

**Company No: 966425**

**RESOLUTIONS OF STANDARD CHARTERED PLC ("THE COMPANY")**

At the Annual General Meeting ("AGM") of the Company duly convened and held at Convene St Paul's, 200 Aldersgate, London EC1A 4HD on 8 May 2025, the following resolutions were duly passed; resolutions 1 to 21 were passed as ordinary resolutions and resolutions 22 to 27 were passed as special resolutions:

**ORDINARY RESOLUTIONS**

1. To receive the Company's annual report and accounts for the financial year ended 31 December 2024 together with the reports of the directors and auditors.
2. To declare a final dividend of US\$0.28 per ordinary share for the year ended 31 December 2024.
3. To approve the annual report on directors' remuneration contained in the Directors' Remuneration Report for the year ended 31 December 2024 as set out on pages 143 to 181 (excluding the directors' renumeration policy set out on pages 164 to 169) of the 2024 annual report and accounts.
4. To approve the directors' remuneration policy contained in the Directors' Remuneration Report for the year ended 31 December 2024 as set out on pages 164 to 169 of the 2024 annual report and accounts.
5. To elect Lincoln Leong as an independent non-executive director.
6. To elect Maria Ramos as Group Chair.
7. To re-elect Shirish Apte as an independent non-executive director.
8. To re-elect Diego De Giorgi as an executive director.
9. To re-elect Jackie Hunt as an independent non-executive director.
10. To re-elect Diane Jurgens as an independent non-executive director.
11. To re-elect Robin Lawther, CBE as an independent non-executive director.
12. To re-elect Phil Rivett as an independent non-executive director.
13. To re-elect David Tang as an independent non-executive director
14. To re-elect Bill Winters as an executive director.
15. To re-elect Dr Linda Yueh, CBE as an independent non-executive director.

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.
17. To authorise the Audit Committee, acting for and on behalf of the Board, to set the remuneration of the auditor.
18. That in accordance with sections 366 and 367 of the Companies Act 2006 (the Act), 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 Act) 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.
19. That the Board be authorised to allot shares (including selling ordinary shares held by the Company as treasury 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\$239,567,385 (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\$399,278,975.50 can be allotted under paragraphs (A) and (B) and no more than US\$798,557,951 can be allotted under paragraphs (A), (B) and (C));
  - (B) up to a nominal amount of US\$399,278,975.50 (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\$399,278,975.50 can be allotted under paragraphs (A) and (B) and no more than US\$798,557,951 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\$798,557,951 (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\$798,557,951 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 7 August 2026) 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.

20. That the authority granted to the Board pursuant to paragraph (A) of resolution 19 be extended by the addition of such number of ordinary shares of US\$0.50 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 a nominal amount US\$798,557,951.
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\$179,675,539 (or 359,351,078 shares), representing approximately 15 per cent of the Company's nominal issued ordinary share capital as at the Latest Practicable Date, 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 7 August 2026) 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.

## **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 (the Act)) 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 Act 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\$59,891,846,

such power to apply until the end of next year's AGM (or, if earlier, until the close of business on 7 August 2026) 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.

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 (the Act)) for cash and/or to sell ordinary shares held by the Company as treasury shares for cash under the authority granted under paragraph (A) of resolution 19 as if section 561 of the Act 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\$59,891,846; and
- (B) used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) 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,

such power to apply until the end of next year's AGM (or, if earlier, until the close of business on 7 August 2026) but, 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.

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 (the Act)) for cash under the authority given by resolution 21 as if section 561 of the Act did not apply, such authority to apply until the end of next year's AGM (or, if earlier, until the close of business on 7 August 2026) 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.
25. That the Company be authorised for the purposes of section 701 of the Companies Act 2006 (the Act) to make market purchases (as defined in the Act) of its ordinary shares of US\$0.50 each provided that:
  - (A) the Company does not purchase more than 239,567,385 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 7 August 2026) 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.

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 7 August 2026) 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.

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



A handwritten signature in blue ink, appearing to read 'John Doe', is placed above a horizontal line. To the right of this line, the word 'Chairman' is printed in a standard font.