

Notice of the Annual General Meeting To the Members of Standard Chartered Bank Kenya Limited

Notice is hereby given that the twenty fifth Annual General Meeting of the Company will be held at Kenyatta International Conference Centre (KICC) Nairobi on Thursday, 19 May 2011 at 11:30 a.m. for the following purposes:

1. To receive and consider the Report of the Directors and Statements of accounts and Balance Sheet of the Company for the year ended 31 December 2010 with the Auditors' report thereon.
2. To confirm the payment of one interim dividend of KShs 5.00 paid in December 2010 and to approve the payment of a final dividend of KShs 8.50 for each ordinary share of KShs 5.00 on the issued share capital of the Company in respect of the year ended 31 December 2010.
3. To elect the following Directors:
 - a) Mr. W. Kiboro, a director retiring by rotation who being eligible offers himself for re-election in accordance with Article 96 (1) of the Memorandum and Articles of Association.
 - b) Mr. K. Shah, a director retiring by rotation who being eligible offers himself for re-election in accordance with Article 96 (1) of the Memorandum and Articles of Association.
 - c) Mr. L. Baillie, a casual Director retiring by rotation who being eligible offers himself for re-election in accordance with Article 98 (1) of the Memorandum and Articles of Association.
4. To note the retirement of Mr. Harris Mule, who retires from office and does not offer himself for re-election.
5. SPECIAL RESOLUTIONS:

To consider and if thought appropriate to pass the following resolutions as special resolutions;

- a) THAT the Articles of Association of the Company be amended by inserting the following definitions in Article 1 in the proper alphabetical order and where necessary in place of the existing definitions :

“Address	A physical, postal or electronic address or a number used for the purposes of sending or receiving documents or information by facsimile.
Delivery	Physical and/or electronic delivery;
The Act	The Companies Act (Cap.486) as amended or re-enacted from time to time;
The Register	The Register of Members of the Company whether physical or electronic
In writing	Written or produced by any substitute for writing including by electronic and other means, or partly written and partly produced.”

- b) THAT the Articles of Association of the Company be amended by inserting the words '(including the manner of attending such meetings)' after the word 'meetings' of Article 9 so that Article 9 reads as follows:

“ If, at any time, the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the Company is being wound up, be varied with the consent in writing of the holders of Three-Fourths of the issued shares of that class, or with the sanction of a special

resolution passed at a separate general meeting of the holders of the shares of the class. To every such separate general meeting the provisions of these Articles relating to general meetings (including the manner of attending such meetings) shall mutatis mutandis apply, but so that the necessary quorum shall be two persons holding at least, or representing by proxy, one-third of the issued shares of the class and that any holder of shares in that class present in person or by proxy may demand a poll and if at an adjourned meeting of such holders a quorum is not present, the holders present shall form a quorum.”

- c) THAT the Articles of Association of the Company be amended by inserting the words ‘(except where such shares are to be issued in an immobilized or dematerialized form as such terms are defined under the Central Depositories Act, 2000 or its reenactment or modification)’ after the word ‘receive’ and inserting the word “electronic” after the word “bear” of Article 11 so that Article 11 reads as follows:

“Every person whose name is entered as a member in the Register shall be entitled without payment to receive (except where such shares are to be issued in an immobilized or dematerialized form as such terms are defined under the Central Depositories Act, 2000 or its reenactment or modification) within two months of allotment or lodging of share transfers (or within such other period as the conditions of issue shall provide) one certificate in respect of each class of shares held by him or, upon payment of such sum (if any) not exceeding Kenya Shillings 10/- for every certificate after the first as the Directors shall from time to time determine, to several certificates, each for one or more of his shares, except that shares of different classes may not be included within the same certificate. Every certificate shall be under the Seal, may bear electronic signatures of a Director and the Secretary, and shall specify the shares to which it relates and the amount paid up thereon: PROVIDED that in respect of a share or shares jointly held by several persons the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders”

- d) THAT the Articles of Association of the Company be amended by inserting the words ‘PROVIDED THAT no requisition by a shareholder for a meeting of the Company shall be by electronic means’ after the word ‘Statutes’ of Article 50 so that Article 50 reads as follows:

“The Directors may, whenever they think fit, convene an extraordinary general meeting, and they shall do so upon a requisition in writing deposited and completed in accordance with the Statutes PROVIDED THAT no requisition by a shareholder for a meeting of the Company shall be by electronic means.”

- e) THAT the Articles of Association of the Company be amended by deleting the current Article 51 and adopting a new article 51 to read as follows:

“A general meeting shall be called by twenty-one days’ notice in writing. To the extent permissible by law, the Company may serve any notice to be given to members by publishing such notice in two daily newspapers with nation-wide circulation; or by sending such notice through the post addressed to such member at their registered postal address; or by facsimile transmission to such member at their registered facsimile address; or by electronic mail or by other electronic means not prohibited by law including the publication thereof on the website of the Company. The notice shall specify the place, the day and the hour of meeting, the physical, postal or electronic addresses to which communications may be relayed, and, in case of special business, the general nature of that business shall be given, in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are under the regulations of the Company, entitled to receive such notices from the Company.

Provided that a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:

- (a) in the case of a meeting called as the annual general meeting, by Members present and entitled to attend and vote thereat; and

(b) in the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together holding not less than seventy-five per cent (75%) in nominal value of the shares giving that right.”

- f) THAT the Articles of Association of the Company be amended by inserting the words ‘The results of a poll may be made public on the Company’s official website or other electronic means’ after the word ‘poll’ in Article 63 so that Article 63 reads as follows:

“A poll demanded on the election of Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll. The results of a poll may be made public on the Company’s official website or other electronic means.”

- g) THAT the Articles of Association of the Company be amended by inserting the words ‘and such instrument shall be delivered either physically or electronically in such manner as the Company may approve, provided that such delivery is considered secure under Kenyan law and is sent to the designated address.’ after the word ‘authorised’ in Article 70 so that Article 70 reads as follows:

“The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointer is a Corporation, either under seal, or under the hand of an officer or attorney duly authorized, and such instrument shall be delivered either physically or electronically in such manner as the Company may approve, provided that such delivery is considered secure under Kenyan law and is sent to the designated address.”

- h) THAT the Articles of Association of the Company be amended by inserting the words ‘delivered or received’ after the word ‘deposited’ and inserting the words ‘or at the electronic address’ after the word ‘Kenya’ of Article 71 so that Article 71 reads as follows:

“The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or notarially certified copy of the power or authority shall be deposited, delivered or received at the Office or at such other place within Kenya or at the electronic address as is specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting, at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.”

- i) THAT the Articles of Association of the Company be amended by inserting the words ‘(whether physical or electronic) of a’ after the word ‘copy’ of Article 75 so that Article 75 reads as follows:

“Any corporation, which is a Member of the Company may, by resolution of its Directors or other governing body, appoint such persons as it thinks fit to act as its representative at any meeting of the Company or of any class of Members of the Company. The production at a meeting of a copy (whether physical or electronic) of a resolution certified by a director (other than the appointee if he himself shall be a director) and the secretary (or their equivalents) of such corporation to be a true copy of the resolution, shall be accepted by the Company as sufficient evidence of the validity of his appointment. The person so appointed shall be entitled to exercise the same powers on behalf of such corporation as it could exercise if it were an individual Member of the Company.”

- j) THAT the Articles of Association of the Company be amended by inserting the words ‘To the extent permissible by the law, the Directors may file legal returns and serve notices on the Registrar of Companies electronically’ after the word ‘therein’ in Article 88 so that Article 88 reads as follows:

“The Directors shall duly comply with the provisions of the Statutes, and in particular with the provisions in regard to the registration of the particulars of mortgages and charges affecting the

property of the Company, or created by it, and to keeping a register of the Directors and Secretaries, and to sending to the Registrar of Companies an annual list of Members, and a summary of particulars relating thereto, and notice of any consolidation or increase of share capital, or conversion of shares into stock, and copies of special resolutions, and a copy of the register of Directors and notifications of any changes therein. To the extent permissible by the law, the Directors may file statutory returns and serve notices on the Registrar of Companies electronically.”

- k) THAT the Articles of Association of the Company be amended by inserting the words ‘(physical or electronic) of a’ after the word ‘books’ of Article 93 so that Article 93 reads as follows:

“The Directors shall cause minutes to be made in books (physical or electronic) provided for the purpose

- (a) of all appointments of officers made by the Directors;
- (b) of all resolutions and proceedings at all meetings of the Company, and of the Directors, and of committees of Directors.”

- l) THAT the Articles of Association of the Company be amended by deleting the current Article 101 and adopting a new Article 101 to read as follows:

“The Directors may meet for the dispatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the Chairman shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. A meeting of directors shall be deemed to be duly constituted if the same is done through video-conferencing or by any other audio-visual means or through the use of any other electronic media or technology that would enable a Director to communicate with and recognize all the other Directors in the meeting in real time. It shall be necessary to give notice of a meeting of Directors to any Director for the time being absent from Kenya.”

- m) THAT the Articles of Association of the Company be amended by inserting the words ‘(including in the manner set out in Article 101 in respect of Directors)’ after the word ‘meet’ of Article 107 so that Article 107 reads as follows:

“A committee may meet (including in the manner set out in Article 101 in respect of Directors) and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the Members present, and in the case of an equality of votes the Chairman shall have a second or casting vote.”

- n) THAT the Articles of Association of the Company be amended by inserting the words ‘Such a resolution may be circulated to the Directors by electronic means and signed electronically’ after the word ‘held’ and deleting the words ‘provided that’ in Article 109 so that Article 109 reads as follows:

“A resolution in writing signed by a simple majority of the Directors, or by all the members of a committee, shall be as valid and effectual as if it had been passed at a meeting of the Directors or of the committee (as the case may be) duly convened and held. Such a resolution may be circulated to the Directors by electronic means and signed electronically.”

- o) THAT the Articles of Association of the Company be amended by deleting the current Article 134 and adopting a new Article 134 to read as follows:

“The Company may issue notices and any other communication to its Members through any of, or any combination of the following ways:

- (a) Post or Delivery to the registered addresses of Members;
- (b) Electronic transmission to the registered electronic addresses of Members
- (c) Publication, on the same date, in two daily newspapers of nationwide circulation;
- (d) Publication on the Company’s official website

For this purpose, the Company may create and maintain a database of its Members registered physical, postal and electronic addresses. All notices must include the physical, postal and electronic addresses to which communications to the Company may be relayed and Members may issue communications to the Company through any of these addresses.”

- p) THAT the Articles of Association of the Company be amended by deleting the current Article 135 and adopting a new Article 135 to read as follows:

“Any notice which has been published in a daily newspaper in accordance with Article 51 or 134 shall be deemed to have been served at 9:00 a.m. on the next day following the date when it was published. Any notice sent by post shall be deemed to have been served at the expiration of seventy-two hours after posting. Any notice sent by facsimile or electronic means including display in the Company’s official website shall be deemed to have been served at midnight on the date when the notice was transmitted, sent or displayed.”

- q) THAT the Articles of Association of the Company be amended by inserting the words ‘or by electronic means’ after the words ‘prepaid letters’ in Article 137 so that Article 137 reads as follows:

“A notice may be given by the Company to the person entitled to a share in consequence of the death or bankruptcy of a Member by sending it through the post in a prepaid letter, or by electronic means, addressed to him by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the registered address of the person claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.”

- r) THAT the Articles of Association of the Company be amended by inserting a new Article 138 to read as follows:

“As far as permissible under the law the Company may issue notices and other communication on any corporate action, offers of shares of the Company, rights issues, preference shares issues, bonus issues and any other offers by electronic means.”

6. To authorise the Board to fix the Directors’ remuneration.
7. To note continuance in office of KPMG Kenya as auditors in accordance with Section 159(2) of the Kenyan Companies Act and to authorise the Directors to fix their remuneration.

BY ORDER OF THE BOARD

N.N. Oginde
Company Secretary
P.O. Box 30003, 00100 Nairobi GPO
7 March 2011