



## **STANDARD CHARTERED BANK SIERRA LEONE LIMITED**

### **Notice of Annual General Meeting**

**NOTICE IS HEREBY GIVEN** that the **FIFTIETH ANNUAL GENERAL MEETING** of the members of the above-mentioned Company will be held virtually and streamed live from the Head Office situated at 9 & 11 Lightfoot Boston Street, Freetown on Thursday, 26<sup>th</sup> November 2020 at 2:00pm for the transaction of the following business:

#### **SPECIAL BUSINESS:**

1. To consider and if thought fit, pass the following resolutions as recommended by the Directors, which will be proposed as Special Resolutions
  - a. Amend the Articles of Association of the Company to allow virtual meetings
  - b. Update the Articles of Association in compliance with the Companies Act 2009, The Banking Act 2019 and the Revised Prudential Guidelines for Commercial Banks as set out in the Addendum accompanying this Notice.
  - c. Modernise the Articles of Association in line with Best Practice.

“That the Company adopts as the Articles of Association of the Company, the amended Articles of the Company presented to the meeting in place of and to the exclusion of the existing Articles of Association.”

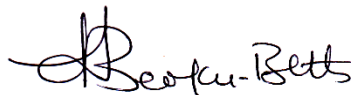
#### **ORDINARY BUSINESS:**

1. To receive and consider the Audited Financial Statements of the Company for the year ended 31<sup>st</sup> December 2019 and the Reports of the Directors and Auditors thereon;
2. To declare and approve dividend payment for 2019;
3. To increase the authorized share capital of the Company from Le50 billion to Le100 billion to cater for the Central Bank capital increase;
4. To issue bonus shares to shareholders in compliance with the Bank of Sierra Leone minimum statutory paid up capital requirement as per Directive issued on 26<sup>th</sup> March 2019;

5. To elect Mr. Mohamed Babatunde Cole as Director and Chairman of the Board;
6. To elect Mrs. Yetunde Bolanle Oni as CEO & Managing Director subject to the approval of the Bank of Sierra Leone;
7. To elect Mr. Chukwuka Cyril Ugha as Director subject to the approval of the Bank of Sierra Leone;
8. To re-elect Directors of the Company and fix their remuneration;
9. To re-appoint the Auditors of the Company and authorize the Directors to fix their remuneration; and
10. To transact any other business proper to be transacted at an Annual General Meeting

**DATED THIS 5<sup>TH</sup> DAY OF NOVEMBER 2020**

**By Order of the Board**



**Jennifer Beoku-Betts  
Company Secretary**

**Notes:**

1. In view of the ongoing Coronavirus 2019 (COVID-19) pandemic and the related Public Health Directives passed by the Government of Sierra Leone precluding inter alia public gatherings, it is impracticable for the Company to hold a physical Annual General Meeting (AGM) in the manner prescribed in its Articles of Association.
2. Consequently, attendance and participation by Shareholders and/or their proxies in this year's Annual General Meeting (AGM) of the Company shall be strictly virtual (i.e. by online participation).
3. The AGM will be streamed live via the **Bluejeans** virtual platform. Shareholders wishing to participate in the virtual meeting should send an email to **Jennifer.Beoku-Betts@sc.com** *or* **Vera.Asgill@sc.com** *or* call **+232 76 603 872** for connection details to attend the meeting. The telephone line will be opened from 9:00 am to 3:30 pm, Monday to Friday. Shareholders and proxies participating in the meeting, may vote using the virtual platform.
4. Shareholders wishing to raise any questions or clarifications regarding the virtual AGM may do so by:
  - a. sending an email to **Jennifer.Beoku-Betts@sc.com**; *or* **Vera.Asgill@sc.com**
  - b. dialling telephone number **+232 76 603 872**; *or*
  - c. to the extent possible, physically delivering their written questions with a return physical address or email address to the Head Office of the Company at **9 & 11 Lightfoot Boston Street, Freetown**

All questions and clarifications must reach the Company on or before 3:30pm on 20<sup>th</sup> November 2020.

5. A copy of this Notice, Proxy Form and excerpts of the 2019 Annual Report and Accounts can be viewed from the Company's website, **www.sc.com/si**
6. Every shareholder 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/her behalf. A proxy need not be a member of the Company. A Proxy Form can be obtained from the Company's website, **www.sc.com/si** OR from the Company's Head Office at **9 & 11 Lightfoot Boston Street, Freetown.**
7. A Proxy Form must be signed by the appointor or his attorney duly authorized in writing. If the appointer is a body corporate, the instrument appointing the proxy shall be given under its common seal or under the hand of an officer or duly authorized attorney of such body corporate. Any person appointed as a proxy should submit his/her mobile telephone number.
8. Completed Proxy Forms should be delivered or sent to the Company's Head Office not later than 20<sup>th</sup> November 2020 at 3:30pm.

Shareholders are encouraged to continuously monitor the Company's website: **www.sc.com/si** for updates relating to the AGM due to the continuous evolving situation with COVID-19 and the Government directives being subject to change.

We appreciate the understanding of our Shareholders as we navigate the changing business conditions posed by COVID-19.

#### **ACCESSING AND VOTING AT THE VIRTUAL ANNUAL GENERAL MEETING**

- i. To be able to attend the Virtual AGM Shareholders must first download the **Bluejeans** Application from the Apple App Store or Android Play Store (on your computer or phone).
- ii. Shareholders must then contact the Company Secretary to be provided with the **Bluejeans** virtual meeting details to attend the AGM.
- iii. To gain access to the Virtual Annual General Meeting, Shareholders must **log into the Bluejeans** Application on Thursday, 26<sup>th</sup> November 2020 and input the **Bluejeans** virtual meeting details shared with them.
- iv. For Shareholders who do not submit Proxy Forms to the Company prior to the meeting they may vote electronically during the Virtual AGM; again, using their **Bluejeans** virtual meeting details. Further assistance on accessing the meeting and voting electronically can be obtained from the Company Secretary.
- viii. Shareholders are encouraged to submit their questions by email ahead of the Annual General Meeting to: **Jennifer.Beoku-Betts@sc.com** or **Vera.Asgill@sc.com**

**PROXY FORM****STANDARD CHARTERED BANK SIERRA LEONE LIMITED****FIFTIETH ANNUAL GENERAL MEETING****VIA *BLUEJEANS* AT 2:00PM ON 26<sup>TH</sup> NOVEMBER 2020**

I/we \_\_\_\_\_  
**INSERT FULL NAME(S)**

Of \_\_\_\_\_  
**INSERT ADDRESS**

being a member / members of Standard Chartered Bank Sierra Leone Limited hereby appoint:

(Name): \_\_\_\_\_

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 via **Bluejeans** at 2:00pm on Thursday, 26<sup>th</sup> November 2020

Shareholder's Signature: \_\_\_\_\_

**Please clearly mark the box below to instruct your Proxy how to vote**

<b>ORDINARY RESOLUTIONS</b>	<b>FOR</b>	<b>AGAINST</b>	<b>WITHHELD</b>
To receive and consider the Audited Financial Statements of the Company for the year ended 31 <sup>st</sup> December 2019 and the Reports of the Directors and Auditors thereon;			
To Declare a Dividend			
To increase the authorized share capital of the Company from Le50 billion to Le100 billion to cater for the Central Bank capital increase			
To issue bonus shares to members of the Company in compliance with the Bank of Sierra Leone minimum statutory paid up capital requirement as per Directive issued on 26 <sup>th</sup> March 2019			

To elect Mr. Mohamed Babatunde Cole as Director & Chairman of the Board			
To elect Mrs. Yetunde Bolanle Oni as CEO & Managing Director subject to the approval of the Bank of Sierra Leone			
To elect Mr. Chukwuka Cyril Ugha as Director subject to the approval of the Bank of Sierra Leone			
To re-elect Olga Arara-Kimani as Director			
To re-elect Ibrahim Bah as Director			
To fix the Directors' remuneration			
To re-appoint the Auditors and to authorize the Directors to fix their remuneration;			
<b>SPECIAL RESOLUTION</b>	<b>FOR</b>	<b>AGAINST</b>	<b>WITHHELD</b>
To amend the Articles of Association of the Company			

**ELECTRONIC COMMUNICATIONS CONSENT FORM**Please complete in **BLOCK CAPITALS**

Full name of Proxy(s): \_\_\_\_\_

Address: \_\_\_\_\_

Mobile Number

I/WE approve to register to participate in the virtual Annual General Meeting to be held on 26<sup>th</sup> November 2020

Signature &amp; Date: \_\_\_\_\_

**NOTES:**

1. If a member / shareholder of the Company is unable to attend personally, this Proxy Form should be completed and returned to reach the Company's Head Office at: **9 & 11 Lightfoot Boston Street, Freetown** or via email to **Jennifer.Beoku-Betts@sc.com** or **Vera.Asgil@sc.com**; to arrive not later than 3:30pm on 20<sup>th</sup> November 2020.
2. In case of a member being a corporate body, the Proxy Form must be under its common seal or under the hand of an officer or duly authorized attorney of such corporate body.
3. As a shareholder you are entitled to appoint one or more proxies to exercise all or any of your shareholder rights to attend and to speak and vote on your behalf at the meeting. The appointment of the Chairman of the meeting as proxy has been included for convenience. To appoint as a proxy any other person, delete the words "the Chairman of the Meeting or" and insert the full name of your proxy in the space provided. A proxy need not to be a shareholder of the Company.
4. Completion and submission of the Proxy Form will not prevent you from attending the meeting and voting at the meeting in person, in which case any votes cast by your proxy will be excluded.
5. To be valid the Proxy Form must be completed, signed and delivered (together with a power of attorney or other authority, if any, under which it is assigned or a notarized certified copy of such power or authority) not later than 3:30pm on 20<sup>th</sup> November 2020 to:

**The Company Secretary  
Standard Chartered Bank Sierra Leone Limited  
9 & 11 Lightfoot Boson Street  
Freetown**

6. In the case of a company being a shareholder then this Proxy Form must be executed under its common seal or signed on its behalf by an officer of that company or an authorized attorney for that company.
7. A "vote withheld" option has been included on the Proxy Form. The legal effect of choosing this option on any resolution is that you will be treated as not having voted on the relevant resolution. The number of votes in respect of which votes are withheld will, however, be counted and recorded, but disregarded in calculating the number of votes for or against each resolution.