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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 8 May 2019

Standard Chartered PLC (the 'Company') announces the result of voting on the resolutions at its Annual General Meeting ('AGM') held on Wednesday 8 May 2019, 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 2018 together with the reports of the directors and auditors	658,902,555	100.00	10,541	0.00	456,346	658,913,096	79.60
2. To declare a final dividend of US\$0.15 per ordinary share for the year ended 31 December 2018	659,013,494	99.96	240,662	0.04	115,289	659,254,156	79.64
3. To approve the remuneration report for the year ended 31 December 2018, excluding the directors' remuneration policy	583,988,637	89.24	70,448,005	10.76	4,932,769	654,436,642	79.06
4. To approve the directors' remuneration policy contained in the Directors' Remuneration Report for the year ended 31 December 2018	410,304,458	63.80	232,788,744	36.20	15,950,874	643,093,202	77.69
5. To elect Carlson Tong, a non-executive director	653,818,481	99.18	5,402,305	0.82	148,371	659,220,786	79.63
6. To re-elect Dr Louis Cheung, a non-executive director	656,401,819	99.57	2,811,955	0.43	155,383	659,213,774	79.63
7. To re-elect David Conner, a non-executive director	658,557,037	99.90	663,872	0.10	147,979	659,220,909	79.63
8. To re-elect Byron Grote, a non-executive director	648,232,594	98.33	10,984,949	1.67	151,614	659,217,543	79.63
9. To re-elect Andy Halford, an executive director	655,702,809	99.47	3,521,010	0.53	145,624	659,223,819	79.64

10. To re-elect Christine Hodgson, a non-executive director	607,430,613	92.14	51,783,601	7.86	155,220	659,214,214	79.63
11. To re-elect Gay Huey Evans, a non-executive director	658,727,705	99.93	483,608	0.07	157,857	659,211,313	79.63
12. To re-elect Naguib Kheraj, a non-executive director	655,287,177	99.42	3,844,684	0.58	237,578	659,131,861	79.62
13. To re-elect Ngozi Okonjo-Iweala, a non-executive director	658,736,821	99.93	482,375	0.07	150,244	659,219,196	79.63
14. To re-elect José Viñals as Group Chairman	656,099,485	99.53	3,116,743	0.47	152,200	659,216,228	79.63
15. To re-elect Jasmine Whitbread, a non-executive director	656,365,077	99.57	2,850,344	0.43	153,723	659,215,421	79.63
16. To re-elect Bill Winters, an executive director	658,702,768	99.92	511,796	0.08	154,879	659,214,564	79.63
17. To re-appoint KPMG LLP as auditor to the Company from the end of the AGM until the end of next year's AGM	646,650,674	98.13	12,317,518	1.87	401,242	658,968,192	79.60
18. To authorise the Audit Committee to set the remuneration of the Auditor	655,649,947	99.50	3,327,513	0.50	391,981	658,977,460	79.61
19. To authorise the Company and its subsidiaries to make political donations	651,007,150	98.76	8,204,571	1.24	156,714	659,211,721	79.63
20. To authorise the Board to allot shares	639,517,145	97.04	19,501,992	2.96	350,131	659,019,137	79.61
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	642,546,676	97.52	16,347,439	2.48	474,770	658,894,115	79.60
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	649,909,677	98.58	9,354,816	1.42	104,780	659,264,493	79.64
23. To authorise the Board to disapply pre-emption rights in relation to authority granted pursuant to resolution 20	651,002,953	98.74	8,275,160	1.26	91,159	659,278,113	79.64
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.	632,053,471	95.87	27,215,223	4.13	100,578	659,268,694	79.64
25. To authorise the Board to disapply pre-emption rights in relation to authority granted pursuant to resolutions 23 and 24 and if resolution 22 is passed	637,902,543	96.76	21,365,215	3.24	101,507	659,267,758	79.64
26. To authorise the Company to purchase its own ordinary shares	652,988,688	99.10	5,912,205	0.90	468,378	658,900,893	79.60
27. To authorise the Company to purchase its own preference shares	656,440,353	99.63	2,460,588	0.37	468,076	658,900,941	79.60

28. That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice	629,036,138	95.43	30,154,897	4.57	178,213	659,191,035	79.63
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As at the date of the AGM, the number of issued ordinary shares of the Company was 3,311,225,409 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 827,806,352. 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.

**this excludes any unsettled transactions under the share buy-back programme.*

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 460,536 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 will be 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>.

At the Annual General Meeting of the Company the Chairman, José Viñals; Chief Executive Officer, Bill Winters; and Chair of the Remuneration Committee, Christine Hodgson gave speeches. Further details will shortly be available here: <https://www.sc.com/en/investors/events-and-presentations/agm/>.

Resolution 4

In relation to Resolution 4, the Board welcomes the majority support for our new directors' remuneration policy. However, we recognise that there were a significant number of votes opposing the resolution.

The new remuneration policy was developed following extensive consultation by the Remuneration Committee with major shareholders, proxy advisors and shareholder representative organisations. Their feedback was valuable and considered carefully by the Remuneration Committee. We put forward to shareholders a policy we believe is responsible and is in the best interests of the Company in the long-term. Whilst the majority of institutional shareholders expressed their support during the consultation process, we were aware that certain shareholders were not supportive of all aspects of the new policy.

The views of all shareholders are important to us and we acknowledge that more needs to be done to understand and address the concerns raised by some shareholders on specific areas of the policy.

We will continue to engage with shareholders on these important issues and on their concerns with the new policy in the forthcoming months. We will publish an update on that engagement within six months of the AGM.

For further information, please contact:

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By Order of the Board
Amanda Mellor
Group Company Secretary

Hong Kong, 9 May 2019

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:

Dr Louis Chi-Yan Cheung; David Philbrick Conner; Dr Byron Elmer Grote; Christine Mary Hodgson (Senior Independent Director); Gay Huey Evans, OBE; Naguib Kheraj (Deputy Chairman); Dr Ngozi Okonjo-Iweala; Carlson Tong and Jasmine Mary Whitbread