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STANDARD CHARTERED PLC

渣打集團有限公司

(Incorporated as a public limited company in England and Wales with limited liability)

(Registered Number: 966425)

(Stock Code: 02888)

Notice of Annual General Meeting 2024

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

Shareholders will be able to attend the meeting in person or electronically via the Lumi web-portal and will be asked to consider and, if thought fit, pass 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.

References in this announcement 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.

Capitalised terms used in this Notice of AGM shall have the same meanings as are given to them in the Company circular dated 8 April 2024 (the "Circular") unless the context otherwise requires.

Ordinary Resolutions

Accounts, dividend and remuneration report

- 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](https://www.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 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.

Directors' election/re-election

- 4. To elect Diego De Giorgi as an executive director.**
- 5. To elect Diane Jurgens as an independent non-executive director.**
- 6. To re-elect Shirish Apte as an independent non-executive director.**
- 7. To re-elect David Conner as an independent non-executive director.**
- 8. To re-elect Jackie Hunt as an independent non-executive director.**
- 9. To re-elect Robin Lawther, CBE as an independent non-executive director.**
- 10. To re-elect Maria Ramos as an independent non-executive director.**
- 11. To re-elect Phil Rivett as an independent non-executive director.**
- 12. To re-elect David Tang as an independent non-executive director.**
- 13. To re-elect Dr José Viñals as Group Chairman.**
- 14. To re-elect Bill Winters as an executive director.**

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

Appointment of auditor and 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 to the Circular 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 the 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
Standard Chartered PLC
Adrian de Souza
Group Company Secretary**

Hong Kong, 8 April 2024

GENERAL INFORMATION

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:

- 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 10.00 pm UK time on 8 May 2024 or on the Company's branch register of members in Hong Kong at 5.00 am 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 10.00 pm 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 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 of the Circular). 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 of the Circular). 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 11.00 am UK time (6.00 pm Hong Kong time) on 8 May 2024 for the AGM and at 12.30 pm UK time (7.30 pm 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 of the Circular. 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.

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 11.00 am UK time on 8 May 2024 (6.00 pm Hong Kong time) for the AGM, or no later than 12.30 pm UK time on 8 May 2024 (7.30 pm 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 in this document.

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 of the Circular. 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 the Circular), 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.

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 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 announcement, the Board of Directors of Standard Chartered PLC comprises:

Chairman:

José María Viñals Iñiguez

Executive Directors:

William Thomas Winters, CBE 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