

**Notice and Agenda of the Annual General Meeting
To the Shareholders of Standard Chartered Bank Kenya Limited**

Notice is hereby given that the thirty third Annual General Meeting of the Shareholders of Standard Chartered Bank Kenya Limited (the “**Company**”) will be held at the Safari Park Hotel, Thika Road, Nairobi on Thursday, 23 May 2019 at 11:30 a.m. to conduct the following business of the Company:

ORDINARY BUSINESS

1. To receive, consider and if thought fit, adopt the Report of the Directors and Statement of Accounts and the Statement of the Financial Position of the Company for the year ended 31 December 2018 with the Auditors’ Reports thereon.
2. To confirm the payment of one interim dividend of Kshs. 5.00 paid on 29th October, 2018 and to approve the payment of a final dividend of KShs.14.00 for each ordinary share of KShs.5.00 on the issued share capital of the Company in respect of the year ended 31 December 2018. This makes the total dividend payout for the year ended 31 December 2018 KShs. 19.00 per ordinary share.

To approve the payment of a final dividend of KShs. 84,690,411 on the non-redeemable, non-cumulative, non-voting, non-participating and non-convertible preference shares. An interim dividend of KShs. 83,309,589 was declared on 22nd August, 2018 and paid on 29th October, 2018.

The dividends are payable to shareholders registered on the Company’s Register at the close of business 26 April 2019 and will be paid on or after 23 May 2019. The Register will remain closed on 27 April 2019 for the preparation of dividend warrants.

3. To elect the following Directors:

Director retiring by rotation:

- i. Mr. Patrick Oath, a director retiring by rotation who being eligible offers himself for re-election in accordance with Article 96 (a) of the Company’s Memorandum and Articles of Association.

Appointment of Directors:

- i. Mr. Kariuki Ngari being a casual director offers himself for election in accordance with Article 98 (a) of the Company’s Memorandum and Articles of Association; and
- ii. Mr. Imtiaz Khan being a casual director offers himself for election in accordance with Article 98 (a) of the Company’s Memorandum and Articles of Association.

Retirement of Director:

- i. Mrs. Anne Mutahi, a director retiring by rotation, who being eligible does not offer herself for re-election.

Board Audit Committee:

In accordance with provisions of Section 769 of the Companies Act, 2015 (“Companies Act”), the following directors, being members of the Board Audit Committee be elected to continue to serve as members of the said Committee:

- (i) Mr. Les Baillie;
- (ii) Mr. Patrick Oath; and
- (iii) Mr. Imtiaz Khan.

4. To approve the Directors Report and the remuneration paid to the Directors for the year ended 31st December 2018 and to authorise the Board to fix the Directors’ remuneration for the year 2019.
5. To appoint KPMG Kenya as the Auditors of the Company until the end of the next Annual General Meeting by virtue of section 721(4) of the Companies Act, subject to the Central Bank of Kenya approval in accordance with section 24(1) of the Banking Act (Cap. 488) (“**Banking Act**”), and authorize the Directors to fix their remuneration.

SPECIAL BUSINESS

6. **THAT** in order to synchronise the Articles of Association of the Company with the Companies Act, 2015, and to update the Articles of Association in line with legal and licensing developments, to consider and, if deemed fit, pass a **SPECIAL RESOLUTION** to adopt the new Articles of Association of the Company available on the Company's website at <https://www.sc.com/ke/investor-relations/> place of and to the exclusion of the existing Articles of Association of the Company.
7. To transact any other business of the Annual General Meeting for which notice has been given.

BY ORDER OF THE BOARD

N.N. Oginde

Company Secretary

Standard Chartered Bank Kenya Limited

P.O. Box 30003 - 00100 Nairobi GPO

23 May 2019

Note:

A copy of this Notice, Proxy Form and entire Annual Report and Accounts can be viewed from the Company's website, www.sc.com/ke/investor-relations

Every member of the Company is entitled to attend and vote at the above Meeting or in the alternative to appoint a proxy to attend and vote on his behalf. A proxy need not be a member. A form of proxy can be downloaded from the Company's website, www.sc.com/ke/investor-relations and should be delivered or sent to the Share Registrar, Image Registrars Limited (IMAGE), 5th Floor Barclays Plaza, Loita Street, P.O. Box 9287 – 00100 GPO, Nairobi, so as to be received not later than 21 May 2019 at 3:00 p.m.

FORM OF PROXY

I/we _____

_____ being a member/members of Standard Chartered Bank Kenya Limited hereby appoint:

_____ of (address): _____

_____ or failing him/her: _____

_____ of (address): _____

and failing him/her the Chairman of the meeting to be my/our proxy, to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Thursday 23 May 2019 at the Safari Park Hotel, Thika Road, Nairobi at 11.30 a.m. or an adjournment thereof.

As my witness my/our hands this day of _____ 2019

Signed: _____

Note

1. The completed Form of Proxy by members must be lodged at the Share Registrar, Image Registrars Limited (IMAGE), 5th Floor Barclays Plaza, Loita Street, Nairobi, or to be posted so as to reach Image Registrars Limited, P.O. Box 9287 – 00100 GPO Nairobi, not later than 3.00 p.m. on Tuesday 21 May 2019, failing which it shall be invalid.

2. In case of a Corporation, the proxy must be under its common seal.

Mimi/sisi: _____
Kama mwanahisa/wanahisa wa Standard Chartered Bank Kenya Limited nateua/nawateua

wa (anwani): _____
na akikosa yeye: _____
wa (anwani): _____

na akikosa yeye Mwenyekiti wa Mkutano kama Mwakilishi wangu/wetu wa kunipigia kura kwa niaba yangu/yetu kwenye mkutano wa kila mwaka wa kampuni utakaofanywa Alhamisi saa tano na nusu za asubuhi Mei 23 2019, Safari Park Hotel, Thika Road, Nairobi na wakati wa ahirisho lolote litakalotokea baadaye.

Kama shahidi siku hii: _____ 2019

Sahihi: _____

Muhimu:

1. Hii fomu ya uwakilishi lazima irudishwe kwa afisi ya Image Registrars Services (IMAGE), orofa la tano, Barclays Plaza, Barabaya ya Loita, ama itumwe kwa njia ya posta kwa kutumia anwani ya Image Registrars Services (IMAGE), SLP 9287 – 00100, Nairobi kufika kabla ya Jumanne saa tisa alasiri Mei 21 2019. Mwanahisa/wanahisa watakaowasilisha fomu hii baada ya saa tisa, hataruhusiwa/hawataruhusiwa kushiriki katika uchaguzi wowote.

2. Ikiwa mteuzi ni Shirika, fomu hii ya uwakilishi lazima ifungwe kwa lakiri.