amount equal to US\$1,093,227,514 (representing 2,186,455,028 ordinary shares of US\$0.50 each), as reduced by the nominal amount of any shares issued under paragraphs (A) or (B) of resolution 21. This amount (before any reduction) represents approximately two-thirds of the issued ordinary share capital of the Company as at 14 March 2016, the latest practicable date prior to the publication of this document.

Under Rule 7.19(6) of the Hong Kong Listing Rules, if a proposed rights issue would increase either the number of issued shares or the market capitalisation of the Company by more than 50 per cent (on its own or when aggregated with any other rights issues or open offers announced within the previous 12 months or prior to such 12 month period where dealing in respect of the shares issued pursuant thereto commenced within such 12 month period), then the issue must ordinarily be made conditional on approval by shareholders in a general meeting by a resolution on which the executive directors and their associates must abstain from voting. However, The Stock Exchange of Hong Kong Limited has granted a waiver to the Company from strict compliance with Rule 7.19(6) of the Hong Kong Listing Rules on 6 March 2009 in order to place the Company on an equal footing with other UK listed companies. The waiver has been granted on the basis that:

1. the executive directors and their associates would abstain from voting on the relevant resolution in their capacity as shareholders; and
2. if the Company were to do a rights issue, the Company would not need to obtain shareholder approval under Rule 7.19(6) of the Hong Kong Listing Rules provided that:
 - (i) the market capitalisation of the Company will not increase by more than 50 per cent as a result of the proposed rights issue; and
 - (ii) the votes of any new directors appointed to the Board since the AGM would not have made a difference to the outcome of the relevant resolution at the AGM if they had been shareholders at the time and they had in fact abstained from voting.

Under the Hong Kong Listing Rules the directors are required to seek authority from shareholders to allot shares and grant rights to subscribe for or convert any security into shares pursuant to the Company's existing share schemes or those of its subsidiaries or subsidiary undertakings. Paragraph (D) of resolution 21 seeks such authority for schemes adopted prior to the date of the AGM.

The authorities sought in paragraphs (A),(B),(C) and (D) of resolution 21 will expire at the end of next year's AGM (or, if earlier, at the close of business on 3 August 2017).

The directors intend to use the authorities sought under resolution 21 to allot ordinary shares as share dividends instead of cash dividends and following the exercise of options and awards under the Company's share schemes. Otherwise, the authorities will also give the directors flexibility to issue shares where they believe it is in the interests of shareholders to do so.

As at the date of this document, no shares are held by the Company in treasury.

- 22. That the authority granted to the Board to allot shares or grant rights to subscribe for or convert securities into shares up to a nominal amount of US\$327,968,254 pursuant to paragraph (A) of resolution 21 be extended by the addition of such number of ordinary shares of US\$0.50 each representing the nominal amount of the Company's share capital repurchased by the Company under the authority granted pursuant to resolution 26, to the extent that such extension would not result in the authority to allot shares or grant rights to subscribe for or convert securities into shares pursuant to resolution 21 exceeding US\$1,093,227,514.**

As permitted by the Hong Kong Listing Rules, resolution 22 seeks to extend the directors' authority to allot shares and grant rights to subscribe for or convert any security into shares pursuant to paragraph (A) of resolution 21 to include the shares repurchased by the Company under the authority sought by resolution 26.

- 23. That, in addition to any authority granted pursuant to resolution 21 (if passed), the Board be authorised to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of US\$327,968,254 (or 655,936,508 shares), representing approximately 20 per cent of the Company's nominal issued ordinary share capital as at 14 March 2016, in relation to any issue by the Company or any subsidiary or subsidiary undertaking of the Company (together, "the Group") of Equity Convertible Additional Tier 1 Securities ("ECAT1 Securities") that automatically convert into or are exchanged for ordinary shares in the Company in prescribed circumstances where the Board considers that such an issuance of ECAT1 Securities would be desirable in connection with, or for the purposes of complying with or maintaining compliance with the regulatory capital requirements or targets applicable to the Group from time to time, such authority to apply until the end of next year's AGM (or, if earlier, at the close of business on 3 August 2017) but so that, in the period before the authority ends, the Company may make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or to convert securities into shares to be granted after the authority ends and the Board may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not ended.**

The effect of resolution 23 is to give the Board the authority to allot shares and grant rights to subscribe for or to convert any security into ordinary shares in the Company up to an aggregate nominal amount of US\$327,968,254 (or 655,936,508 shares), representing approximately 20 per cent of the Company's issued ordinary share capital as at 14 March 2016 (the latest practicable date prior to publication of this document), such authority to be exercised in connection with the issue of ECAT1 Securities. Please see Appendix 1 for more information on ECAT1 Securities.

This authority is in addition to the authority proposed under resolution 21. The authority proposed under resolution 21 is the usual authority sought on an annual basis in line with guidance issued by the Investment Association. The authority sought under resolution 23 is not contemplated by the guidance issued by the Investment Association.

The authority sought under resolution 23 will be utilised as considered desirable to comply with or maintain compliance with regulatory capital requirements or targets applicable to the Group.

The 20 per cent limit under the authority proposed in resolution 23 is independent of any use of the authority granted at the 2014 and 2015 AGM. Nevertheless, the intention is to limit overall issuance of ECAT1 Securities to 20 per cent of the issued capital.

The authority sought under resolution 23 will expire at the end of next year's AGM (or, if earlier, at the close of business on 3 August 2017).

Special resolutions

24. That if resolution 21 is passed, the Board be given power to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to such allotment or sale, such power to be limited:

(A) to the allotment of equity securities and sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (C) of resolution 21, by way of a rights issue only):

(i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and

(ii) to holders of other equity securities as required by the rights of those securities or as the Board otherwise considers necessary,

and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

(B) in the case of the authority granted under paragraph (A) of resolution 21 and/or in the case of any sale of treasury shares for cash, to the allotment (otherwise than under paragraph (A) above) of equity securities or sale of treasury shares up to a nominal amount of US\$81,992,063.50,

such power to apply until the end of next year's AGM (or, if earlier, until the close of business on 3 August 2017) but, in each case, during this period the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power ends and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

This resolution would give the directors the authority to allot shares (or sell any shares which the Company elects to hold in treasury) for cash without first offering them to existing shareholders in proportion to their existing shareholdings.

This authority would be limited to allotments or sales in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of those shares or as the Board otherwise considers necessary, or otherwise up to an aggregate nominal amount of US\$81,992,063.50 (representing 163,984,127 ordinary shares of US\$0.50 each). This aggregate nominal amount represents approximately five per cent of the issued ordinary share capital of the Company as at 14 March 2016, the latest practicable date prior to the publication of this document. In respect of this aggregate nominal amount, the directors confirm their intention to follow the provisions of the Pre-Emption Group's Statement of Principles (the 'Principles') regarding cumulative usage of authorities within a rolling three-year period where the Principles provide that usage in excess of 7.5 per cent should not take place without prior consultation with shareholders.

The authorities sought pursuant to resolution 24 will expire at the end of next year's AGM (or, if earlier, at the close of business on 3 August 2017).

- 25. That, in addition to the power granted pursuant to resolution 24 (if passed), and if resolution 23 is passed, the Board be given the power to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by resolution 23 as if section 561 of the Companies Act 2006 did not apply, such authority to apply until the end of next year's AGM (or, if earlier, until the close of business on 3 August 2017) but, in each case, during this period the Company may make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or to convert securities into shares to be granted after the authority ends and the Board may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not ended.**

The effect of resolution 25 is to give the Board authority to allot ECAT1 Securities, or shares issued upon conversion or exchange of ECAT1 Securities, without first offering them to existing shareholders. This will allow the Company to manage its capital in the most efficient and economic way for the benefit of shareholders.

If passed, resolution 25 will authorise the Board to allot shares and grant rights to subscribe for or to convert any security into shares in the Company on a non pre-emptive basis up to an aggregate nominal amount of US\$327,968,254 (or 655,936,508 shares), representing approximately 20 per cent of the Company's issued ordinary share capital as at 14 March 2016 (the latest practicable date prior to publication of this document), such authority to be exercised in connection with the issue of ECAT1 Securities.

Should a Trigger Event occur (please see Appendix 1 for more information on ECAT1 Securities and their Trigger Events) the ECAT1 Securities will convert into or be exchanged for shares in the Company. The Board may or may not give shareholders the opportunity to purchase the ordinary shares created on conversion or exchange of any ECAT1 Securities on a pro rata basis, where practicable and subject to applicable laws and regulations, such decision to be made on a transaction by transaction basis.

The authority sought under resolution 25 will expire on at the end of next year's AGM (or, if earlier, at the close of business on 3 August 2017).

- 26. That the Company be authorised to make market purchases (as defined in the Companies Act 2006) of its ordinary shares of US\$0.50 each provided that:**

- (A) the Company does not purchase more than 327,968,254 shares under this authority;**
- (B) the Company does not pay less for each share (before expenses) than US\$0.50 (or the equivalent in the currency in which the purchase is made, calculated by reference to a spot exchange rate for the purchase of US dollars with such other currency as displayed on the appropriate page of the Reuters screen at or around 11:00am London time on the business day before the day the Company agrees to buy the shares); and**
- (C) the Company does not pay more for each share (before expenses) than five per cent over the average of the middle market prices of the ordinary shares according to the Daily Official List of the London Stock Exchange for the five business days immediately before the date on which the Company agrees to buy the shares,**

such authority to apply until the end of next year's AGM (or, if earlier, until the close of business on 3 August 2017) but during this period the Company may agree to purchase shares where the purchase may not be completed (fully or partly) until after the authority ends and the Company may make a purchase of ordinary shares in accordance with any such agreement as if the authority had not ended.

The effect of this resolution is to renew the authority granted to the Company to purchase its own shares up to a maximum of 327,968,254 ordinary shares until the AGM in 2017 (or, if earlier, until the close of business on 3 August 2017) at, or between, the minimum and maximum prices specified in this resolution. This is approximately 10 per cent of the Company's issued ordinary share capital as at 14 March 2016 (the latest practicable date prior to the publication of this document). No repurchases of shares will be conducted on The Stock Exchange of Hong Kong Limited.

The directors believe that it is in the best interests of the Company and all of its shareholders to have a general authority for the Company to buy back its ordinary shares in the market. The directors intend to keep under review the potential to purchase ordinary shares. Purchases will only be made if the directors consider that the purchase would be for the benefit of the Company and of its shareholders generally, taking into account relevant factors and circumstances at that time, for example the effect on earnings per share. The Companies Act 2006 permits the Company to hold any such bought back shares in treasury as an alternative to cancelling them immediately. If the Company purchases any of its ordinary shares and holds them in treasury, the Company may sell these shares (or any of them) for cash, transfer these shares (or any of them) for the purposes of or pursuant to an employee share scheme, cancel these shares (or any of them) or continue to hold them in treasury. Holding such shares in treasury gives the Company the ability to reissue them quickly and cost effectively and provides additional flexibility in the management of the Company's capital base. No dividends will be paid on, and no voting rights will be exercised in respect of, shares held in treasury. The directors intend to decide whether to cancel shares purchased pursuant to this authority or hold them in treasury based on the interests of the Company and shareholders as a whole at the relevant time.

The total number of options to subscribe for ordinary shares outstanding at 14 March 2016, the latest practicable date prior to the publication of this document, was 73,364,864, which represented 2.24 per cent of the issued ordinary share capital at that date. If the Company were to purchase the maximum number of ordinary shares permitted under the existing authority given at the 2015 AGM and by this resolution, the options outstanding at 14 March 2016 would represent approximately 2.71 per cent of the issued ordinary share capital.

27. That the Company be authorised to make market purchases (as defined in the Companies Act 2006) of up to 15,000 preference shares of US\$5.00 each and up to 195,285,000 preference shares of £1.00 each provided that:

- (A) the Company does not pay less for each share (before expenses) than the nominal value of the share (or the equivalent in the currency in which the purchase is made, calculated by reference to the spot exchange rate for the purchase of the currency in which the relevant share is denominated with such other currency as displayed on the appropriate page of the Reuters screen at or around 11:00am London time on the business day before the day the Company agrees to buy the shares); and**
- (B) the Company does not pay more for each share (before expenses) than 25 per cent over the average of the middle market prices of such shares according to the Daily Official List of the London Stock Exchange for the 10 business days immediately before the date on which the Company agrees to buy the shares,**

such authority to apply until the end of next year's AGM (or, if earlier, until the close of business on 3 August 2017) but during this period the Company may agree to purchase shares where the purchase may not be completed (fully or partly) until after the authority ends and the Company may make a purchase of shares in accordance with any such agreement as if the authority had not ended.

The effect of this resolution is to renew the authority granted to the Company to purchase up to 195,285,000 sterling preference shares and up to 15,000 US dollar preference shares. No preference shares have been repurchased since the last AGM.

Whilst it is important to have a capital base which is adequate to allow the business to grow in all areas and which appears to offer an appropriate balance between risk and profitability, it is equally important that the Company does not carry excessive amounts of capital and that it uses the most appropriate mix of capital instruments on the balance sheet. Having the authority to buy back all the issued preference shares would provide the Company with further flexibility in managing the capital base. Accordingly, the directors believe that it is in the best interests of the Company and its shareholders as a whole to have the authority sought by this resolution.

The directors intend to keep under review the potential to buy back preference shares, taking into account other investment and funding opportunities. The authority will be exercised only if the directors believe that to do so would be in the interests of shareholders generally. As noted above, the Companies Act 2006 permits the Company to hold any such bought back shares in treasury as an alternative to cancelling them immediately. Accordingly, if the Company purchases any of its preference shares, those shares may be cancelled or held in treasury by the Company. The directors intend to make such decision at the time of purchase based on the interests of the Company and shareholders generally.

28. That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

Changes made to the Companies Act 2006 by the Shareholders' Rights Regulations increase the notice period required for general meetings of the Company to 21 days unless shareholders approve a shorter notice period, which cannot however be less than 14 clear days (AGMs will continue to be held on at least 21 clear days' notice).

Resolution 28 seeks such approval. The approval will be effective until the Company's next annual general meeting, when it is intended that a similar resolution will be proposed.

Note that the changes to the Companies Act 2006 mean that, in order to be able to call a general meeting on less than 21 clear days' notice, the Company must make a means of electronic voting available to all shareholders for that meeting. The shorter notice period would not be used as a matter of routine for such meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole.

In accordance with Rule 7.19(6) of the Hong Kong Listing Rules, the executive directors and their respective associates will abstain from voting in favour of resolution 21 for the reasons set out on page 10 of this document.

The Board recommends all shareholders vote in favour of all the resolutions, as the directors intend to do in respect of their own shares (with the exception of resolution 21) and consider that the resolutions are in the best interests of the Company and shareholders as a whole.

By order of the Board

Elizabeth Lloyd, CBE
Group Company Secretary

24 March 2016

Notes

Right to attend the AGM

If you want to attend the AGM and vote, you must be on the Company's register of members in the UK at 10:00pm London time on 29 April 2016 or on the Company's branch register of members in Hong Kong at 5:00am Hong Kong time on 29 April 2016. This will enable us to determine how many votes you have on a poll. If the AGM is adjourned to a time after 10:00pm London time on Wednesday 4 May 2016, you must be on the appropriate register of members of the Company 48 hours before the time of the adjourned meeting. This will also allow us to confirm how many votes you will have on a poll at such a meeting. If we give you notice of an adjourned meeting we will tell you in the notice when you need to be on the register to be able to attend and vote. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

Right to ask questions at the AGM

Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

Proxy appointments

If you are an ordinary shareholder you may attend, speak and vote at the AGM or appoint one or more proxy(ies) to exercise all or any of your rights to attend and to speak and vote on your behalf at the Company's AGM. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. A proxy may be appointed by any of the following methods:

- Electronic proxy – shareholders on the Hong Kong branch register of members may appoint a proxy electronically, which is a quicker, simpler and more efficient method of appointment. If you wish to submit your proxy form electronically, you will need an internet-enabled PC. For best results we recommend that you use the latest vendor supported release of your internet browser. You can then appoint your proxy online at www.eproxyappointment.com/STDH. You will need your Shareholder Reference Number (SRN), and Personal Identification Number (PIN), which are stated on the accompanying proxy form to access the service. Your PIN will expire at 6:00pm Hong Kong time on 29 April 2016. Before you can appoint a proxy electronically, you will be asked to agree to the terms and conditions for electronic proxy appointment. It is important that you read these terms and conditions carefully as they will govern the electronic appointment of your proxy; or
- Completing and returning the enclosed proxy form to our branch registrar Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong.

IMPORTANT: Whichever method you choose, any proxy form or other instrument appointing a proxy must be received by the Company's registrar no later than 6:00pm Hong Kong time on 29 April 2016 to be valid.

Appointing a proxy electronically or the return of a completed proxy form will not prevent a shareholder attending the AGM and voting in person if s/he wishes to do so.

Nominated persons

Any person to whom this document is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a 'Nominated Person') may, under an agreement between him/her and the shareholder by whom s/he was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, s/he may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.

The statements under the paragraphs headed 'Proxy appointments' do not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by ordinary shareholders (or by proxy(ies) appointed to act on their behalf) at a general meeting of the Company.

Corporate representatives

Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

Poll voting procedure

The Company will call a poll on all resolutions at the AGM. This allows the votes of both shareholders who have lodged proxies and shareholders who attend the meeting to be taken into account. On arrival at the AGM, all those entitled to vote will be required to register and be given a personalised poll card with details of your shareholding to be used for the poll vote. At the end of the AGM, the Chairman will ask you to cast your vote by completing the poll card. All the votes present will be counted and added to those received by proxy and the provisional final votes. If you have already voted by proxy you will still be able to vote using the poll card and your vote on the day will replace your proxy vote lodged previously. To facilitate these arrangements, it would be helpful if you could please arrive at the AGM venue in good time and have your attendance pass to hand. If you have submitted your votes online you will need to print the attendance pass provided within the site.

On a poll, every ordinary shareholder present in person or by proxy has one vote for every US\$2.00 nominal value of ordinary shares held. The nominal value of each ordinary share being US\$0.50 means that a member needs to hold four ordinary shares to register one vote on a poll, and Indian Depository Receipts (IDRs) holders have one vote for every forty IDRs they hold. As at 14 March 2016 (being the latest practicable date prior to the publication of this document), the Company had 3,279,682,542 ordinary shares of US\$0.50 each in issue, none of which were held in treasury. The ordinary shares carry in aggregate 819,920,635 voting rights on a poll.

You can obtain the results of the poll by telephoning our branch registrar on or after Thursday 5 May 2016. The results of the poll will be announced to the London Stock Exchange, The Stock Exchange of Hong Kong Limited, the National Stock Exchange of India Limited and the Bombay Stock Exchange Limited and will appear on our website at <http://investors.sc.com/en/releases.cfm> on Thursday 5 May 2016.

Audit statement

Under section 527 of the Companies Act 2006, members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.

Website

A copy of this notice, and other information required by section 311A of the Companies Act 2006, can be found at <http://investors.sc.com/en/downloads.cfm>.

Inspection of documents

The following documents will be available for inspection at 1 Basinghall Avenue, London, EC2V 5DD and at the offices of Slaughter and May, 47th Floor, Jardine House, One Connaught Place, Central, Hong Kong from the date of this document until the end of the AGM and at the AGM venue from 15 minutes before the AGM until it ends.

- Copies of the executive directors' contracts of employment.
- Copies of the Chairman's contract of employment and the letters of appointment of independent non-executive directors.

In the case of any conflict between any translation and this English text, this English text shall prevail.

Explanatory Notes

Further notes giving an explanation of the resolutions proposed in this notice will be contained in the Notice of Annual General Meeting 2016 circular which will be sent to shareholders together with the Company's Annual Report 2015.

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; Mr Andrew Nigel Halford and Mr Alun Michael Guest Rees (stepping down on 30 April 2016)

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