

**INSTRUCTION LETTER**

with respect to Indian depository receipts issued by

**STANDARD CHARTERED BANK, MUMBAI**

in respect of ordinary shares of nominal value of US\$0.50 each in the capital of

**STANDARD CHARTERED PLC**

Pursuant to the Deposit Agreement executed by Standard Chartered PLC (the "**Company**") and Standard Chartered Bank, Mumbai dated 8 May 2010, as amended from time to time (the "**Deposit Agreement**") and your letters in respect of the Surrender & Sale Process, I deliver this Instruction Letter and request that you take the actions specified in this Instruction Letter with respect to the IDRs described herein. Further, I/we authorise the broker engaged by the Domestic Depository to sell the Shares underlying the IDRs surrendered by me/us, on the LSE, as part of the Surrender & Sale Process. Capitalised terms used in this Instruction Letter, but not defined herein, shall have the meanings given to them in the Deposit Agreement and/or the amended and restated surrender & sale operating guidelines (available on the Company's website: <https://www.sc.com/en/investors/>) (the "**Surrender & Sale Operating Guidelines**").

<b>Name of IDR Holder:</b>	
<b>Address of IDR Holder:</b>	
<b>Beneficiary Account Number:</b> (if applicable)	
<b>DPID:</b>	
<b>Client ID:</b>	
<b>Distinctive No.:</b>	
<b>IDR Certificate Number:</b> (if applicable)	
<b>Evidence of transfer/Delivery Instruction Form enclosed:</b> (e.g. Original IDR Certificate or NSDL/CDSL/DP Statement)	
<b>Number of IDRs for which underlying Shares are requested to be sold on the London Stock Exchange:</b> <u>IDRs to be delivered to account:</u> <b>Account:</b> KFPL Escrow Account – SCB IDR Surrender Account <b>DP Name:</b> Karvy Stock Broking Limited <b>DP ID:</b> IN300394 <b>Client ID:</b> 20022789	..... (Note: Must be in multiples of 10 IDRs)
<b>Details of the account (held with a bank in India and eligible to receive the proceeds of sale of Shares) for receiving the proceeds by way of wire transfer (after deduction of applicable brokerage fees of the broker tendering the Shares for sale on the LSE):</b>	<b>NAME ON THE BANK ACCOUNT:</b> ..... <b>ACCOUNT NUMBER:</b> ..... <b>BANK NAME:</b> ..... <b>IFSC CODE OF THE BANK:</b> ..... <b>MICR CODE</b> .....

**INDEMNITY CLAUSE**

We shall indemnify and keep indemnified and hold harmless the Company, the Registrar, the Overseas Custodian and the Domestic Depository (collectively referred to as the "**Indemnified Persons**") (on an after tax basis) against and from any and all claims, actions, demands, proceedings, notices, liabilities, losses, damages, costs and expenses (including reasonable legal fees and disbursements), interest, penalties and taxes incurred by the Indemnified Persons or to which the Indemnified Persons may become subject and arising directly or indirectly from the failure by us or otherwise (or where relevant, any person) to pay (or discharge) any stamp duty, stamp duty reserve tax, income tax, capital gains tax, withholding tax or any other similar duty or tax charged or chargeable or determined /held as chargeable, levied or leviable or determined /held as leviable, in India, the United Kingdom or elsewhere in connection with Surrender & Sale Process, or any fraud or other failure by us.

**\*I/We acknowledge and agree that the delivery of any Deposited Property will be at my/our risk and expense and none of the Overseas Custodian, the Domestic Depository, the Registrar or the Company will have any liability to me/us in respect of the delivery of such Deposited Property.**

**SIGNATURE OF IDR HOLDER (if an individual)**

.....  
**Witnessed by:**

.....  
**Name:**

**EXECUTION BY IDR HOLDER (if a company)**

.....  
**Director**

.....  
**Director/Secretary**

**Date**

Kindly read the below instructions and those mentioned in the Surrender & Sale Operating Guidelines carefully before submitting this Instruction Letter. IDR Holders may submit duly filled, stamped and signed Instruction Letter along with the following enclosures:

(a) an IDR Certificate or evidence of transfer of the Dematerialised IDRs (to be surrendered) into the IDR Surrender Account duly verified by the relevant depository participant of the Security Depositories; and

(b) a copy of a validly executed and enforceable power of attorney from the IDR Holder to its broker or agent and a list of authorised signatories in the event Instruction Letter is submitted by a broker or an agent on behalf of an IDR Holder.

Please ensure that the following actions are duly completed by you before submitting this Instruction Letter:

**Step 1:** Please ensure that the blank Instruction Letter is *adequately stamped or franked* for an amount of Rs. 500 (as per the Maharashtra Stamp Act, 1958, as amended) or such other amount as may be applicable in the jurisdiction where the Instruction Letter to be submitted to the Registrar is executed or submitted by the IDR Holder, whichever is higher;

**Step 2:** Please *fill-in all the requisite details* in the Instruction Letter, including your bank account details and Depository account details and sign the Instruction Letter along with *one witness signature*;

**Step 3:** Please request your Depository Participant to transfer the number of IDRs you wish to surrender to the IDR Surrender Account, details of which account are mentioned in this Instruction Letter itself;

**Step 4:** Please request your Depository Participant to provide you with the confirmation slip evidencing transfer of the IDRs you wish to surrender to the IDR Surrender Account;

**Step 5:** Please submit the duly stamped/franked, completed and signed Instruction Letter along with the confirmation provided by your Depository Participant with respect to transfer of IDRs to the IDR Surrender Account, at centres designated by the Registrar as specified in Annexure A of the Surrender & Sale Operating Guidelines (available on the Company's website: <https://www.sc.com/en/investors/>).

Instruction Letters must be received by no later than 5.00 p.m. (Mumbai time) on August 30, 2019. Any instructions received after that point will not be processed. Please submit the Instructions Letter at the locations set out below after completing the steps enumerated above:

*Hand delivery between 10:00 a.m. to 5:00 p.m. on a Business Day (Monday to Friday):*

- At the centres designated by the Registrar as specified in Annexure A of the Surrender & Sale Operating Guidelines (available on the Company's website: <https://www.sc.com/en/investors/>); or
- At the office of the Registrar at Karvy Fintech Private Limited (*formerly known as KCPL Advisory Services Private Limited*), Karvy Selenium Tower B, Plot Nos. 31 & 32, Financial District Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032.

*Registered Post or courier:*

- At the office of the Registrar only at Karvy Fintech Private Limited (*formerly known as KCPL Advisory Services Private Limited*), Karvy Selenium Tower B, Plot Nos. 31 & 32, Financial District Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032.

**Instruction Letters submitted at times or locations or by modes other than those specified herein above shall be liable to be rejected.**

**IDR Holders shall not be permitted to amend, revise, cancel or withdraw their surrender request after submission of the Instruction Letter.**

**IDR Holders shall note that in case the DP ID and the Client ID mentioned in this Instruction Letter by the IDR Holder does not correspond with the DP ID and Client ID available in the database maintained by the Security Depositories, this Instruction Letter is liable to be rejected.**

**IDR Holders shall note that the delivery of an Instruction Letter does not guarantee the sale of the Shares underlying the IDRs in relation to which the instructions are given and that any such Shares shall continue to be held by the Overseas Custodian and that the IDRs representing such Shares shall not be cancelled.**

**IDR Holders may only submit Instruction Letters in circumstances where the submission of such Instruction Letter and the surrender of IDRs and sale of Shares underlying such IDRs held by them does not give rise to any requirement on the part of the Company, the Domestic Depository, the Overseas Custodian or the Registrar in any jurisdiction to comply with any filing or other requirement or to pay any fees or expenses. Any Instruction Letter in respect of which the foregoing applies will be rejected. By submitting an Instruction Letter, the relevant IDR Holder is deemed to have represented and warranted that there is no such requirement in relation to the IDRs representing the Shares that he is seeking to surrender for sale as part of the Surrender & Sale Process. US Persons (within the meaning of Regulation S under the US Securities Act of 1933, as amended) are not eligible to submit Instruction Letters and any person submitting an Instruction Letter is deemed to have represented and warranted that he is not a US Person.**