

Proxy Form for use at Annual General Meeting



Standard Chartered PLC

I/We, the undersigned, being a member/members of the above Company, appoint the Chairman of the Meeting

(note 1)

as my/our proxy to attend and to vote on my/our behalf at the Annual General Meeting of the Company to be held at 12 noon (London time) (7.00pm Hong Kong time) on Thursday 3 May 2007, and at any adjournment of the Meeting. I/We direct that my/our vote(s) be cast on the specified Resolutions as indicated by an 'X' in the appropriate boxes (note 3).

Resolutions	For	Against	Vote Withheld
1. To receive the report and accounts	☐	☐	☐
2. To declare the final dividend	☐	☐	☐
3. To approve the directors' remuneration report	☐	☐	☐
4. To re-elect Sir CK Chow, a non-executive director retiring by rotation	☐	☐	☐
5. To re-elect Mr J F T Dundas, a non-executive director retiring by rotation*	☐	☐	☐
6. To re-elect Ms R Markland, a non-executive director retiring by rotation**	☐	☐	☐
7. To re-elect Mr R H Meddings, an executive director retiring by rotation	☐	☐	☐
8. To re-elect Mr K S Nargolwala, an executive director retiring by rotation	☐	☐	☐
9. To re-elect Mr P D Skinner, a non-executive director retiring by rotation***	☐	☐	☐
10. To elect Lord Turner, who was appointed as a non-executive director by the Board during the year†	☐	☐	☐
11. To re-appoint the auditor	☐	☐	☐
12. To authorise the directors to set the auditor's fees	☐	☐	☐
13. To authorise the directors to allot shares	☐	☐	☐
14. To extend the authority to allot shares	☐	☐	☐
15. To disapply pre-emption rights§	☐	☐	☐
16. To authorise the Company to buy back its ordinary shares§	☐	☐	☐
17. To authorise the Company to buy back its preference shares§	☐	☐	☐
18. To authorise the Company to make EU political donations under s347C of the Companies Act 1985	☐	☐	☐
19. To authorise Standard Chartered Bank to make EU political donations under s347D of the Companies Act 1985	☐	☐	☐
20. To approve the waiver in respect of the reporting and annual review requirements in respect of Ongoing Banking Transactions with associates of Temasek that the Company has not been able to identify	☐	☐	☐
21. To approve the waiver in respect of the requirement to enter into fixed-term written agreements with Temasek and its associates in respect of Ongoing Banking Transactions	☐	☐	☐
22. (a) To ratify past Ongoing Banking Transactions with Temasek and its associates	☐	☐	☐
(b) To approve future Ongoing Banking Transactions with Temasek and its associates, including the waiver in respect of the requirement to set an annual cap	☐	☐	☐

* Member of audit and risk committee, nomination committee and corporate responsibility and community committee

** Chairman of remuneration committee and a member of audit and risk committee and nomination committee

*** Member of remuneration committee † Member of audit and risk committee and remuneration committee §Special Resolution

Signature (note 2)

Date

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Guidance Notes

- If you wish to appoint a proxy who is **not** the Chairman of the Meeting you must delete the reference "the Chairman of the Meeting" and insert the full name of your proxy in the space provided. This person does not have to be a member of the Company. If no deletion or amendment is made, the Chairman of the Meeting will be deemed appointed as your proxy.
- For your votes to be counted, your Proxy Form must be completed, signed, dated and sent in the reply-paid envelope provided (for use in Hong Kong only), together with any power of attorney or any other authority under which it is signed (or a certified copy thereof), to reach the Company's Registrars, **Computershare Hong Kong Investor Services Limited, Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong no later than 7.00pm (Hong Kong time) on Tuesday 1 May 2007.**
- The choices as to how a member may vote in the event of a poll are: "for" or "against"; alternatively you may wish to withhold your vote. If you decide to withhold your vote, the number of votes that you hold will not be counted towards the total number of votes cast "for" or "against" the Resolution. If you do not indicate a choice, your proxy may exercise his or her discretion as to whether and, if so, how he or she votes on any Resolution and on any amended Resolution or other procedural issue that may arise at the Meeting.
- In the case of joint holders, only the votes of the most senior holder will be accepted. The senior holder is the holder with the name that appears first on the Register of Members.
- If the appointor is a corporation, this proxy form must be executed under its common seal in accordance with its Articles of Association or signed by two duly authorised officers whose authority and capacity should be stated.
- Any alterations to this form should be initialled.
- If you intend to attend and vote at the Annual General Meeting please tick this box ☐ and return your form in the reply-paid envelope provided. If you do not tick the box, you will still be able to attend the Meeting, but you will not be able to vote in person on the day. If you attend the Meeting and have ticked the box, you do not need to cast your votes on this form now. However, if you return this form without voting and do not attend the Meeting, your votes will not be counted.
- The appointment of a proxy does not prevent you from attending the Meeting in person and voting.
- This form is issued only to the addressee(s) and is specific to the class of security and the unique designated account printed hereon. This personalised form is not transferable between different (i) account holders, (ii) classes of security, or (iii) uniquely designated accounts. The Company and Computershare Hong Kong Investor Services Limited accept no liability for any instruction that does not comply with these conditions.
- If there is a question or question(s) you would take to have addressed at the Annual General Meeting on 3 May 2007, please fill in the form on page 39 of the Notice of Annual General Meeting 2007 and return it along with your Proxy Form using the reply-paid envelope (for use in Hong Kong only). We will endeavour to address any questions raised when an item to which it relates is under consideration by the Meeting. Any questions submitted that are not relevant to the business of the Meeting will be forwarded for the attention of an appropriate executive. Submitting a question in this way does not affect your rights as a shareholder to attend and speak at the Meeting.

The directors recommend all shareholders to vote in favour of Resolutions 1 to 19, and all Independent Shareholders to vote in favour of Resolutions 20 to 22, as the directors intend to do so in respect of their own shares, and consider that the Resolutions are in the best interests of the Company and Shareholders as a whole.