

## Standard Chartered PLC - Result of AGM

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### RESULT OF AGM

#### RESOLUTIONS PASSED AT ANNUAL GENERAL MEETING

Friday 7 May 2010

Standard Chartered PLC announces the result of voting on the resolutions at its Annual General Meeting ('AGM') held on Friday 7 May 2010, 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 21 and 28 to 31 as ordinary resolutions and Resolutions 22 - 27 as special resolutions were passed and the results of the poll were as follows:

Resolution	For	%	Against	%	Vote Withheld
1. To receive the report and accounts	379,402,850	99.88	459,357	0.12	457,308
2. To declare the final dividend	380,302,870	100.00	634	0.00	17,317
3. To approve the directors' remuneration report	345,268,338	93.59	23,631,071	6.41	10,837,741
4. To re-elect Mr J F T Dundas, a non-executive director	379,221,122	99.72	1,058,898	0.28	37,842
5. To re-elect Miss V F Gooding CBE, a non-executive director	379,117,159	99.69	1,160,205	0.31	38,851
6. To re-elect Mr R H P Markham, a non-executive director	372,683,189	98.73	4,798,623	1.27	2,836,079
7. To re-elect Mr J W Peace, as Chairman	376,968,547	99.15	3,237,411	0.85	111,887
8. To re-elect Mr P A Sands, an executive director	370,142,866	97.33	10,136,940	2.67	36,614
9. To re-elect Mr P D Skinner, a non-executive director	379,115,909	99.71	1,085,032	0.29	112,644
10. To re-elect Mr O H J Stocken, a non-executive director	379,194,064	99.71	1,085,614	0.29	37,926
11. To elect Mr J S Bindra who was appointed an executive director by the board during the year	379,113,141	99.70	1,157,208	0.30	44,427
12. To elect Mr R Delbridge, who was appointed a non-executive director by the board during the year	379,199,402	99.72	1,075,184	0.28	43,308
13. To elect Dr Han Seung-soo KBE, who was appointed a non-executive director by the board during the year	379,194,222	99.72	1,080,405	0.28	43,250
14. To elect Mr S J Lowth, who was appointed a non-executive director by the board during the year	379,180,818	99.72	1,051,489	0.28	67,539
15. To elect Mr A M G Rees who was appointed an executive director by the board during the year	379,093,742	99.70	1,156,526	0.30	36,591

<b>16.</b> To re-appoint the auditor	375,520,566	99.78	843,566	0.22	3,952,860
<b>17.</b> To authorise the board to set the auditor's fees	379,632,273	99.83	638,577	0.17	46,036
<b>18.</b> To authorise the Company and its subsidiaries to make political donations	374,173,543	99.30	2,624,841	0.70	3,475,176
<b>19.</b> To authorise the board to allot shares	360,340,994	94.79	19,811,438	5.21	165,691
<b>20.</b> To extend the authority to allot shares	366,379,238	96.34	13,904,256	3.66	34,706
<b>21.</b> To authorise the board to allot shares in connection with the Indian listing	369,474,992	97.16	10,781,522	2.84	60,822
<b>22.</b> To disapply pre-emption rights	375,796,652	98.92	4,111,799	1.08	409,605
<b>23.</b> To disapply pre-emption rights in connection with the Indian listing	371,098,017	98.62	5,199,557	1.38	4,228,003
<b>24.</b> To authorise the Company to buy back its ordinary shares	379,548,614	99.80	742,893	0.20	26,725
<b>25.</b> To authorise the Company to buy back its preference shares	370,447,099	97.41	9,848,797	2.59	23,230
<b>26.</b> To adopt new articles of association	375,451,140	99.41	2,210,358	0.59	2,657,320
<b>27.</b> To authorise the Company to call a general meeting other than an annual general meeting on not less than 14 clear days' notice	363,932,599	95.77	16,066,929	4.23	268,145
<b>28.</b> To authorise the amendments to the Standard Chartered 2006 Restricted Share Scheme	377,997,901	99.66	1,305,230	0.34	955,655
<b>29.</b> To approve the Waiver in respect of the reporting and annual review requirements in respect of Ongoing Banking Transactions with associates of Temasek that the Company has not been able to identify	286,018,571	99.97	77,290	0.03	94,223,450
<b>30.</b> To approve the Waiver in respect of the requirement to enter into fixed-term written agreements with Temasek and its associates in respect of Ongoing Banking Transactions	286,020,766	99.97	74,502	0.03	94,223,388
<b>31.</b> To approve future Ongoing Banking Transactions with Temasek and its associates, including the waiver in respect of the requirement to set an annual cap	286,023,142	99.98	65,678	0.02	94,222,522

As at the date of the AGM, the number of issued shares of the Company was 2,029,666,537 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 vote only against any of the Resolutions. In accordance with the Company's Articles of Association, on a poll every member shall have one vote for every four shares held, therefore the total number of voting rights was 507,416,634. Votes withheld are not votes and, therefore, have not been counted in the calculation of the proportion of votes for and 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 to cast votes on any of the Resolutions proposed at the AGM, save for Temasek Holdings (Private) Limited who were required to abstain from resolutions 29 to 31. The scrutineer of the poll was Computershare Investor Services PLC.

In accordance with Listing Rule 9.6.2, two copies of the resolutions put to shareholders at the AGM today has been submitted to the UK Listing Authority and will shortly be available for inspection at the UK Listing Authority's Document Viewing Facility, which is situated at:

25 The North Colonnade

Canary Wharf

London E14 5HS

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