



standard
chartered

Notice of Annual General Meeting 2024

etc.venues St Paul's, 200 Aldersgate, London EC1A 4HD
Friday 10 May 2024 at 11.00am UK time (6.00pm Hong Kong time)



THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt regarding any aspect of the proposals referred to in this document or the action you should take, you should consult a stockbroker, solicitor, accountant, or other appropriate independent professional adviser.

If you have sold or otherwise transferred all of your shares, please pass this document together with any accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer, so that they can pass these documents on to the person who now holds the shares. If you have sold or transferred some, but not all, of your shares you should contact the person who arranged the sale or transfer without delay for advice on what action you should take.

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This document, for which the directors collectively and individually accept full responsibility, includes particulars given in compliance with the Hong Kong Listing Rules for the purpose of giving information with regard to Standard Chartered PLC (the Company). The directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this document is accurate and complete in all material respects and not misleading or deceptive, and there

are no other matters the omission of which would make any statement herein or this document misleading.

Notice of the Annual General Meeting (AGM) of the Company to be held at etc.venues St Paul's, 200 Aldersgate, London EC1A 4HD on Friday 10 May 2024 at 11.00am UK time (6.00pm Hong Kong time) is set out on pages 4 to 18 of this document. Notice of a class meeting of the holders of ordinary shares of US\$0.50 each in the capital of the Company (the Class Meeting) to be held at etc.venues St Paul's, 200 Aldersgate, London EC1A 4HD on Friday 10 May 2024 at 12.30pm UK time (7.30pm Hong Kong time) (or as soon thereafter as the AGM has been completed or adjourned) is set out in the separate notice of the Class Meeting (accessible electronically on sc.com/agm, or on pages 30 to 32 of this document). Shareholders will be able to attend the AGM and the Class Meeting in person or electronically through the Lumi web-portal. Information on how to do this is provided on pages 27 to 29.

8 April 2024

STANDARD CHARTERED PLC

LSE Stock Code: STAN.LN

HKSE Stock Code: 02888

**Incorporated as a public limited company in
England and Wales**

Letter from the Group Chairman



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To ordinary shareholders and, for information only, preference shareholders and information rights holders

8 April 2024



Dr José Viñals
Group Chairman

Dear Shareholder,

I am delighted to invite you to attend our AGM, which will be held on Friday 10 May 2024 at 11.00am UK time (6.00pm Hong Kong time) at etc.venues St Paul's, 200 Aldersgate, London EC1A 4HD.

As discussed in more detail below, a Class Meeting of ordinary shareholders will also be held at the same venue on Friday 10 May 2024 at 12.30pm UK time (7.30pm Hong Kong time) (or as soon thereafter as the AGM has been completed or adjourned).

In order to welcome as many of our shareholders as possible, we will again offer shareholders the opportunity to participate electronically via a live web-portal hosted by Lumi. Please see Appendix 2 on page 27 for further detail on attending the meetings via the web-portal and submitting questions, and Appendix 3 on page 29 for further detail on attending the meetings in person.

Very few shareholders attended via the web-portal last year, and we may not offer this facility again next year if we believe the expense is not warranted due to low take up.

The following pages contain the particulars of the business to be considered at the meetings and details explaining how to vote. I would like to draw your attention in particular to the following matters:

Dividend

The Board is pleased to recommend for approval a final dividend of US\$0.21 per ordinary share for the year ended 31 December 2023.

For more details on the options available for receiving your cash dividend and the arrangements for calculating and paying the cash dividend please see [sc.com/shareholders](https://www.sc.com/shareholders).

Board changes

We have recently bid a fond farewell to Andy Halford, who formally stepped down as Group Chief Financial Officer on 2 January 2024 and we welcome Diego De Giorgi, who has now stepped into the role. Andy will continue as a Senior Advisor to the Group ahead of his retirement in August 2024. I would like to thank Andy for his nine years of service on the Board and his significant leadership, dedication and focus. I wish him well in his retirement. I very much look forward to working with Diego who brings strong banking experience, deep commercial acumen, strategic expertise and leadership skills to the Board and Group Chief Financial Officer role.

Gay Huey Evans stepped down from the Board in February after serving nine years and contributing significantly to the Board and its Committees, especially as Chair of the former Board Financial Crime Risk Committee. Carlson Tong, another much-valued Board member, will step down from the Board on 9 May 2024, ahead of the AGM. I would like to thank Gay and Carlson for their many contributions during their time with us. On 1 March 2024, we welcomed Diane Jurgens to the Board as an independent non-executive director. Diane is a highly experienced and respected technologist who brings significant technology and transformation expertise and insight to the Board.

I am pleased to confirm that, at the time of the AGM, the percentage of female directors on our Board will be 42 per cent.

Class Meeting for ordinary shareholders

Currently, ordinary shareholders must hold four shares for one vote. This has been the case since a sub-division of shares was approved at the 1994 AGM. The Board now proposes that the voting rights attaching to ordinary shares be simplified so that every ordinary share shall carry one vote. A resolution to amend the Company's articles will be proposed at the AGM and a separate Class Meeting of ordinary shareholders will be held immediately following the AGM to consent to this change. The quorum for this Class Meeting will be as set out in Article 8 of the Company's current articles. In the event that this quorum is not met, the Class Meeting will be adjourned and an appropriate announcement made. The separate notice of the Class Meeting can be found on [sc.com/agm](https://www.sc.com/agm) or on pages 30 to 32 of this document and the relevant AGM resolution can be found on page 18. Voting rights attached to the ordinary shares shall remain unchanged for the purposes of this year's AGM and the Class Meeting.

Voting before the meetings

Your vote is important, and shareholders may vote in advance of the meeting. See pages 21 to 23 for further details.

You are strongly encouraged to complete and submit proxy forms (or voting instruction forms) appointing the Chair of the AGM and Class Meeting as your proxy in respect of each meeting as this will ensure your votes are cast in accordance with your wishes. Appointing a proxy in respect of either meeting will not prevent you from attending the AGM or Class Meeting in person or electronically and voting on the day. All proxy forms for the AGM, including voting instruction forms for ShareCare members, must be received by 11.00am UK time or 6.00pm Hong Kong time on 8 May 2024. All proxy forms for the Class Meeting, including voting instruction forms for ShareCare members, must be received by 12.30pm UK time or 7.30pm Hong Kong time on 8 May 2024.

Voting at the meetings

Voting at the AGM and Class Meeting in person will be conducted by way of a poll. Remote voting on the day of the AGM and Class Meeting can be done via the Lumi web-portal. Further instructions for voting can be found on page 23 of this document.

Recommendation

The Board considers all the resolutions within this document to be in the best interests of the Company and its shareholders. The Board unanimously recommends that all ordinary shareholders vote in favour of all resolutions contained in this AGM notice, as the directors intend to in respect of their own shares (with the exception of resolution 19, on which the executive directors and I, as Group Chairman, will abstain from voting. For more information please see pages 12 to 13 of this document).

The Board also unanimously recommends that all ordinary shareholders vote in favour of the Class Meeting special resolution, as the directors intend to in respect of their own shares.

In line with our sustainability agenda and commitments to reduce our impact on the environment, we would encourage UK shareholders to request electronic communications and payment of dividends by registering at www.investorcentre.co.uk. For HK shareholders, this is computershare.com/hk/contact.

I look forward to seeing you in attendance at the AGM and Class Meeting either in person or via the live web-portal.

Yours sincerely,



Dr José Viñals
Group Chairman

Notice of Annual General Meeting 2024 and Explanatory Notes

For this year's AGM we will be returning to etc.venues St Paul's, 200 Aldersgate, London EC1A 4HD on Friday 10 May 2024 at 11.00am UK time (6.00pm Hong Kong time). Shareholders will be able to attend the meeting in person or electronically via the Lumi web-portal. Please see pages 27 to 29 of this document for further details.

You will be asked to consider the following resolutions.

Resolutions 1 - 21 (inclusive) are proposed as ordinary resolutions, which must each receive more than 50 per cent of the votes cast in order to pass. Resolutions 22 - 28 (inclusive) are proposed as special resolutions, which must each receive at least 75 per cent of the votes cast in order to pass. Please note that a vote 'withheld' is not a vote in law and will not be

counted in the calculation of the proportion of votes 'for' or 'against' a resolution.

The results of the voting on the resolutions proposed at the AGM will be announced to the London Stock Exchange, The Stock Exchange of Hong Kong Limited (Hong Kong Stock Exchange) and published on our website (sc.com/aggm) promptly after the conclusion of the meeting.

References in this document to the issued ordinary share capital of the Company do not include those shares which have been bought back by the Company and are pending cancellation.

Resolution Summary

Resolutions	Category	Page number
1 to 3	Accounts, dividend and remuneration report	4 and 5
4 to 15	Directors' election / re-election	5 to 11
16 and 17	Appointment of auditor and auditor fees	12
18	Political donations	12
19 to 24	Share allotment authorities	12 to 16
25 and 26	Purchase of own ordinary shares and preference shares	16 and 17
27	Notice period for general meetings	17
28	Amendment to the Articles of Association	18

Ordinary Resolutions

1. To receive the Company's annual report and accounts for the financial year ended 31 December 2023 together with the reports of the directors and auditors.

The directors are required under the Companies Act 2006 to present the reports of the directors and auditors of the Company, and the audited accounts of the Company for each financial year (in this case for the year ended 31 December 2023), to shareholders at a general meeting. A copy of the Company's 2023 annual report can be accessed on our website at sc.com/annualreport.

2. To declare a final dividend of US\$0.21 per ordinary share for the year ended 31 December 2023.

Final dividends must be approved by shareholders but cannot be more than the amount recommended by the directors.

If shareholders approve resolution 2, the final dividend of US\$0.21 per ordinary share will be paid in either sterling, Hong Kong dollars or US dollars on 17 May 2024 to shareholders on the UK register of members at 10.00pm UK time on 8 March 2024, and to shareholders on the Hong Kong branch register of members at the opening of business in Hong Kong (9.00am Hong Kong time) on 8 March 2024.

2023 Final Dividend Options

Shareholders will receive their 2023 final year dividend as cash only. The options available for receiving your cash dividend and the arrangements for calculating and paying the cash dividend are set out on sc.com/shareholders.

The cash dividend is quoted in US dollars and the amount that shareholders will receive in Hong Kong dollars or sterling is calculated by using the forward US dollar/Hong Kong dollar or US dollar/sterling exchange rate as displayed on the appropriate page of the Bloomberg screen or equivalent at or around 2.00pm (UK time) on 30 April 2024, which will be published on our website at sc.com/shareholders.

The Hong Kong Stock Exchange granted a waiver to the Company on 7 December 2011 from compliance with Rule 13.66(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the Hong Kong Listing Rules) and Note 3 thereunder relating to record dates for the Company's final dividends.

3. To approve the annual report on directors' remuneration contained in the Directors' Remuneration Report for the year ended 31 December 2023 as set out on pages 182 to 216 of the 2023 annual report and accounts.

The Directors' Remuneration Report sets out the pay and

Directors' election/re-election

In accordance with the UK Corporate Governance Code 2018 all continuing directors will stand for election or re-election at the AGM each year. The Board is satisfied that it continues to maintain an appropriate balance of skills, experience and knowledge and that all non-executive directors are independent of the Company.

The Board has concluded that there are no circumstances likely to impair any individual non-executive director's judgement.

benefits received by each of the directors for the year ended 31 December 2023. The Company is required to seek shareholders' approval in respect of the contents of this report on an annual basis. The vote on the annual report on directors' remuneration will be advisory.

This follows a process of formal evaluation which confirms that each director being proposed for election or re-election makes an effective and valuable contribution to the Board and demonstrates commitment to the role, and hence the Board is recommending each director's election or re-election.

Biographical details of our directors, as at 26 March 2024 (being the latest practicable date prior to the publication of this document), are set out on pages 6 to 11 of this document.

Committee key

● Committee Chair shown in green

A Audit Committee

Ri Board Risk Committee

S Culture and Sustainability Committee

N Governance and Nomination Committee

R Remuneration Committee

4. To elect Diego De Giorgi as an executive director.

Diego De Giorgi (54) Group Chief Financial Officer

Appointed January 2024. Diego was also appointed to the Court of Standard Chartered Bank in January 2024.



Experience Diego has more than three decades of experience in the global financial services sector, working with clients across the UK, Europe, the US, Asia, the Middle East and Africa. This has helped him build a strong understanding of the complexity of delivering across diverse markets.

Career Diego spent 18 years at Goldman Sachs, with leadership roles in the Equity Capital Markets Group and the Financial Institutions Group before becoming the Chief Operating Officer for the Global Investment Banking division. Following this, he moved to Bank of America Merrill Lynch, where he spent six years, rising to Head of Global Investment Banking. He served as a non-executive director at UniCredit and a member of their Compensation Committee in 2020 and 2021.

From 2021, Diego was the Co-Chief Executive of Pegasus Europe, Europe's largest-ever Special Purpose Acquisition Company (SPAC), which was focused on the financial services sector and was listed on Euronext Amsterdam.

Diego holds a Bachelor's Degree in Business Administration from Bocconi University in Milan and a CEMS Master Degree from the London School of Economics.

External appointments Diego also sits on the Board of the MIB Trieste School of Management.

Contribution Diego has over three decades of experience in the global financial services sector and brings strong business experience, deep commercial acumen, including extensive investor and entrepreneurial experience. He has a strong understanding of the complexity of delivering and driving performance across diverse markets. The Board recommends Diego's election.

5. To elect Diane Jurgens as an independent non-executive director.

Diane Jurgens (61) Independent Non-Executive Director

Appointed March 2024. Diane was also appointed to the Court of Standard Chartered Bank in March 2024.



Experience Diane has significant expertise in driving technology, product development and innovation to transform business operations across the mass media and entertainment, mining, automotive and aerospace sectors. She has led teams globally, having worked across 25 countries many of which align to the Group's footprint markets within Asia, Africa and the Middle East as well as in Latin America and Europe. She also has 14 years of experience operating on the ground in both China and Singapore.

Career From 2020 to 2023, Diane was Executive Vice President and Chief Information Officer at The Walt Disney Company, where she oversaw Disney's global enterprise technology organisation. She also represented The Walt Disney Company as a board member on the US-India Strategic Partnership Forum. Between 2015 and 2020, Diane was Chief Technology Officer of the multinational mining and metals company BHP, where, largely based in Singapore, she was responsible for leading capital programme delivery, technology operations, cyber security, data privacy, and research and development. Between 2012 and 2015, Diane was President & Managing Director of an

American and Chinese joint venture, Shanghai Onstar Telematics and was based in Shanghai. Prior to that, Diane held numerous senior executive positions at General Motors including several global roles across many of the Group's key markets building extensive international experience, including nearly ten years living in China.

Diane holds Bachelor's and Master's degrees in electrical engineering and software engineering from the University of Washington and an MBA from Seattle University.

External appointments Diane is a Dean's Advisory Board Member on the University of Washington College of Engineering.

Committees

Contribution Diane's leadership, technology, transformation and innovation expertise, P&L management and deep global experience of operating across Standard Chartered's footprint will add to the diversity of perspective on the Board, especially in relation to global transformation programmes across a variety of businesses and industries. The Board recommends Diane's election.

6. To re-elect Shirish Apte as an independent non-executive director.

Shirish Apte (71)
Independent Non-Executive Director

Appointed May 2022. Shirish was appointed to the Court of Standard Chartered Bank in January 2023.



Experience Shirish has extensive corporate, investment banking, risk management, commercial and retail banking experience. He has a deep understanding of financial services, notably across the Asia Pacific, Middle East, Africa and Central and Eastern European regions.

Career Shirish spent over 30 years with Citigroup, where he focused on corporate and investment banking, and managed commercial and retail banking businesses at country and regional level. He has strong risk experience at country and regional level and was a Senior Credit Officer and a Senior Securities Officer at Citigroup. Shirish was Co-CEO for Citi's Europe, Middle East and Africa business from 2008 to 2009, and Regional CEO Asia Pacific from 2009 to 2011. He was Chairman of Asia Pacific Banking from 2012 until his retirement in 2014. He was on the Executive and Operating Committees of Citigroup from 2008 to 2014. From June 2014, he was an independent non-executive director at the Commonwealth Bank of Australia until stepping down in October 2022.

Shirish holds a Bachelor of Commerce from Calcutta University, an MBA from London Business School and qualified as a Chartered Accountant with the Institute of Chartered Accountants, England and Wales.

External appointments Shirish is an independent non-executive director at Singapore Life Pte Ltd and an independent non-executive director of Keppel Corporation Limited, where he is a member of its Audit and Board Risk Committees.

Committees R Ri N A

Contribution Shirish's corporate, investment banking, risk management, commercial and retail banking experience positively impact the Group's continued development and review of its strategy at both country and regional levels. Shirish's accounting, banking and financial services experience and his understanding of UK and overseas regulatory and governance frameworks will continue to add value to the Board through 2024 and beyond. The Board recommends Shirish's re-election.

7. To re-elect David Conner as an independent non-executive director.

David Conner (75)
Independent Non-Executive Director

Appointed January 2016.



Experience David has significant global and corporate, investment and retail banking experience, strong risk management credentials and an in-depth knowledge of Asian markets.

Career David spent his career in the financial services industry, living and working across Asia for 37 years, for both Citibank and OCBC Bank. He joined Citibank in 1976 as a management trainee and went on to hold a number of Asia-based senior management roles, including Chief Executive Officer of Citibank India and managing director and marketing manager at Citibank Japan, before leaving Citibank in 2002.

David joined OCBC Bank in Singapore as Chief Executive Officer and director in 2002. He implemented a strategy of growth and led the bank through a period of significant turbulence. David stepped down as Chief Executive Officer in 2012 but remained as a non-executive director on the board of OCBC Bank, before leaving the group in 2014. He was previously a non-executive director of GasLog Ltd.

David holds a BA from Washington University in St Louis and an MBA from Columbia University.

External appointments David is Chair of the Barnard Cancer Institute and an emeritus trustee of Washington University in St Louis.

Committees A R Ri

Contribution David's significant banking experience, combined with strong risk management expertise helps promote the Group's risk awareness as it operates throughout its markets. This in turn supports the Group's strategic business plan through 2024 and beyond. The Board recommends David's re-election.

+ In addition, David is a member of the Combined US Operation Risk Committee of Standard Chartered Bank

8. To re-elect Jackie Hunt as an independent non-executive director.

Jackie Hunt (55)
Independent Non-Executive Director

Appointed October 2022. Jackie was also appointed to the Court of Standard Chartered Bank in October 2022.



Experience Jackie is a Chartered Accountant and has spent most of her career within financial services. She brings significant UK and international financial services experience, including asset management, insurance, regulatory and accounting knowledge.

Career Jackie has held a number of senior management positions in companies including Aviva, Hibernian Group, Norwich Union Insurance, PwC and RSA Insurance. From 2016, Jackie was a member of the Allianz SE management Board with executive responsibility for the asset management and US life insurance divisions, a position she held until 2021. Prior to that, Jackie was an executive director of Prudential plc and CEO of Prudential UK, Europe and Africa. She was Group Chief Financial Officer of Standard Life plc from 2010 to 2013, where she helped transform the life insurer into a diverse savings, pensions and asset management business. Jackie was previously the Senior Independent Director of National Express Group PLC, a non-executive director of TheCityUK and the Deputy Chair of the FCA Practitioner Panel. She was also an independent non-executive director of Man Group PLC, Rothesay Life PLC and OneWeb Holdings Limited.

Jackie has a Bachelor of Accountancy and a Bachelor of Commerce from the University of Witwatersrand, Johannesburg. She qualified as a Chartered Accountant with the South African Institute of Chartered Accountants.

External appointments Jackie is an independent non-executive director of Willis Towers Watson plc.

Committees A S

Contribution Jackie has deep financial, asset management, insurance, regulatory and technical accounting knowledge alongside broader strategic and commercial expertise. Her wealth of experience in leadership roles will help provide oversight of the Group's business across its global network and support the Group's strategic business plan through 2024 and beyond. The Board recommends Jackie's re-election.

9. To re-elect Robin Lawther, CBE as an independent non-executive director.

Robin Lawther, CBE (62)
Independent Non-Executive Director

Appointed July 2022. Robin was appointed to the Court of Standard Chartered Bank in December 2022.



Experience Robin brings extensive international banking experience in global markets and financial institutions. In addition to a broad understanding of commercial banking, she has specialist knowledge in investment banking, mergers and acquisitions and capital raising.

Career Robin spent over 25 years at JP Morgan Chase in a number of senior executive positions. She has valuable executive and non-executive experience across global markets and has considerable understanding of regulatory and governance issues. From 2019 to 2021, she served as a non-executive director on the board of M&G plc. In January 2014, Robin joined Shareholder Executive, which later became UK Government Investments (UKGI), as a non-executive board member until completing her term in May 2022. From 2018 to 2023, she served as an independent non-executive director of Nordea Bank Abp. She received a CBE for services to finance and diversity in the Queen's Birthday Honours 2020.

Robin holds a BA Honours in Economics from the University of North Carolina at Chapel Hill and an MSc in Accountancy and Finance from the London School of Economics.

External appointments Robin is an independent board member of Ashurst LLP and a member of the advisory board at Aon PLC.

Committees Ri R S

Contribution Robin's extensive international banking experience in global markets and financial institutions complements, and adds significant value, to the balance of skills and expertise on the Board. Robin's specialist knowledge in investment banking, mergers and acquisitions, and capital raising will continue to support the Group's strategic business plan through 2024 and beyond. The Board recommends Robin's re-election.

10. To re-elect Maria Ramos as an independent non-executive director.

Maria Ramos (65) Independent Non-Executive Director

Appointed January 2021. Maria was also appointed to the Court of Standard Chartered Bank in January 2021. Maria was appointed as Senior Independent Director in September 2022.



Experience Maria has extensive CEO, banking, commercial, financial, policy and international experience.

Career Based in South Africa, Maria served as chief executive officer of ABSA Group Limited (previously Barclays Africa Group), a diversified financial services group serving 12 African markets from 2009 to 2019. Before joining ABSA, Maria was the group chief executive of Transnet Ltd, the state-owned freight transport and logistics service provider, for five years. Prior to her CEO career, Maria served for seven years as director-general of South Africa's National Treasury (formerly the Department of Finance) where she played a key role in transforming the National Treasury into one of the most effective and efficient state departments in the post-apartheid administration. Maria has served on a number of international boards, including Sanlam Ltd, Remgro Ltd, and SABMiller plc, and more recently was a non-executive director of The Saudi British Bank and Public Investment Corporation Limited before stepping down in December 2020.

Maria holds a Bachelor of Commerce degree and an Honours degree in Economics from the University of the Witwatersrand in Johannesburg, a Master's degree in Economics from the School of Oriental and African Studies in London and a Banker's Diploma. She is also a Certified Associate of the Institute of Bankers (South Africa).

External appointments Maria is Chair of AngloGold Ashanti PLC and she will retire from its Board at its AGM on 28 May 2024. Maria is a non-executive director of Compagnie Financière Richemont SA. She is also a member of the Group of Thirty, sits on the International Advisory Board of the Blavatnik School of Government at Oxford University and on the Wits Foundation Board of Governors.

Committees R A R N

Contribution Maria's sizeable experience and expertise as a CEO and across banking, commercial, policy and financial services on an international scale supports the Group's intention to continue its focus on helping people and companies prosper across our footprint. This in turn supports the Group's strategic business plan through 2024 and beyond. The Board recommends Maria's re-election.

11. To re-elect Phil Rivett as an independent non-executive director.

Phil Rivett (68) Independent Non-Executive Director

Appointed May 2020. Phil was also appointed to the Court of Standard Chartered Bank in May 2020.



Experience Phil has significant professional accountancy and audit experience, specifically focused in the financial services sector. He has a strong technical accounting knowledge and understanding of disclosure requirements. He has broad financial and business experience especially of the financial services sector.

Career Phil joined PricewaterhouseCoopers (PwC) as a graduate trainee accountant in 1976, becoming a Partner in 1986. He spent more than 30 years as a Partner at PwC and was lead relationship Partner for several large FTSE 100 companies including a number of international banks and financial services institutions. He also has substantial international experience, having worked with banks across the Middle East and Asia, in particular China.

He became Leader of PwC's Financial Services Assurance practice in 2007 and was appointed Chairman of its Global Financial Services Group in 2011. Phil has sat on a number of global financial services industry groups, producing guidelines for best

practice in governance, financial reporting and risk management.

Phil holds a BSc in Physics from Imperial College, London. He is a fellow of the Institute of Chartered Accountants in England & Wales.

External appointments Phil is an independent non-executive director and Chair of the Audit Committee at Nationwide Building Society.

Committees A R N

Contribution Phil's in-depth knowledge and experience of the financial services sector, as well as his significant understanding of the regulatory and governance framework in the UK and overseas, will bring additional relevant accounting and financial experience to the Board, specifically in a banking and financial services context. This in turn supports the Group's strategic business plan through 2024 and beyond. The Board recommends Phil's re-election.

12. To re-elect David Tang as an independent non-executive director.

David Tang (69) Independent Non-Executive Director

Appointed June 2019. David was also appointed to the Court of Standard Chartered Bank in June 2019.



Experience David has a deep understanding and experience of emerging technologies in the context of some of our key markets, most notably mainland China.

Career David has more than 30 years of international and Chinese operational experience in the technology and venture capital industries, covering venture investments, sales, marketing, business development, research and development and manufacturing. From 1989 to 2004, David held a number of senior positions in Apple, Digital Equipment Corp and 3Com based in China and across the Asia Pacific region. From 2004 to 2010, David held various positions in Nokia, including corporate vice president, chairman of Nokia Telecommunications Ltd and vice chairman of Nokia (China) Investment Co. Ltd. He went on to become corporate senior vice president and regional president of Advanced Micro Devices (AMD), Greater China, before joining NGP Capital (Nokia Growth Partners) in Beijing as managing director and partner in 2013, a position he held until retiring in June 2021. David was a

non-executive director of Kingsoft Corporation, a leading Chinese software and internet services company listed on the Hong Kong Stock Exchange.

David holds a bachelor's degree in Computer Science and Engineering and an MBA from California State University.

External appointments David joined Kaiyun Motors, an electric vehicle start-up based in China, in June 2021 as Chief Value Officer. David is also a non-executive director of JOYY Inc, the Chinese live streaming social media platform, listed on the Nasdaq Stock Market. He is also an adviser to NGP Capital.

Committees **R** **S**

Contribution David's significant experience across emerging technology and venture capital industries, as well as an in-depth knowledge of the Asia Pacific region, reinforces the Group's ambition to continue to be a leading global innovator within the banking industry. This in turn supports the Group's strategic business plan through 2024 and beyond. The Board recommends David's re-election.

13. To re-elect Dr José Viñals as Group Chairman.

Dr José Viñals (69) Group Chairman

Appointed October 2016 and Group Chairman in December 2016. José was appointed to the Court of Standard Chartered Bank in April 2019.



Experience José has substantial experience in the international regulatory arena and has exceptional understanding of the economic, financial and political dynamics of our markets and of global trade. He has a broad network of decision-makers in the jurisdictions in our footprint.

Career Until 2016, José was the Financial Counsellor and the Director of the Monetary and Capital Markets Department at the International Monetary Fund (IMF) and was responsible for the oversight and direction of the IMF's monetary and financial sector work. He was the IMF's chief spokesperson on financial matters, including global financial stability. During his tenure, José was a member of the Plenary and Steering Committee of the Financial Stability Board, playing a key role in the reform of international financial regulation. Prior to the IMF, José began his career as an economist as a member of the faculty at Stanford University, before going to the Central Bank of Spain, where he was the Deputy Governor. He is a past President of the International Monetary Conference. José has held many other board and advisory positions including chair of Spain's Deposit Guarantee Fund, chair of the International Relations Committee at the European Central Bank, member of the Economic and Financial Committee of the European Union, and chair of the Working

Group on Institutional Investors at the Bank for International Settlements.

José holds a Doctorate (Ph.D.) and Master's degrees in Economics from Harvard University and a Master in Economics from the London School of Economics.

External appointments José is Co-Chair of the United Nations' Alliance of Global Investors for Sustainable Development (GISD). He is a board member of the Institute of International Finance (IIF), a member of the board of directors of the Bretton Woods Committee, member of the Leadership Council of CityUK, and member of the Business Advisory Group to the Director General of the World Trade Organisation (WTO).

Committees **N**

Contribution José's wealth of experience in the international regulatory sector, his deep knowledge of the economic, financial and political dynamics of our markets, global trade and an extensive network of decision-makers in the jurisdictions in our footprint, combine to reinforce our desire to be a leading international bank helping people and companies prosper across Asia, Africa and the Middle East. This in turn supports the Group's strategic business plan through 2024 and beyond. The Board recommends José's re-election.

14. To re-elect Bill Winters as an executive director.

Bill Winters (62) Group Chief Executive

Appointed June 2015. Bill was also appointed to the Court of Standard Chartered Bank in June 2015.



Experience Bill is a career banker with significant frontline global banking experience and a proven track record of leadership and financial success. He has extensive experience of working in emerging markets and a proven record in spotting and nurturing talent.

Career Bill began his career with JP Morgan, where he went on to become one of its top five most senior executives and later co-chief executive officer at the investment bank from 2004 until he stepped down in 2009. Bill was invited to be a committee member of the UK Independent Commission on Banking to recommend ways to improve competition and financial stability in banking. Subsequently, he served as an advisor to the Parliamentary Commission on Banking Standards and was asked by the Court of the Bank of England to complete an independent review of the bank's liquidity operations. In 2011, Bill founded Renshaw Bay, an alternative asset management firm, where he was chairman and CEO. He stepped down on appointment to the Standard Chartered PLC Board.

Bill was previously a non-executive director of Pension Insurance Corporation plc and RIT Capital Partners plc. He received a CBE in 2013.

Bill is a member of the Management Team and a director of Standard Chartered Holdings Limited.

Bill holds a Bachelor's degree in International Relations from Colgate University and an MBA from the Wharton School at the University of Pennsylvania.

External Appointments Bill is an independent non-executive director of Novartis International AG. He is also an Advisory Group Member of the Integrity Council for Voluntary Carbon Markets and a member of the Steering Committee of the UK Voluntary Carbon Markets Forum.

Contribution Bill's experience as a banker with significant frontline global banking experience and a proven track record of leadership and financial success reinforces the Group's desire to continue to be a leading international bank across a range of markets. This in turn supports the Group's strategic business plan through 2024 and beyond. The Board recommends Bill's re-election.

15. To re-elect Dr Linda Yueh, CBE as an independent non-executive director.

Dr Linda Yueh, CBE (52) Independent Non-Executive Director

Appointed January 2023. Linda was also appointed to the Court of Standard Chartered Bank in January 2023.



Experience Linda is a renowned economist and financial broadcaster with a diverse range of skills and experience across financial services, technology, not-for-profit and business-to-business service sectors.

Career Linda has held various academic roles and acted in various advisory roles after starting her career as a corporate lawyer at Paul, Weiss, Rifkind, Wharton & Garrison. Linda was Economics Editor at Bloomberg News from 2010 to 2012 and Chief Business Correspondent for the BBC between 2013 and 2015. She was a Visiting Professor at LSE IDEAS at the London School of Economics and Political Science from 2019 to 2022 and served on the Independent Review Panel on Ring-Fencing and Proprietary Trading for HM Treasury.

Linda held non-executive directorships with Scottish Mortgage Investment Trust Plc, London & Partners Ltd and JPMorgan Asia Growth & Income Plc. She was Senior Independent Director of Fidelity China Special Situations Plc. Linda was awarded a CBE for Services to Economics in the New Year Honours List of 2023. Linda was a Trustee of the Coutts Foundation and Adviser to the UK Board of Trade.

Linda has a BA from Yale University, a Master of Public Policy from Harvard University, a JD from New York University School of Law and a D.Phil. in economics and MA from the University of Oxford.

External appointments Linda is a Fellow at St Edmund Hall, Oxford University and Adjunct Professor of Economics at London Business School. She currently serves as an independent non-executive director of Rentokil Initial Plc and Segro Plc. She is Chair of the Baillie Gifford The Schiehallion Fund Ltd, an investment company listed on the Specialist Fund Segment of the London Stock Exchange Main Market. Linda is Executive Chair of the Royal Commonwealth Society, and an Associate Fellow at Chatham House.

Committees S R N

Contribution Linda's diverse academic, financial, investment management and international experience, along with her deep knowledge across many of the Group's markets, ensures that she brings a different perspective to the Board and Court discussions and will add value to the Board through 2024 and beyond. The Board recommends Linda's re-election.

Appointment of Auditor/Auditor fees

16. To re-appoint Ernst & Young LLP (EY) as auditor to the Company from the end of the AGM until the end of next year's AGM.

On the recommendation of the Audit Committee, the Board proposes that EY be re-appointed auditor to the Company to hold office from the end of this AGM until the end of next year's AGM.

17. To authorise the Audit Committee, acting for and on behalf of the Board, to set the remuneration of the auditor.

The directors may set the remuneration of the auditor if authorised to do so by the shareholders. This resolution seeks authority for the Audit Committee to set auditor remuneration for 2024. Under the Competition and Markets Authority's Statutory Audit Services Order, the Audit Committee has specific responsibility for negotiating and agreeing the statutory audit fee for and on behalf of the Board. Details of the remuneration paid to the Company's external auditors for 2023 and details of how the effectiveness and independence of the external auditors is monitored and assessed can be found throughout the 2023 annual report.

Political Donations

18. That in accordance with sections 366 and 367 of the Companies Act 2006, the Company and all companies that are its subsidiaries during the period for which this resolution has effect are authorised to:

- (A) make donations to political parties and/or independent election candidates not exceeding £100,000 in total;
- (B) make donations to political organisations other than political parties not exceeding £100,000 in total; and
- (C) incur political expenditure not exceeding £100,000 in total,

(as such terms are defined in sections 363 to 365 of the Companies Act 2006) provided that the aggregate amount of any such donations and expenditure shall not exceed £100,000 during the period beginning with the date of passing of this resolution and expiring at the end of next year's AGM, unless such authority has been previously renewed, revoked or varied by the Company in a general meeting and provided that the authorised sum referred to in paragraphs (A), (B) and (C) may be comprised of one or more amounts in different currencies which, for the purposes of calculating that authorised sum, shall be converted into pounds sterling at the spot rate of exchange displayed on the appropriate page of the Bloomberg screen (or on the appropriate page of such other information service which publishes that rate from time to time) at or around 11:00am UK time on the day on which the relevant donation is made or the relevant expenditure is incurred or, if earlier, on the day on which the Company or its subsidiary enters into any contract or undertaking in relation to such donation or expenditure (or, if such day is not a business day, the first business day thereafter).

It is not the Group's policy to make political donations (no political donations were made in the year ended 31 December 2023). However, it is possible that certain routine activities undertaken by the Company and its subsidiaries might unintentionally fall within the broad scope of the provisions controlling political donations and expenditure. Any

political donations or expenditure regulated by the Companies Act 2006 must be approved by shareholders at a general meeting and be disclosed in the next year's annual report. Accordingly, the directors seek shareholders' approval to renew the authority for political donations and expenditure to be made by the Company. As permitted under the Companies Act 2006, the resolution covers any political donations made or political expenditure incurred by the Company's subsidiaries. The three categories set out in the Companies Act 2006 are: political parties and independent election candidates; political organisations and political expenditure. The resolution proposes an aggregate cap for authorised political donations or expenditure of £100,000. The authority being sought will be effective from Friday 10 May 2024 until the end of next year's AGM unless previously renewed, revoked or varied by the Company in a general meeting.

Share Allotment Authorities

19. That the Board be authorised to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company:

- (A) up to a nominal amount of US\$261,582,895.50 (such amount to be restricted to the extent that any allotments or grants are made under paragraphs (B) or (C) so that in total no more than US\$435,971,492.50 can be allotted under paragraphs (A) and (B) and no more than US\$871,942,985 can be allotted under paragraphs (A), (B) and (C));
- (B) up to a nominal amount of US\$435,971,492.50 (such amount to be restricted to the extent that any allotments or grants are made under paragraphs (A) or (C) so that in total no more than US\$435,971,492.50 can be allotted under paragraphs (A) and (B) and no more than US\$871,942,985 can be allotted under paragraphs (A), (B) and (C)), in connection with a scrip dividend scheme or similar arrangement implemented in accordance with the Articles of Association of the Company;
- (C) comprising equity securities (as defined in section 560(1) of the Companies Act 2006) up to a nominal amount of US\$871,942,985 (such amount to be restricted to the extent that any allotments or grants are made under paragraphs (A) or (B) so that in total no more than US\$871,942,985 can be allotted under paragraphs (A), (B) and (C)) in connection with an offer by way of a rights issue:
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities as required by the rights of those securities or as the Board otherwise considers necessary,

and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

(D) pursuant to the terms of any share scheme of the Company or any of its subsidiaries or subsidiary undertakings, such authorities to apply until the end of next year's AGM (or, if earlier, until the close of business on 9 August 2025) but, in each such case, during this period the Company may make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends and the Board may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not ended.

The authority given to the directors at last year's AGM to allot ordinary shares or grant rights to subscribe for or convert any security into such shares will expire at the end of this year's AGM. Accordingly, resolution 19 seeks shareholders' approval to renew this authority.

The directors may use the authorities sought under resolution 19 to allot ordinary shares following the exercise of options and awards under the Company's share schemes. Otherwise, the authorities will also give the directors flexibility to issue shares where they believe it is in the interests of shareholders to do so.

Paragraph (A) of resolution 19 asks for a new authority to be given to allow the directors to allot shares or grant rights to subscribe for or convert any security into shares representing approximately 20 per cent of the Company's issued ordinary share capital as at 26 March 2024, the latest practicable date prior to the publication of this document. The Hong Kong Listing Rules do not permit the directors to allot, on a non-pre-emptive basis, shares or rights to shares that would represent more than 20 per cent of the issued ordinary share capital as at the date on which the resolution granting them a general authority to allot is passed.

Paragraph (B) of resolution 19 would give the directors authority to make allotments by way of a share dividend (scrip), which, when aggregated with any allotments made under paragraph (A), do not exceed an amount equal to approximately one-third of the total issued ordinary share capital of the Company as at 26 March 2024, the latest practicable date prior to the publication of this document.

Paragraph (C) of resolution 19 would give the directors authority to allot shares or grant rights to subscribe for or convert any security into shares in connection with a rights issue in favour of ordinary shareholders up to approximately two-thirds of the issued ordinary share capital of the Company as at 26 March 2024, the latest practicable date prior to the publication of this document.

The resolution provides that the maximum number of shares which can be allotted under each of paragraph (A), (B) and (C) is adjusted to ensure that the total amount of allotments which may be made under paragraphs (A) and (B) does not exceed approximately one-third of the total issued ordinary share capital of the Company and the total amount of allotments which may be made under paragraphs (A), (B) and (C) does not exceed approximately two-thirds of the total issued ordinary share capital of the Company.

The directors are aware of the latest Investment Association Share Capital Management Guidelines published in February 2023, which update the previous guidance to incorporate all fully pre-emptive offers, not just fully pre-emptive rights issues, in respect of the authority to allot a further one third of the issued shared capital of the Company. The directors have decided that they will continue to limit paragraph (C) of the

allotment authority to rights issues this year in line with past practice, but will keep emerging market practice under review. The directors consider the current limitation to rights issues provides sufficient flexibility to the Company for present purposes.

Under Rule 7.19A(1) of the Hong Kong Listing Rules, if a proposed rights issue would increase either the number of issued shares or the market capitalisation of the Company by more than 50 per cent (on its own or when aggregated with any other rights issues or open offers announced or commenced within the previous 12 months), then the issue must be made conditional on approval by minority shareholders in a general meeting by a resolution on which the directors (excluding independent non-executive directors) and their associates must abstain from voting. However, the Hong Kong Stock Exchange has granted a waiver to the Company from strict compliance with the above requirements in order to place the Company on an equal footing with other UK listed companies. The waiver has been granted on the basis that:

- (A) the directors (excluding independent non-executive directors) and their associates would abstain from voting on the relevant resolution in their capacity as shareholders at the AGM; and
- (B) if the Company were to do a further rights issue, the Company would not need to obtain further minority shareholder approval under Rule 7.19A(1) of the Hong Kong Listing Rules provided that:
 - (i) the market capitalisation of the Company will not increase by more than 50 per cent as a result of the proposed rights issue; and
 - (ii) the votes of any new directors appointed to the Board since the AGM would not have made a difference to the outcome of the relevant resolution at the AGM if they had been shareholders at the time and they had in fact abstained from voting.

Under the Hong Kong Listing Rules the directors are required to seek authority from shareholders to allot shares and grant rights to subscribe for or convert any security into shares pursuant to any share scheme of the Company or any of its subsidiaries or subsidiary undertakings. Paragraph (D) of resolution 19 seeks such authority.

As at the date of this document, no shares are held by the Company in treasury.

The authorities sought in paragraphs (A), (B), (C) and (D) of resolution 19 will expire at the end of next year's AGM (or, if earlier, at the close of business on 9 August 2025).

20. That the authority granted to the Board to allot shares or grant rights to subscribe for or convert securities into shares up to a nominal amount of US\$261,582,895.50 pursuant to paragraph (A) of resolution 19 be extended by the addition of such number of ordinary shares of US\$0.50 each representing the nominal amount of the Company's share capital repurchased by the Company under the authority granted pursuant to resolution 25, to the extent that such extension would not result in the authority to allot shares or grant rights to subscribe for or convert securities into shares pursuant to resolution 19 exceeding US\$871,942,985.

As permitted by the Hong Kong Listing Rules, resolution 20 seeks to extend the directors' authority to allot shares and grant rights to subscribe for or convert any security into shares

pursuant to paragraph (A) of resolution 19 to include any shares repurchased by the Company under the authority sought by resolution 25.

21. That, in addition to any authority granted pursuant to resolution 19 (if passed), the Board be authorised to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of US\$196,187,171.50 (or 392,374,343 shares), representing approximately 15 per cent of the Company's nominal issued ordinary share capital as at 26 March 2024, in relation to any issue by the Company or any subsidiary or subsidiary undertaking of the Company (together, the Group) of Equity Convertible Additional Tier 1 Securities (ECAT1 Securities) that automatically convert into or are exchanged for ordinary shares in the Company in prescribed circumstances where the Board considers that such an issuance of ECAT1 Securities would be desirable in connection with, or for the purposes of complying with or maintaining compliance with the regulatory capital requirements or targets applicable to the Group from time to time, such authority to expire at the end of next year's AGM (or, if earlier, at the close of business on 9 August 2025) but so that, in the period before the authority ends, the Company may make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or to convert securities into shares to be granted after the authority ends and the Board may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not ended.

The effect of resolution 21 is to give the Board the authority to allot shares and grant rights to subscribe for or to convert any security into ordinary shares in the Company up to an aggregate nominal amount of US\$196,187,171.50 (or 392,374,343 shares), representing approximately 15 per cent of the Company's issued ordinary share capital as at 26 March 2024 (the latest practicable date prior to publication of this document), such authority to be exercised in connection with the issue of ECAT1 Securities. As of the date of this document, no shares are held by the Company in treasury.

Please see Appendix 1 for more information on ECAT1 Securities. This resolution 21 should also be read together with the notes to resolution 24 which relate to the ability of the Company to allot ECAT1 Securities, or shares issued upon conversion or exchange of ECAT1 Securities, without the need to first offer them to existing shareholders.

This authority is in addition to the authority proposed under resolution 19.

The authority sought under resolution 21 is not contemplated by the guidance issued by the Investment Association. The Board may use the authority sought under resolution 21 as it considers desirable from time to time to comply with or maintain compliance with regulatory capital requirements or targets applicable to the Group.

The 15 per cent limit under the authority proposed in resolution 21 relates to any ECAT1 Securities issued by the Company between this AGM and the earlier of 9 August 2025 or the next AGM. Any part of this authority unused by that date will automatically lapse. As at 26 March 2024, the total number of ordinary shares that could be issued following a conversion of outstanding ECAT1 Securities issued by the Company under previous AGM authorities represents around 37 per cent of the Company's nominal issued ordinary share capital.

The authority sought under resolution 21 will expire at the end of next year's AGM (or, if earlier, at the close of business on 9 August 2025).

Special Resolutions

22. That if resolution 19 is passed, the Board be given power to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such power to be limited:

- (A) to the allotment of equity securities and sale of treasury shares for cash in connection with a scrip dividend scheme or similar arrangement implemented in accordance with the Articles of Association of the Company;
- (B) to the allotment of equity securities and sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities under the authorities granted under paragraphs (A) and (C) of resolution 19 (but in the case of the authority granted under paragraph (C) of resolution 19, by way of a rights issue only):
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities, as required by the rights of those securities, or as the Board otherwise considers necessary,

and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

- (C) in the case of the authority granted under paragraph (A) of resolution 19 and/or in the case of any sale of treasury shares, to the allotment (otherwise than under paragraphs (A) and (B) above) of equity securities or sale of treasury shares up to a nominal amount of US\$65,395,723.50,

such power to apply until the end of next year's AGM (or, if earlier, until the close of business on 9 August 2025) but, in each case, during this period the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power ends and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

This resolution would give the directors the authority to allot shares (or sell any shares which the Company elects to hold in treasury) for cash without first offering them to existing shareholders in proportion to their existing shareholdings. This authority would be limited to allotments or sales in connection with a scrip dividend scheme and in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of those securities or as the Board otherwise considers necessary (but in the case of the authority granted pursuant to paragraph (C) of resolution 19

by way of rights issue only), or otherwise up to an aggregate nominal amount of US\$65,395,723.50 (representing 130,791,447 ordinary shares of US\$0.50 each). This aggregate nominal amount represents approximately five per cent of the issued ordinary share capital of the Company as at 26 March 2024, the latest practicable date prior to the publication of this document.

In respect of the authorities sought under resolutions 22, 23 and 24, the directors acknowledge the provisions of the Pre-Emption Group's most recent Statement of Principles published in November 2022 (the 2022 Statement of Principles). However, at this time, the directors consider it appropriate to retain the previous limits of 5 per cent of the issued ordinary share capital of the Company in resolutions 22 and 23 and have not adopted the increased limits of 10 per cent set out in the 2022 Statement of Principles, nor do the resolutions specifically provide for follow-on offers. The directors will continue to keep emerging market practice under review but consider that the limits of 5 per cent provide sufficient flexibility to the Company at present.

Other than for allotments under the Company's share schemes, the directors have no present intention to exercise the powers sought by resolution 22. If the powers sought by resolution 22 are used in relation to a non-pre-emptive offer, the directors confirm their intention to follow the shareholder protections contained in paragraph 1 of Part 2B of the 2022 Statement of Principles. While the resolution does not specifically provide for follow-on offers, where relevant, the directors confirm their intention to follow the expected features of a follow-on offer as set out in paragraph 3 of Part 2B of the 2022 Statement of Principles.

The authorities sought pursuant to resolution 22 will expire at the end of next year's AGM (or, if earlier, at the close of business on 9 August 2025).

23. That, if resolution 19 is passed, the Board be given the power in addition to any power granted under resolution 22, to allot equity securities (as defined in the Companies Act 2006) for cash under the authority granted under paragraph (A) of resolution 19 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such power to be:

- (A) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of US\$65,395,723.50; and**
- (B) used only for the purposes of financing a transaction which the Board determines to be either an acquisition or a specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice or for the purposes of refinancing such a transaction within 12 months of its taking place,**

such power to apply until the end of next year's AGM (or, if earlier, until the close of business on 9 August 2025) but, in each case, during this period the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power ends and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

This resolution is intended to give the Company flexibility to make non-pre-emptive issues of ordinary shares in connection with acquisitions and other capital investments as

contemplated by the 2022 Statement of Principles. The power under this resolution is in addition to that proposed by resolution 22 and would be limited to allotments or sales of an additional five per cent of the issued ordinary share capital of the Company as at 26 March 2024, the latest practicable date prior to publication of this AGM notice. In accordance with the 2022 Statement of Principles, the directors confirm that this authority will only be used in connection with an acquisition or specified capital investment that is announced contemporaneously with the issue, or that has taken place in the preceding 12 month period and is disclosed in the announcement of the issue.

The directors have no present intention to exercise the powers sought by resolution 23. If the powers sought by resolution 23 are used in relation to a non-pre-emptive offer, the directors confirm their intention to follow the shareholder protections contained in paragraph 1 of Part 2B of the 2022 Statement of Principles. While the resolution does not specifically provide for follow-on offers, where relevant, the directors confirm their intention to follow the expected features of a follow-on offer as set out in paragraph 3 of Part 2B of the 2022 Statement of Principles.

The authority sought pursuant to resolution 23 will expire at the end of next year's AGM (or, if earlier, at the close of business on 9 August 2025).

24. That, in addition to the powers granted pursuant to resolutions 22 and 23 (if passed), and if resolution 21 is passed, the Board be given the power to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by resolution 21 as if section 561 of the Companies Act 2006 did not apply, such authority to apply until the end of next year's AGM (or, if earlier, until the close of business on 9 August 2025) but, in each case, during this period the Company may make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or to convert securities into shares to be granted after the authority ends and the Board may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not ended.

The effect of resolution 24 is to give the Board authority to allot ECAT1 Securities, or shares issued upon conversion or exchange of ECAT1 Securities, without first offering them to existing shareholders. This will allow the Company to manage its capital in the most efficient and economic way for the benefit of shareholders.

If passed, resolution 24 will authorise the Board to allot shares and grant rights to subscribe for or to convert any security into shares in the Company on a non-pre-emptive basis up to an aggregate nominal amount of US\$196,187,171.50 (or 392,374,343 shares), representing approximately 15 per cent of the Company's issued ordinary share capital as at 26 March 2024 (the latest practicable date prior to publication of this document), such authority to be exercised in connection with the issue of ECAT1 Securities.

Should a Trigger Event occur (please see Appendix 1 for more information on ECAT1 Securities and their Trigger Events) the ECAT1 Securities will convert into or be exchanged for shares in the Company. The Board may or may not give shareholders the opportunity to purchase the ordinary shares created on conversion or exchange of any ECAT1 Securities on a pro rata basis, where practicable and subject to applicable laws and regulations, such decision to be made on a transaction by transaction basis.

The authority sought under resolution 24 will expire at the end of next year's AGM (or, if earlier, at the close of business on 9 August 2025).

Purchase of own Ordinary Shares or Preference Shares

25. That the Company be authorised for the purposes of section 701 of the Companies Act 2006 to make market purchases (as defined in the Companies Act 2006) of its ordinary shares of US\$0.50 each provided that:

- (A) the Company does not purchase more than 261,582,895 shares under this authority;**
- (B) the Company does not pay less for each share (before expenses) than the nominal value of the share; and**
- (C) the Company does not pay more for each share (before expenses) than the higher of (i) five per cent over the average of the middle market prices of the ordinary shares according to the Daily Official List of the London Stock Exchange for the five business days immediately before the date on which the Company agrees to buy the shares and (ii) the higher of the price of the last independent trade and the highest current independent purchase bid on the trading venue where the purchase is carried out (including when the shares are traded on different trading venues),**

such authority to apply until the end of next year's AGM (or, if earlier, until the close of business on 9 August 2025) but during this period the Company may agree to purchase shares where the purchase may not be completed (fully or partly) until after the authority ends and the Company may make a purchase of ordinary shares in accordance with any such agreement as if the authority had not ended. For the purposes of determining compliance with the conditions in paragraphs (B) and (C), the nominal value of the share or the relevant price (respectively) shall, if necessary, be converted into the currency in which the purchase is to be made, calculated by reference to the spot rate of exchange between the currency of the nominal value or of the price (as applicable) and the currency in which the purchase is to be made, as displayed on the appropriate page of the Bloomberg screen (or on the appropriate page of such other information service which publishes that rate from time to time) at or around 11.00am UK time on the business day before the day the Company agrees to buy such share.

The effect of this resolution is to renew the authority granted to the Company to purchase its own shares up to a maximum of 261,582,895 ordinary shares until next year's AGM (or, if earlier, until the close of business on 9 August 2025) at, or between, the minimum and maximum prices specified in this resolution. This is approximately 10 per cent of the Company's issued ordinary share capital as at 26 March 2024 (the latest practicable date prior to the publication of this document). No repurchases of shares will be conducted on the Hong Kong Stock Exchange.

The Company renewed its general authority to purchase its own shares at the 2023 AGM (the 2023 Authority) and announced on 26 February 2024 the intention to commence buying-back ordinary shares of US\$0.50 each for a value of up to US\$1,000,000,000 (the 2024 Buy-Back). The purpose of the 2024 Buy-Back is to reduce the outstanding ordinary shares. Purchases of shares pursuant to the 2024 Buy-Back commenced on 27 February 2024 and will end no later than 23 August 2024. The maximum number of shares that can be purchased under the 2024 Buy-Back is 250,000,000 shares. As

at 26 March 2024 (the latest practicable date prior to the publication of this document), the Company had purchased 49,227,606 shares pursuant to the 2024 Buy-Back under the 2023 Authority. If this resolution is passed, share purchases made pursuant to the 2024 Buy-Back from the date of this AGM will be made under the authority sought under this resolution.

The directors believe that it is in the best interests of the Company and all of its shareholders to have a general authority for the Company to buy back its ordinary shares in the market. Other than pursuant to the 2024 Buy-Back, the directors intend to keep under review the potential to purchase ordinary shares. Purchases will only be made if the directors consider that the purchase would be for the benefit of the Company and of its shareholders generally, taking into account relevant factors and circumstances at that time, for example the effect on earnings per share. The Companies Act 2006 permits the Company to hold any such bought back shares in treasury as an alternative to cancelling them immediately. If the Company purchases any of its ordinary shares and holds them in treasury, the Company may sell these shares (or any of them) for cash, transfer these shares (or any of them) for the purposes of or pursuant to an employee share scheme, cancel these shares (or any of them) or continue to hold them in treasury. Holding such shares in treasury gives the Company the ability to reissue them quickly and cost effectively and provides additional flexibility in the management of the Company's capital base. No dividends will be paid on, and no voting rights will be exercised in respect of, shares held in treasury. The directors intend to decide whether to cancel shares purchased pursuant to this authority or hold them in treasury based on the interests of the Company and shareholders as a whole at the relevant time.

The total number of conditional rights and options (whether discretionary or otherwise) to subscribe for ordinary shares outstanding at 26 March 2024, the latest practicable date prior to the publication of this document, was 79,399,182 which represented 3.04 per cent of the issued ordinary share capital at that date. As at 26 March 2024, the latest practicable date prior to the publication of this document, there were no warrants over ordinary shares outstanding. If the Company were to purchase the maximum number of ordinary shares permitted under this resolution and under the remaining 2023 Authority, the proportion of ordinary shares subject to outstanding conditional rights and options (whether discretionary or otherwise) would represent approximately 3.62 per cent of the issued ordinary share capital as at 26 March 2024.

On 16 April 2008, the Hong Kong Stock Exchange formally granted a conditional waiver to the Company in respect of Rule 10.06(5) of the Hong Kong Listing Rules, which provides that any shares repurchased by the Company must be automatically cancelled. Such waiver allows the Company, following any repurchase of shares, to elect to hold its own shares in treasury as opposed to automatically having to cancel those shares. This waiver is subject to certain conditions, including compliance by the Company with all applicable laws and regulations in the UK in relation to the holding of shares in treasury. As part of the waiver, the Company has agreed with the Hong Kong Stock Exchange a set of modifications to the Hong Kong Listing Rules necessary to enable the Company to hold treasury shares, a full version of which is available on the Hong Kong Stock Exchange's news website, hkexnews.hk, and the Company's website, sc.com. In accordance with the terms of this waiver, the Company confirms that it complies with the applicable laws and regulations in the UK in relation to the holding of shares in treasury and with the conditions of the waiver in connection with the purchase of own shares and any treasury shares it may hold.

26. That the Company be authorised to make market purchases (as defined in the Companies Act 2006) of up to 15,000 preference shares of US\$5.00 each and up to 195,285,000 preference shares of £1.00 each provided that:

- (A) the Company does not pay less for each share (before expenses) than the nominal value of the share; and**
- (B) the Company does not pay more for each share (before expenses) than 25 per cent above the following:**
 - (i) in respect of the US\$ preference shares, the Composite Bloomberg Bond Trader bid price shown on the relevant Bloomberg page ALLQ for the relevant preference share (or any replacement page which displays that price) at or around 11.00am UK time on the business day before the day on which the Company agrees or (if earlier) publicly announces an offer or invitation to buy such share;**
 - (ii) in respect of the GBP preference shares, the London Stock Exchange bid price shown on the relevant Bloomberg page ALLQ for the relevant preference share (or any replacement page which displays that price) at or around 11.00am UK time on the business day before the day on which the Company agrees or (if earlier) publicly announces an offer or invitation to buy such share;**
 - (iii) in respect of either US\$ or GBP preference shares, where the relevant bid price is not available under (i) or (ii), the highest independent bid price shown on the relevant Bloomberg page ALLQ for the relevant preference share (or any replacement page which displays that price) at or around 11.00am UK time on the business day before the day on which the Company agrees or (if earlier) publicly announces an offer or invitation to buy such share,**

such authority to apply until the end of next year's AGM (or, if earlier, until the close of business on 9 August 2025) but during this period the Company may agree to purchase shares where the purchase may not be completed (fully or partly) until after the authority ends and the Company may make a purchase of shares in accordance with any such agreement as if the authority had not ended. For the purposes of determining compliance with the conditions in paragraphs (A) and (B), the nominal value of the share or the relevant price (respectively) shall, if necessary, be converted into the currency in which the purchase is to be made, calculated by reference to the spot rate of exchange between the currency of the nominal value or of the relevant price (as applicable) and the currency in which the purchase is to be made, as displayed on the appropriate page of the Bloomberg screen (or on the appropriate page of such other information service which publishes that rate from time to time) at or around 11.00am UK time on the business day before the day the Company agrees or (if earlier) publicly announces an offer or invitation to buy such share.

The effect of this resolution is to renew the authority granted to the Company to purchase up to 195,285,000 GBP preference shares and up to 15,000 US\$ preference shares. No

preference shares have been repurchased since the last AGM as at 26 March 2024.

Whilst it is important to have a capital base which is adequate to allow the business to grow in all areas and which appears to offer an appropriate balance between risk and profitability, it is equally important that the Company does not carry excessive amounts of capital and that it uses the most appropriate mix of capital instruments on the balance sheet. Having the authority to buy back all the issued preference shares would provide the Company with further flexibility in managing the capital base. Accordingly, the directors believe that it is in the best interests of the Company and its shareholders as a whole to have the authority sought by this resolution.

The directors intend to keep under review the potential to buy back preference shares, taking into account other investment and funding opportunities.

The authority will be exercised only if the directors believe that to do so would be in the interests of shareholders generally. The directors are seeking this authority in respect of all the preference shares currently in issue to provide the Company with maximum flexibility in this regard. If the Company purchases any of its preference shares, those shares will be cancelled.

Notice Period for General Meetings

27. That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

The notice period required for general meetings of the Company is 21 days unless shareholders approve a shorter notice period, which cannot however be less than 14 clear days (AGMs are still required to be held on at least 21 clear days' notice).

Resolution 27 seeks such approval. The approval will be effective until the Company's next AGM, when it is intended that a similar resolution will be proposed.

Note that, in order to be able to call a general meeting on less than 21 clear days' notice, the Company must make a means of electronic voting available to all shareholders for that meeting. The shorter notice period would not be used routinely for such meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole.

Amendment to Articles of Association

28. That, subject to and conditional upon the passing of the special resolution at the Class Meeting, the articles of association of the Company be amended by deleting Article 62 and replacing it with the following new Article 62 in its place:

“Subject to any special terms as to voting upon which any shares may be issued or may at the relevant time be held and to any other provisions of these articles, members shall be entitled to vote at a general meeting whether on a show of hands or on a poll as provided in the Companies Acts. For this purpose, where a proxy is given discretion as to how to vote on a show of hands, this shall be treated as an instruction by the relevant member to vote in the way in which the proxy elects to exercise that discretion. On a poll every member who is present in person or by proxy shall, subject to any special terms as to voting upon which any shares may be issued or may at the relevant time be held and to any other provisions of these articles, have one vote for every share held.”

The directors are seeking shareholder authority to make this amendment to the Company’s articles of association in order to alter the voting rights attaching to the ordinary shares in the Company such that, on a poll, shareholders will have one vote for every ordinary share held (as opposed to one vote for every four ordinary shares held). This change will be made by amending Article 62 so that members are entitled to one vote for every share held, as opposed to one vote for every US\$2 nominal value of share capital held. Article 62 will remain subject to any special terms as to voting upon which shares have been issued. Since all other classes of shares the Company currently has in issue carry special terms as to voting, only the voting rights attaching to ordinary shares will be affected by the amendment. This amendment is in line with market practice and will simplify administration.

A clean copy of the amended articles (and a copy marked-up to show the difference from the current articles) will be available to view on the National Storage Mechanism <https://data.fca.org.uk/#/nsm/nationalstoragemechanism> and will be available for inspection on the Company’s website at sc.com/agm, at the Company’s registered office, 1 Basinghall Avenue, London EC2V 5DD and at the offices of our Hong Kong advisers, Slaughter and May, 47th Floor, Jardine House, One Connaught Place, Central, Hong Kong from the date of this AGM notice until the conclusion of the Class Meeting. They will be available for inspection upon prior appointment only during normal business hours, Monday to Friday (excluding public holidays). The documents will also be available for inspection at etc.venues St Paul’s, 200 Aldersgate, London EC1A 4HD, on the day of the AGM and Class Meeting from at least 15 minutes before the AGM begins until the conclusion of the Class Meeting, and on the Lumi web-portal during both the AGM and Class Meeting.

By order of the Board



Adrian de Souza

Group Company Secretary, Standard Chartered PLC
1 Basinghall Avenue, London EC2V 5DD

Registered in England and Wales number 966425

8 April 2024

Directors' information

Shirish Apte, David Conner, Jackie Hunt, Diane Jurgens, Robin Lawther, CBE, Maria Ramos, Phil Rivett, David Tang and Dr Linda Yueh, CBE are all independent non-executive directors and therefore have contracts for service in place. All independent non-executive directors' appointments are subject to a three-month notice period which can be served by either party.

As announced on 21 December 2023, Andy Halford stepped down from the Board with effect from 2 January 2024 and was succeeded as Group Chief Financial Officer by Diego De Giorgi on 3 January 2024. As announced on 16 February 2024, Gay Huey Evans retired from the Board with effect from 29 February 2024 and Carlson Tong will retire from the Board with effect from 9 May 2024. Diane Jurgens was appointed to the Board with effect from 1 March 2024.

Bill Winters and Diego De Giorgi have contracts of employment with notice periods of one year and six months, respectively. José Viñals has a contract for services. His appointment is subject to a six-month notice period.

None of the directors standing for election or re-election has any relationship with any other director, member of senior management or substantial or controlling shareholder of the Company.

The biographical information in respect of each of these directors (which can be found on pages 6 to 11 of this AGM notice) complies with the disclosure requirements as set out in the Hong Kong Listing Rules. As such, there are no other matters that need to be brought to the attention of holders of securities of the Company and no other information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Hong Kong Listing Rules.

The interests in the ordinary shares of the Company held by the directors standing for election or re-election as at 26 March 2024, the latest practicable date for determining such information, are set out on page 20. The annual salary/fee for directors (as at 26 March 2024) and additional fees for being a member or chair of a Board Committee are set out below.

Name and Role	Annual Salary / fee	
José Viñals Group Chairman ¹	£1,293,000	
Bill Winters Group Chief Executive ²	£2,517,000	
Diego De Giorgi Group Chief Financial Officer ³	£1,650,000	
Senior Independent Director	£45,000	
Independent Non-Executive Director	£115,000	
Committee	Member fee	Chair fee
Audit	£40,000	£80,000
Culture and Sustainability	£35,000	£70,000
Governance and Nomination	£17,000	Nil
Remuneration	£40,000	£80,000
Board Risk	£40,000	£80,000
Combined US Operations Committee⁴	£20,000	N/A

¹ José Viñals is the Chairman of the Group and receives fees as shown above. He does not receive a fee in respect of his duties as the chair of the Governance and Nomination Committee.

² As of 26 March 2024, Bill Winters received an annual salary as set out above, delivered 50 per cent in cash and 50 per cent in shares. In addition, the executive directors are eligible to receive performance-related compensation.

³ As of 26 March 2024, Diego De Giorgi received an annual salary as set out above, delivered 67 per cent in cash and 33 per cent in shares. In addition, the executive directors are eligible to receive performance-related compensation.

⁴ David Conner receives an additional fee of £20,000 as a member of the Combined US Operations Risk Committee, which is a Committee of the Court of Standard Chartered Bank.

Salary levels for executive directors are reviewed annually by the Remuneration Committee, taking account of any changes to the scope or responsibility of the role, the individual's development in the role, alignment with market-competitive levels, and consideration of the average salary increases made across the Group.

Full details of all directors' compensation, including how salary levels are reviewed and performance-related compensation eligibility, are outlined in the Directors' Remuneration Report found in pages 182 to 216 of the 2023 annual report.

Directors' interests in shares and options

General information

As at 26 March 2024, being the latest practicable date prior to the publication of this document, the directors held the following interests:

	Total beneficial interest in ordinary shares	Total interest in ordinary shares under award	Range of award vesting/exercise periods	Share save exercise price
Shirish Apte	2,000	–	–	–
David Conner	10,000	–	–	–
Diego De Giorgi	70,169	404,062	2027-2031	N/A
Jackie Hunt	2,000	–	–	–
Diane Jurgens	8,888	–	–	–
Robin Lawther, CBE	2,000	–	–	–
Maria Ramos	2,000	–	–	–
Phil Rivett	2,128	–	–	–
David Tang	2,000	–	–	–
Carlson Tong	2,000	–	–	–
José Viñals	45,000	–	–	–
Bill Winters	2,886,342	2,490,001	2024-2031	N/A
Linda Yueh, CBE	2,000	–	–	–

Major interests in shares and voting rights

As at 26 March 2024, being the latest practicable date prior to the publication of this document, Temasek Holdings (Private) Limited is the only shareholder that has an interest of more than 10 per cent in the Company's issued ordinary share capital carrying a right to vote at any general meeting. Information provided to the Company pursuant to the Financial Conduct Authority's (FCA) Disclosure and Transparency Rules (DTRs) is published on a Regulatory Information Service and on the Company's website.

As at 26 March 2024, there have been two changes to the information notified to the Company in accordance with DTR 5, from holders of notifiable interests in the Company's issued share capital as is contained in page 220 of the 2023 annual report. The updated notifiable interests are outlined in the table below:

Notifiable Interests	Indirect ordinary shares (based on voting rights disclosed)	Percentage of capital disclosed	Nature of holding as per disclosure	Date issuer notified
Temasek Holdings (Private) Limited	447,461,831	17.00	Indirect	15 March 2024
Dodge & Cox	130,843,472	4.96	Indirect	14 March 2024

General Information

Receiving cash dividends

For information on the payment of cash dividends, including default currency options, dividend elections and changing your dividend standing instruction, please see sc.com/shareholders.

Please see below key dates for your information:

- Deadline for dividend currency election forms: 23 April 2024
- Deadline for exchange rate calculation on dividend payment: 30 April 2024

Registrar's and branch registrar's details and helpline

If you have any queries relating to the AGM or shareholding, you should contact the relevant registrar for your shareholding:

- UK registered shareholders: our registrar is Computershare Investor Services PLC. All written communications can be sent to them at The Pavilions, Bridgwater Road, Bristol BS99 6ZZ. Telephone: +44 (0)370 702 0138 between 9.00am and 5.00pm (UK time) Monday to Friday, excluding UK public holidays. Please also refer to www.investorcentre.co.uk/contactus.
- Hong Kong registered shareholders: our branch registrar is Computershare Hong Kong Investor Services Limited. All written communications can be sent to them at 17M, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong. Telephone +852 2862 8555. Please also refer to computershare.com/hk/investors

The helplines will not be able to give you any financial advice. If you need financial advice you will need to contact an appropriate independent professional adviser.

The Company does not contact its shareholders to provide recommendation advice, nor does it appoint third parties to do so. As required by law, our shareholder register and branch register are available for public inspection. As the Company cannot control the use of information obtained by persons inspecting the registers, please treat any approaches providing recommendation advice purporting to originate from the Company with caution.

Right to attend the AGM and/or the Class Meeting

If you want to attend the AGM and/or Class Meeting in person or electronically and vote, you must be on the Company's register of members in the UK at 10.00pm UK time on 8 May 2024 or on the Company's branch register of members in Hong Kong at 5.00am Hong Kong time 9 May 2024. This will enable us to determine how many votes you have on a poll. If the AGM or the Class Meeting is adjourned to a time after 10.00pm UK time on 10 May 2024, you must be on the appropriate register of members of the Company 48 hours before the time of the adjourned meeting.

This will also allow us to confirm how many votes you will have on a poll at such a meeting. If we give you notice of an adjourned meeting we will tell you in the notice when you need to be on the register to be able to attend and vote.

Changes to the register of members after the relevant deadline will be disregarded in determining the rights of any person to attend and vote at the AGM and the Class Meeting.

Right to ask questions at the AGM and/or the Class Meeting

Any member attending the AGM and/or the Class Meeting has the right to ask questions. Shareholders attending the meetings electronically may ask questions via the Lumi web-portal or using the telephone facility (for further details please see pages 27 and 28). In addition to asking questions at the AGM and the Class Meeting, you can also submit questions in advance of the meetings in writing (for further details please see page 27). Submitting a question in advance of the AGM or the Class Meeting does not affect your rights as a shareholder to attend the meeting and speak at the AGM and/or the Class Meeting. The Company must cause to be answered any such question relating to the business being dealt with at the meetings but no such answer need be given if (a) to do so would interfere unduly with the preparation for the AGM or the Class Meeting, or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meetings that the question be answered.

Shareholders may follow up on any answers given to a question at the AGM or the Class Meeting by emailing scplc.agm@sc.com. A summary of responses to questions on key themes will be made available after the meetings on our website at sc.com/agm.

Proxy appointments

If you are an ordinary shareholder you may attend, speak and vote in person or electronically at the AGM and the Class Meeting, or appoint one or more proxy(ies) to exercise all or any of your rights to attend and to speak and vote on your behalf at the Company's AGM and the Class Meeting. A shareholder may appoint more than one proxy in relation to the AGM and the Class Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. A proxy may be appointed by any of the following methods:

- Electronic proxy – shareholders on the UK register or Hong Kong branch register of members may appoint a proxy electronically, which is a quicker, simpler and more efficient method of appointment. You can submit your proxy forms electronically. You can then appoint your proxy, on website at www.investorcentre.co.uk/eproxy.

You will need the Control Number, your Shareholder Reference Number (SRN), and Personal Identification Number (PIN), which are stated on the accompanying proxy form or voting instruction form to access the service. Your PIN will expire at 11.00am UK time (6.00pm Hong Kong time) on 8 May 2024 for the AGM and at 12.30pm UK time (7.30pm Hong Kong time) on 8 May 2024 for the Class Meeting. Before you can appoint a

proxy electronically, you will be asked to agree to the terms and conditions for electronic proxy appointment. It is important that you read these terms and conditions carefully as they will govern the electronic appointment of your proxy;

- Completing and returning the enclosed proxy forms to our relevant registrar at the address detailed on page 21. Please note that there is a separate proxy appointment form in respect of the Class Meeting, in addition to the usual AGM proxy appointment form; or
- CREST voting – if you are a shareholder on the UK register and a member of CREST you can use the CREST electronic proxy appointment service (see below).

IMPORTANT: Whichever method you choose, any proxy form or other instrument appointing a proxy, including voting instruction forms for ShareCare members, must be received by the Company's registrar no later than 11.00am UK time on 8 May 2024 (6.00pm Hong Kong time) for the AGM, or no later than 12.30pm UK time on 8 May 2024 (7.30pm Hong Kong time) for the Class Meeting, to be valid.

The Board strongly encourages shareholders to vote on all resolutions at both meetings by completing their proxy forms (or voting instruction forms) to appoint the Chair of the AGM and the Class Meeting to cast their votes as directed (even if you plan to attend the AGM and the Class Meeting electronically). This is to ensure that your vote is counted if you are unable to attend and cast your vote electronically on the day of the AGM and the Class Meeting.

Appointing a proxy in any of the ways outlined above will not prevent shareholders attending and voting at the AGM, or at the Class Meeting, in person or electronically should they wish to do so.

Shareholders (or their appointed proxy) who attend the AGM, or the Class Meeting, in person or electronically will be able to vote on all the resolutions put to the AGM and the Class Meeting. Instructions on how shareholders can exercise their votes whilst attending the AGM and the Class Meeting in person or electronically are set out on pages 27 to 29.

Voting through ShareCare

For shareholders on the UK register: If you hold your shares in ShareCare, you may submit your voting instruction electronically in the same way as set out above for the electronic appointment of proxies using the Control Number, your ShareCare Number and PIN (both of which are stated on the accompanying voting instruction form), or you can complete and return the enclosed voting instruction form to our UK registrar to the address on page 21. Your PIN will expire at 11.00am UK time on 8 May 2024 for the AGM and at 12.30pm UK time (7.30pm Hong Kong time) on 8 May 2024 for the Class Meeting. Whichever method you choose, any voting instruction form or other instrument appointing a proxy must be received by our registrar no later than 11.00am UK time on 8 May 2024 for the AGM, or no later than 12.30pm UK time on 8 May 2024 for the Class Meeting, to be valid.

CREST Electronic proxy voting

For shareholders on the UK register: If you are a CREST member and wish to appoint a proxy or proxies using the CREST electronic proxy appointment service, you may do so by following the procedures described in the CREST manual (available at euroclear.com/site/public/EUI). If you are a CREST Personal Member or other CREST sponsored member or a CREST member who has appointed a voting service provider, you should refer to your CREST sponsor or voting

service provider, who will be able to take the appropriate action on your behalf.

In order for your proxy appointment using CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for these instructions, as described in the CREST manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by our agent (ID 3RA50) by 11.00am UK time on 8 May 2024 for the AGM or by 12.30pm UK time on 8 May 2024 for the Class Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which our agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers, should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that their CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001, which regulates instructions containing incorrect information and instructions that are improperly sent.

Nominated persons

Any person to whom this document is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a 'Nominated Person') may, under an agreement between him/her and the shareholder by whom s/he was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM and for the Class Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, s/he may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.

The statements under the paragraphs headed 'Proxy appointments' do not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by ordinary shareholders (or by proxy(ies) appointed to act on their behalf) at a general meeting or at a class meeting of the Company.

Corporate representatives

Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

If a corporation intends to appoint one or more corporate representatives please contact Computershare on either #UKCSBRS.ExternalProxyQueries@computershare.co.uk for UK corporations or sc.proxy@computershare.com.hk for Hong Kong corporations.

Poll voting procedure

The Company will call a poll on all resolutions at the AGM and at the Class Meeting respectively. This allows the votes of both shareholders who have lodged proxies and shareholders who attend the meeting in person or electronically to be taken into account. Voting will take place via two personalised poll cards, given on the date of the AGM and the Class Meeting to all those entitled to vote who attend the AGM and the Class Meeting in person, and the Lumi web-portal once the Chair of the AGM and the Class Meeting formally declares the poll open.

Further information on the electronic voting process can be found on page 28. All the votes made in person and via the Lumi web-portal will be counted and added to those received by proxy. If you have already voted by proxy you will still be able to vote in person or by using the Lumi web-portal and your vote on the day will replace your proxy vote lodged previously.

On a poll, every ordinary shareholder present in person or by proxy has one vote for every US\$2.00 nominal value of ordinary shares held. The nominal value of each ordinary share being US\$0.50 means that a member needs to hold four ordinary shares to register one vote on a poll. As at 26 March 2024 (being the latest practicable date prior to the publication of this document), the Company had 2,615,828,955 ordinary shares of US\$0.50 each in issue, none of which were held in treasury. The ordinary shares carry in aggregate 653,957,238 voting rights on a poll.

The results of the poll for each meeting will be announced to the London Stock Exchange, the Stock Exchange of Hong Kong Limited, and will appear during the afternoon on 10 May 2024 on our website at sc.com/en/investors/stock-exchange-announcements.

Following a poll vote, any shareholder who has voted on the poll is entitled under section 360BA of the Companies Act 2006 to request from the Company information which will allow them to determine whether their vote was validly recorded and counted.

Audit statement

Under section 527 of the Companies Act 2006, members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.

Website

A copy of the AGM notice, Class Meeting notice, and other information required by section 311A of the Companies Act 2006, can be found at sc.com/agm.

Electronic communication

You may not use any electronic address provided in either this AGM notice, Class Meeting notice or any related documents (including the proxy forms) to communicate with the Company for any purposes other than those expressly stated.

Inspection of documents

The following documents will be available for inspection at 1 Basinghall Avenue, London, EC2V 5DD and at the offices of our Hong Kong legal advisers, Slaughter and May, 47th Floor, Jardine House, One Connaught Place, Central, Hong Kong from the date of this document until the end of the meetings during normal business hours (excluding public holidays):

- copies of the executive directors' contracts of employment
- copies of the Group Chairman's and independent non-executive directors' contracts for service
- copies of the directors' Deeds of Indemnity
- a copy of the current articles of association of the Company
- a clean copy of the amended articles and a copy marked up to show changes to the current articles of association.

These documents will also be available at the physical place of the meetings for at least 15 minutes before, and during, the meetings.

A copy of this document, the 2023 annual report, the current articles of association of the Company, a clean copy of the amended articles and a copy marked up to show changes to the current articles of association will also be available on the Lumi web-portal on the day of the meetings.

Once you have completed authentication, the 'Documents' icon will be viewable in the navigation bar at the top of your screen. Please click this icon for a list of all available documents. Documents will open within the platform but will not interrupt the broadcast of the meetings.

A clean copy of the amended articles and a copy marked up to show the changes to the current articles of association will also be available to view on the National Storage Mechanism <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

Translation

In the case of any conflict between any translation and this English text, this English text shall prevail.

Recording

A full recording of the AGM and the Class Meeting will not be made available. However, recordings of certain statements made at the AGM will be available on our website at sc.com/agm.

Data processing

Attendees are reminded that their personal data may be processed for the purposes of the AGM and the Class Meeting. Further information can be found in the privacy policy at sc.com/en/privacy-policy.

Preference shareholders

Only ordinary shareholders may attend, speak and vote at the AGM and the Class Meeting. This document is sent to holders of preference shares for information only.

As at the date of this document, the Board of directors of the Company comprises:

Group Chairman: José María Viñals Iñiguez

Executive directors: William Thomas Winters and Diego De Giorgi.

Independent non-executive directors: Shirish Moreshwar Apte, David Philbrick Conner, Jacqueline Hunt, Diane Enberg Jurgens, Robin Ann Lawther, CBE, Maria da Conceicao das Neves Calha Ramos (Senior Independent Director), Philip George Rivett, David Tang, Carlson Tong and Linda Yi-chuang Yueh, CBE.

Appendix 1: ECAT 1 Securities

Equity Convertible Additional Tier 1 Securities

The Company must meet minimum regulatory capital requirements applicable to it in the jurisdictions in which it operates.

Under the UK Capital Requirements Regulation (CRR), the Company must hold a minimum amount of Tier 1 capital, calculated as a specified percentage of its Risk Weighted Assets on a consolidated basis. To maintain an efficient capital structure under prudential regulatory requirements, the Company can choose to meet part of that minimum requirement by issuing Additional Tier 1 instruments (AT1 Securities) instead of Common Equity Tier 1 capital (CET1).

In order for securities to qualify as Tier 1 capital, the terms and conditions of the AT1 Securities must contain a provision under which, on the occurrence of a Trigger Event (which is the breach of a pre-determined CET1 capital ratio specified in those terms and conditions) the CET1 principal amount of the AT1 Securities is either written down or converted into CET1, as also specified in those terms and conditions. Under the CRR, AT1 Securities must convert to equity or be written down when the issuer's CET1 ratio is below 5.125 per cent; in practice, for UK issuers, the Prudential Regulation Authority (PRA) currently requires this CET1 ratio trigger to be set at 7% or higher.

The Company will take into account various factors when deciding whether to issue AT1 Securities, including the capital position of the Company at the time, the applicable regulatory capital requirements and its view of the likely capital requirements in the longer term. The timing and terms of issuance of AT1 Securities will be determined by the company (in accordance with any applicable regulatory requirements) and, where appropriate, in consultation with the PRA.

The flexibility to issue AT1 Securities enables the Company to achieve diversification and efficiency in its capital base.

Shareholder approval is being sought in resolutions 21 and 24 to authorise the issue of AT1 Securities which convert into ordinary shares on the occurrence of a Trigger Event (Equity Convertible Additional Tier 1 Securities or ECAT1 Securities) and/or shares to be issued on conversion or exchange of those ECAT1 Securities.

Why is the Company seeking a specific mandate to issue ECAT1 Securities?

The Company is seeking a specific mandate to enable it to issue ECAT1 Securities and the mandate would be used for that sole purpose (i.e. the Company could not use this specific mandate to issue new shares for any other purpose). The general mandate under resolution 19 may be used by the Company to issue new shares at any time on a non-pre-emptive basis, subject to the limits under that resolution and restrictions under the UK and Hong Kong Listing Rules and Investment Association guidelines. The specific mandate for ECAT1 Securities will provide greater flexibility for the Company in allowing it to maintain a general mandate for other purposes (e.g. issuing consideration shares). By the same token, the general mandate under resolution 19 would not be used in connection with the issue of ECAT1 Securities.

The Company believes it would not be practical to obtain a specific mandate from shareholders to issue ECAT1 Securities only when the need arises, primarily due to the time it would take to prepare the relevant circular to shareholders, obtain pre-clearance for the circular from the authorities, and then print and dispatch the relevant circular to shareholders convening the general meeting to seek shareholder approval. Having a pre-approved mandate will enable the Company to act on a timely basis to satisfy the capital

requirements when market conditions are conducive to successfully launching the issue.

What steps can the Company take before or on a Trigger Event?

In advance of and on a Trigger Event the Company's management can be expected to take certain actions:

- i) Recovery Planning – the Company is required by its regulators to develop and maintain a Recovery Plan to be implemented in the event of financial stress. Should the Company's capital ratios fall by levels specified in the Recovery Plan, the Company is likely to be required to implement those planned recovery actions to improve its capital position (e.g. by reducing Risk Weighted Assets and/or through a rights issue of ordinary shares or an issuance of other eligible capital instruments) in advance of a Trigger Event. Were a rights issue to be launched, the Company's ordinary shareholders would be offered the opportunity to acquire new ordinary shares in proportion to their existing shareholding in the Company (subject to legal, regulatory or practical restrictions).
- ii) Shareholder Participation – despite the recovery actions mentioned above having been taken, the Board may give shareholders the opportunity to purchase the ordinary shares issued on conversion or exchange of any ECAT1 Securities on a pro rata basis, where practicable, as permitted by the terms of the relevant instruments and subject to applicable laws and regulations, at the same price as the holders of the ECAT1 Securities would otherwise have acquired those ordinary shares had they not acquired them by conversion (i.e. at the conversion price described below). This will be determined on a transaction-by-transaction basis and the mechanism for shareholder participation will be written into the terms and conditions of the ECAT1 Securities where applicable.

The circumstances in which a Trigger Event might be expected to occur are currently considered to be remote given the level of capital the Company currently holds in excess of the expected Trigger Event ratio and the recovery actions that it has available to it should such a situation seem likely to arise.

As at 31 December 2023, the Company had US\$34 billion of Common Equity Tier 1 Capital and a Common Equity Tier 1 ratio of 14 per cent. This level of capital is considerably in excess of the expected Trigger Event ratio.

How do ECAT1 Securities provide a more efficient capital structure?

The issuance of ECAT1 Securities allows the Company to increase its Tier 1 capital (up to regulatory eligibility limits) in a tax and capital efficient manner and without diluting its existing shareholder base.

Under the Company's accounting policies, it is expected that the ECAT1 Securities will be recorded as equity securities in the financial statements; however, this will be determined at the time of issuance.

At what price will the ECAT1 Securities be issued?

The pricing mechanism for ECAT1 Securities is similar to other fixed income capital instruments that the Company would issue. The issue price of the ECAT1 Securities will be fixed immediately prior to issuance taking into account prevailing market convention.

At what price will the ECAT1 Securities be converted into or exchanged for ordinary shares?

The terms and conditions of the ECAT1 Securities will specify a Conversion Price or a mechanism for setting a Conversion Price for the ECAT1 Securities. The Conversion Price is the rate at which the ECAT1 Securities will be exchanged for ordinary shares on the occurrence of a Trigger Event. This may be set at a discount to the price of the Company's ordinary shares immediately prior to issuance of the ECAT1 Securities. The extent of the discount will be determined taking into account prevailing market convention.

Will the ECAT1 Securities be redeemable?

Yes. The CRR requires AT1 capital instruments to be perpetual with a minimum of five years before the first optional call date. The ECAT1 Securities will include redemption terms consistent with regulatory requirements and market practice. For example, the terms of the ECAT1 Securities will likely include provisions so that the Company may redeem the ECAT1 Securities (i) after a fixed period of time (minimum five years) upon an interest rate reset date; (ii) in the event of a change in the regulatory classification of the ECAT1 Securities such that they can no longer be included in the Company's Tier 1 capital; or (iii) as a result of a change in the tax treatment of the ECAT1 Securities. In each case, redemption can only take place with the prior consent of the PRA.

How have you calculated the size of the authorities you are seeking?

The size of the authorities reflected in resolutions 21 and 24 has been calculated based on anticipated capital requirements to provide flexibility in capital management.

The resolutions give the Board authority to set the specific terms of the ECAT1 Securities, which may provide for write-down or conversion on the occurrence of a Trigger Event. The authorities sought are set at a level to provide full flexibility to the Company in managing its capital structure efficiently given the uncertainties that remain in both the precise regulatory requirements applicable and the market for this form of capital instrument. The specific mandate will give the Board authority to allot ordinary shares and grant rights to subscribe for or convert any security into ordinary shares in the Company representing up to 15 per cent of the Company's issued ordinary share capital as at 26 March 2024. This limit has been calculated based on internal modelling to provide sufficient flexibility to the Company, taking into account potential fluctuations in the Company's share price, the GBP/ USD exchange rates and inflation in the Group's risk-weighted assets. The two issues of ECAT1 Securities of the Company made pursuant to the 2016 and 2019 Mandates were made at a conversion price discount factor of 10 per cent. The two issues of ECAT1 Securities of the Company made pursuant to the 2020 Mandate, one issue of ECAT1 Securities of the Company made pursuant to the 2021 Mandate, one issue of ECAT1 Securities made pursuant to the 2022 Mandate and one issue of ECAT1 Securities made pursuant to the 2023 Mandate were made at a conversion price equivalent to the then prevailing share price of the Company.

The same approach is currently expected to be followed for future issuances of ECAT 1 Securities under the 2024 Mandate, however, any price discount factor will ultimately depend on the prevailing market conditions at the time of issuance.

Hong Kong Stock Exchange waiver

Under Rule 13.36(1) of the Hong Kong Listing Rules, the directors of a company must obtain the consent of shareholders in a general meeting prior to allotting or issuing shares or securities convertible into shares except as set out under Rule 13.36(2)(b). Rule 13.36(2)(b) of the Hong Kong Listing Rules allows the directors to seek a general mandate from shareholders to allot or issue shares on a non pre-emptive basis. As explained above, the Company is seeking this specific mandate from shareholders in addition to the general mandate under Rule 13.36(2)(b) of the Hong Kong Listing Rules for the sole purpose of issuing ECAT1 Securities. This specific mandate would require a dispensation from Rule 13.36(1) of the Hong Kong Listing Rules. The Company has therefore applied for, and the Hong Kong Stock Exchange has granted, a waiver from compliance with Rule 13.36(1) to allow the directors to seek the authority under resolution 21 and resolution 24 in relation to issuing ECAT1 Securities subject to the limits set out in that resolution.

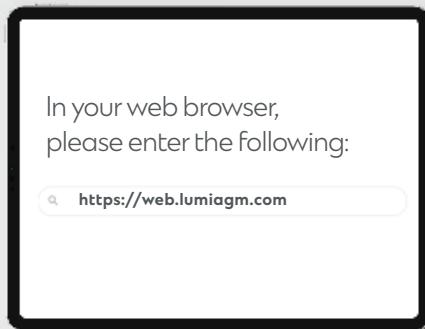
On 26 February 2024 the Hong Kong Stock Exchange granted a waiver of Rule 13.36(1) to the Company to allow it to seek the specific mandate which, if approved by shareholders, would continue in force until:

- i) the end of next year's AGM (or, if earlier, at the close of business on 9 August 2025) at which time it will lapse unless the specific mandate is renewed, either unconditionally or subject to conditions; or
- ii) revoked or varied by ordinary resolution of the shareholders in a general meeting.

Appendix 2: Electronic participation at the AGM and the Class Meeting

Meeting ID: **190-341-684**

Accessing the AGM website



- + This can be done by accessing the website: **https://web.lumiagm.com** shortly before 11.00am UK time (6.00pm Hong Kong time) on the day of the AGM and the Class Meeting.

This link can be accessed online using most well-known internet browsers such as Internet Explorer (not compatible with versions 10 and below), Chrome, Firefox and Safari on a PC, laptop or internet-enabled device such as a tablet or smartphone.

How to log in



On accessing the website, you will be asked to enter a Meeting ID which is **190-341-684**. You will then be prompted to enter your unique **Shareholder Reference Number (SRN)** and **Personal Identification Number (PIN)**. These can be found printed on your accompanying proxy form or voting instruction form.

Please note that, while the meeting begins at 11.00am UK time (6.00pm Hong Kong Time) on the day, your ability to vote will not be enabled until the Chair of the AGM and the Class Meeting formally declares the polls open.

Please see below for details on how to join and attend the meetings electronically.

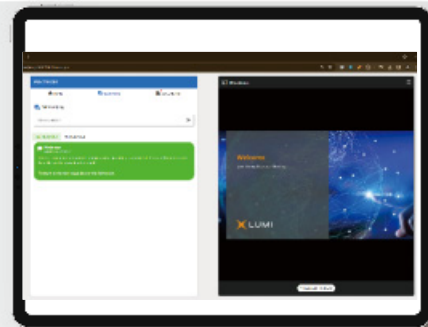


How to ask questions prior to the meetings

We encourage shareholders to submit questions to be addressed at the AGM and the Class Meeting prior to the meetings. You can submit questions in advance of the meetings by sending an email with your question(s) to scplc.agm@sc.com at any time after the publication of this AGM notice.

Submitting a question in advance of the AGM and the Class Meeting does not affect your rights as a shareholder to attend the meeting electronically and speak at the AGM and the Class Meeting.

How to ask questions on the day



If you would like a question to be addressed at the AGM and the Class Meeting, you may do so via the Lumi web-portal either through typing and submitting your question in writing, by using a telephone facility on the day of the AGM and the Class Meeting, or by using Lumi's "request to speak" button.

To submit questions in writing, select the messaging icon from the navigation bar and type your question at the top of the screen. To submit your question, click on the arrow icon to the right of the text box. You will receive a message confirming that your question has been received. Please note that each question is subject to a limit of 1000 characters.

Questions sent via the Lumi web-portal will be moderated before being sent to the Chair of the AGM and the Class Meeting, in line with the approach outlined in the "Right to ask questions at the AGM and the Class Meeting" section on page 21.

To access the telephone facility, details of a phone number will be located within the 'Home Page' on the Lumi web-portal, viewable to shareholders after they have completed authentication and entered the meeting. Once a member has dialled the number and provided their SRN, the member will be placed in a queue. The Chair will be notified and will invite you to speak when ready.

To use Lumi's "request to speak" function, click on the button, located within the broadcast panel of the Lumi platform (at the bottom of the page if the panel is minimised, or the top if viewing full screen). Follow the instructions, once connected the member will be placed in a queue and the Chair will invite you to speak when ready.

Timing – Friday 10 May 2024

10.00am UK time (5.00pm Hong Kong time)

Shareholders may log into the Lumi web-portal, inspect documents that have been uploaded and submit questions in writing.

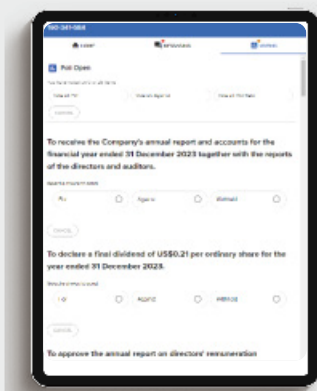
11.00am UK time (6.00pm Hong Kong time)

Online meeting opens, live video broadcast begins and the opportunity to dial into the audio line to ask questions becomes available to participants.

You will be able to vote once the Chair declares the polls open.

After the meetings and polls close, and once collated, the results of the polls will be released to the London Stock Exchange and the Hong Kong Stock Exchange.

How to vote on the day



After the resolutions have been proposed and the Chair has formally declared the polls open, the “voting” icon will appear on the navigation bar. From here, the resolutions and voting choices will be displayed. Please note that in the case of a joint shareholder only the vote of the most senior holder named on the shareholder register present (in person or by proxy) at the meetings electronically (as determined by the order in which the names are listed on the register of members) shall be accepted.

Press or click the option that corresponds with the way in which you wish to vote: “For”, “Against” or “Withheld”.

Please note that there is no submit button. Once you have selected your choice the option will change colour and a confirmation message will appear to indicate that your vote has been cast and received. If you make a mistake or wish to change your voting instruction, simply select your correct choice. If you wish to “cancel” your vote, please press “cancel”. You will be able to do this at any time whilst the polls remain open and before the Chair announces their closure.

If you have already voted by proxy (further details can be found on pages 21 to 22) you will still be able to vote using the Lumi web-portal on the day of the meeting and your vote on the day via the Lumi web-portal will replace your proxy vote lodged previously.

Internet and telephone access

An active internet connection is required at all times in order to access the Lumi web-portal, to allow you to cast your vote when the polls open, submit questions, watch the video cast and make use of the audio line. It is the user’s responsibility to ensure you remain connected for the duration of the meetings. Additionally, telephone access will be required to use the audio line to ask verbal questions.

Whilst calls from the UK are free of charge, calls from some other regions may incur a fee-based toll. For further information, please refer to the ‘Information Page’ on the Lumi web-portal, viewable to shareholders after they have completed authentication and entered the meetings.



Participation by duly appointed proxies and corporate representatives

Following receipt of a valid appointment as a proxy or corporate representative, please contact the Company’s registrar and branch registrar.

- UK registered shareholders: Please contact **Computershare Investor Services PLC** before 8 May 2024 on **+44 (0)370 702 0138** for your SRN and PIN. Lines are open between 9.00am and 5.00pm (UK time) Monday to Friday, excluding UK public holidays.
- Hong Kong registered shareholders: Please contact **Computershare Hong Kong Investor Services Limited** before 8 May 2024 on **+852 2862 8555** for your SRN and PIN. Lines are open between 9.00am and 6.00pm (HK time) Monday to Friday, excluding HK public holidays.



Participation by Nominated Persons

If you are a Nominated Person wishing to attend the meetings electronically, it is important to remember that your main contact in terms of your investment remains the registered shareholder or custodian or broker (each being an Intermediary) who administers the investment on your behalf. They will contact the Company’s registrar, Computershare Investor Services PLC, who will arrange electronic access to the meetings. It is recommended that instructions are sent to your Intermediary as early as possible to allow time for Computershare to process your electronic attendance request. If Computershare is not informed by an Intermediary that a Nominated Person wishes to attend the meetings electronically, Computershare will be unable to assign the Nominated Person with an SRN and PIN required to access the Lumi web-portal. It is your responsibility to direct changes or queries relating to your personal details and holding (including any administration) to your existing contact at your Intermediary.

Participation by non-registered shareholders in Hong Kong

Non-registered shareholders whose shares are held in the Central Clearing and Settlement System on the Hong Kong branch register may also attend the meetings electronically. They should first provide their contact details to their Intermediary. The Intermediary will register those contact details (including your email address) with HKSCC Nominees Limited for further delivery to Computershare Hong Kong Investor Services Limited, who will arrange electronic access to the meetings, including assigning an SRN and PIN to access the Lumi web-portal.

It is recommended that instructions are sent to the Intermediary by the non-registered shareholder as early as possible to allow time for the instructions to be processed.

Appendix 3: In person participation at the AGM and the Class Meeting

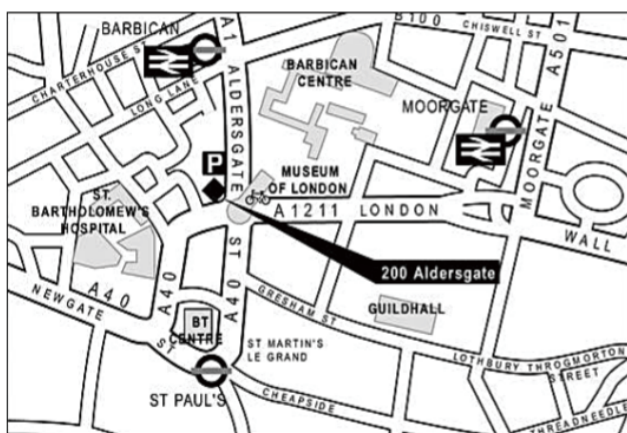
The AGM

The AGM will be held at etc.venues St Paul's, 200 Aldersgate, London EC1A 4HD on Friday 10 May 2024 at 11.00am UK time (6.00pm Hong Kong time).

The Class Meeting

The Class Meeting will be held at etc.venues St Paul's, 200 Aldersgate, London EC1A 4HD on Friday 10 May 2024 at 12.30pm UK time (7.30pm Hong Kong time) (or as soon thereafter as the Annual General Meeting convened for 11.00am UK time (6.00pm Hong Kong time) on the same day and at the same place has been completed or adjourned).

A map showing the location of the venue can be found below.



The AGM will start promptly at 11:00am UK time; you should allow 15 to 20 minutes for security and registration formalities.

Registration

Upon arrival, please go to the registration desks which are clearly positioned. Please bring your shareholder attendance card with you. If you do not have an attendance card, you will need to confirm your name and address details with our registrar prior to admittance.

At the discretion of the Company, a shareholder may bring one guest to the AGM and the Class Meeting.

Security

For your safety, security checks will be carried out on entry to the venue, which may include body searches and examining all hand baggage. Please note that you will be asked to leave large bags in the cloakroom. Use of laptops and recording equipment (including cameras) will not be permitted during the AGM and the Class Meeting. Mobile phones and all other electronic devices should be turned off throughout the AGM and the Class Meeting. Items which may be used for disruptive purposes, such as banners, costumes, leaflets or whistles, are prohibited. You will not be permitted to take liquids into the venue. Any person who refuses to comply with the appropriate security measures in place may be denied entry into the venue.

Please be aware that we do not permit behaviour that may interfere with anyone's security, safety or the good order of the meetings and unacceptable behaviour will be dealt with appropriately. Anyone who does not comply may be removed from the meeting and the premises.

Refreshments

Light refreshments will be available in the reception areas both before the AGM and after the Class Meeting.

Attending the AGM and/or the Class Meeting

All shareholders, proxies and joint shareholders may attend and speak at the AGM and the Class Meeting. However, in the case of a joint shareholder only the vote of the most senior shareholder present (in person or by proxy) at the AGM and the Class Meeting (as determined by the order in which the names are listed on the register of members) shall be accepted. Voting will be conducted on a poll.

Asking questions

If you would like a question or questions to be addressed at the AGM and/or the Class Meeting, we would encourage you to email your question to scplc.agm@sc.com before 11.00am UK time on 10 May 2024. We will endeavour to address any questions raised when the item of business to which the question relates is under consideration at the AGM and the Class Meeting. Any questions submitted that are not relevant to the business of the AGM and the Class Meeting will be forwarded for the attention of an appropriate executive. If you have not submitted a question by this deadline, you will still have the opportunity to ask questions at the AGM and the Class Meeting. If you wish to ask a question, please raise your hand and wait for the Chair of the meeting to invite you to ask your question.

Access

The venue has full wheelchair access. If you are hard of hearing, an induction loop system will be available in the room. Anyone accompanying a shareholder in need of assistance will be admitted to the AGM and the Class Meeting. If any shareholder with a disability has a question regarding attendance, please contact Group Corporate Secretariat at Standard Chartered PLC, 1 Basinghall Avenue, London EC2V 5DD (telephone +44 (0) 20 7885 8888 / email: scplc.agm@sc.com).

First Aid

First aid facilities will be available. Please approach any member of Standard Chartered staff.

Enquiries

Computershare Investor Services maintain the Company's share register. If you have any queries about the AGM, the Class Meeting or about your shareholding, you should contact:

- UK: Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol BS13 8AE Telephone +44 (0)370 702 0138 between 9.00am and 5.00pm UK time, Monday to Friday (excluding UK public holidays).
- HK: Computershare Hong Kong Investor Services Limited at 17M, Hopewell Centre, 183 Queen's Road east, Wan Chai, -Hong Kong Telephone +852 28628555 between 9.00am and 6.00pm HK time, Monday to Friday (excluding HK public holidays).



Notice of Class Meeting of the holders of ordinary shares in the Company

NOTICE IS HEREBY GIVEN that a Class Meeting of the holders of the ordinary shares of US\$0.50 each in the capital of Standard Chartered PLC (the “**Company**”) (the “**Ordinary Shares**”) will be held at etc.venues St Paul’s, 200 Aldersgate, London EC1A 4HD at 12.30pm UK time (7.30pm Hong Kong time) on Friday 10 May 2024 (or as soon thereafter as the Annual General Meeting convened for 11.00 am UK time (6.00pm Hong Kong time) on the same day and at the same place has been completed or adjourned) to consider and, if thought fit, pass the following resolution, which will be proposed as a Special Resolution:

Special Resolution

THAT this Class Meeting of the holders of the Ordinary Shares in the Company hereby sanctions and consents to every variation, alteration, modification or abrogation of the rights, privileges and restrictions attaching to the Ordinary Shares which is or may be involved in or effected by the passing or implementation of resolution 28 as set out in the Notice of Annual General Meeting of the Company amending the Company’s Articles of Association.

Capitalised terms used in this Notice of Class Meeting shall have the same meanings as are given to them in the Company circular dated 8 April 2024 (the “**Circular**”) of which this Notice of Class Meeting forms part, unless the context otherwise requires.

By order of the Board

A handwritten signature in black ink, appearing to read 'Adrian de Souza'.

Adrian de Souza

Group Company Secretary, Standard Chartered PLC
1 Basinghall Avenue, London EC2V 5DD
Registered in England and Wales number 966425

8 April 2024

General Information

Right to attend the Class Meeting

As with the AGM, if you want to attend the Class Meeting in person or electronically and vote, you must be registered in the Company's register of members in the UK as the holder of Ordinary Shares at 10.00pm UK time on 8 May 2024 or in the Company's branch register of members in Hong Kong at 5.00am Hong Kong time on 9 May 2024. For more information, please refer to the section titled "Right to attend the AGM and/or Class Meeting" on page 21 of the Circular.

Right to ask questions at the Class Meeting

As with the AGM, any ordinary shareholder attending the Class Meeting may ask questions. For more information, please refer to the section titled "Right to ask questions at the AGM and Class Meeting" on page 21 of the Circular. This section applies equally to the Class Meeting.

Proxy appointments

If you are an ordinary shareholder you may attend, speak and vote in person or electronically at the Class Meeting or appoint one or more proxy(ies) to exercise all or any of your rights to attend and to speak and vote on your behalf at the Class Meeting. For more information, please refer to the section titled "Proxy Appointments" on pages 21 and 22 of the Circular. This section applies equally to the Class Meeting.

Voting through ShareCare

For UK shareholders: If you hold your shares in ShareCare, you may submit your voting instruction electronically in the same way as set out above for the electronic appointment of proxies. For more information, please refer to the section titled "Voting through ShareCare" on page 22 of the Circular. This section applies equally to the Class Meeting.

CREST Electronic proxy voting

For UK shareholders: If you are a CREST member and wish to appoint a proxy or proxies using the CREST electronic proxy appointment service, you may do so by following the instructions on page 22 of the Circular, under the title "CREST Electronic proxy voting". This section applies equally to the Class Meeting.

Nominated Persons

As with the AGM, any person to whom this document is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a 'Nominated Person') may, under an agreement between him/her and the shareholder by whom s/he was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Class Meeting. For more information, please refer to the section titled "Nominated persons" on page 22 of the Circular. This section applies equally to the Class Meeting.

Corporate representatives

Any corporation which is an ordinary shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as an ordinary shareholder provided that they do not do so in relation to the same shares. To do so, please follow the instructions on pages 22 and 23 of the Circular, under the title "Corporate Representatives". This section applies equally to the Class Meeting.

Poll voting procedure

The Company will call a poll on the resolution at the Class Meeting. This allows the votes of both ordinary shareholders who have lodged proxies and ordinary shareholders who attend the meeting in person or electronically to be taken into account. For more information, please refer to information on page 23 of the Circular, under the title "Poll voting procedure". This section applies equally to the Class Meeting.

Electronic communication

You may not use any electronic address provided in either this Notice or any related documents (including the proxy form) to communicate with the Company for any purposes other than those expressly stated.

Inspection of documents

Details regarding the availability of documents for inspection can be found on page 23 of the Circular, under the title "Inspection of Documents". In addition, a copy of this Notice, the 2023 annual report, the current articles of association of the Company and a copy of the Amended Articles will also be available on the Lumi web-portal on the day of the Class Meeting.

Once you have completed authentication, the 'Documents' icon will be viewable in the navigation bar at the top of your screen. Please click this icon for a list of all available documents. Documents will open within the platform but will not interrupt the broadcast of the Class Meeting.

Translation

In the case of any conflict between any translation and this English text, this English text shall prevail.

Data Processing

Attendees are reminded that their personal data may be processed for the purposes of the Class Meeting. Further information can be found in the privacy policy at sc.com/en/privacy-policy.

Preference Shareholders

Only ordinary shareholders may attend, speak and vote at the Class Meeting. This document is sent to holders of preference shares for information only.

Electronic participation at the Class Meeting

Please refer to pages 27 and 28 of the Circular for information on joining the Class Meeting electronically. This section applies equally to the Class Meeting.

In person participation at the Class Meeting

The Class Meeting will be held at 12.30pm UK time (7.30pm Hong Kong time) on Friday 10 May 2024 (or as soon thereafter as the Annual General Meeting convened for 11.00 am UK time (6.00 pm Hong Kong time) on the same day has been completed or adjourned). Please refer to page 29 of the Circular for information on in-person participation at the Class Meeting.

The Company does not contact its shareholders directly to provide recommendation advice, nor does it appoint third parties to do so. As required by law, our shareholder register is available for public inspection. As the Company cannot control the use of information obtained by persons inspecting the register, please treat any approaches providing recommendation advice purporting to originate from the Company with caution. The Company's shareholder register is administered by Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZZ, UK (for shareholder enquiries, telephone: +44 (0)370 702 0138 or refer to the website: www.investorcentre.co.uk/contactus).

As at the date of this document, the Board of directors of the Company comprises:

Group Chairman: José María Viñals Iñiguez

Executive directors: William Thomas Winters and Diego De Giorgi.

Independent non-executive directors: Shirish Moreshwar Apte, David Philbrick Conner, Jacqueline Hunt, Diane Enberg Jurgens, Robin Ann Lawther, CBE, Maria da Conceicao das Neves Calha Ramos (Senior Independent Director), Philip George Rivett, David Tang, Carlson Tong and Linda Yi-chuang Yueh, CBE.

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Registered Office: 1 Basinghall Avenue, London EC2V 5DD. Telephone +44 (0) 20 7885 8888.

Principal place of business in Hong Kong: 32nd Floor, 4-4A Des Voeux Road, Central, Hong Kong.

Registered in England No. 966425.



Global headquarters

Standard Chartered Group
1 Basinghall Avenue
London, EC2V 5DD
United Kingdom

telephone: +44 (0)20 7885 8888



Digital Notice of Annual General Meeting

sc.com/agm

Shareholder enquiries

ShareCare information
website: <https://www.sc.com/sharecare>
helpline: +44 (0)370 702 0138

ShareGift information
website: ShareGift.org
helpline: +44 (0)20 7930 3737



Registrar information

UK

Computershare Investor Services PLC

The Pavilions
Bridgwater Road
Bristol, BS99 6ZZ
helpline: +44 (0)370 702 0138

Hong Kong

Computershare Hong Kong Investor Services Limited

17M Floor, Hopewell Centre
183 Queen's Road East
Wan Chai
Hong Kong

website: computershare.com/hk/investors



Chinese translation

Computershare Hong Kong Investor Services Limited

17M Floor, Hopewell Centre
183 Queen's Road East
Wan Chai
Hong Kong

Register for electronic communications

website: investorcentre.co.uk



standard
chartered

LSE stock code: STAN.LN
HKSE stock code: 02888