

Personal Identification Number

# Form of Proxy – Annual General Meeting to be held on 3 May 2017 (“AGM”)



Cast your Proxy online... **It's fast, easy and secure!**  
[www.eproxyappointment.com/STDH](http://www.eproxyappointment.com/STDH)

You will be asked to enter your Shareholder Reference Number (SRN) and PIN and agree to certain terms and conditions. SRN. **C1234567890** PIN. **1234**

View the Annual Report online: <http://investors.sc.com/en/downloads.cfm>

Register at [www.computershare.com/hk/investors](http://www.computershare.com/hk/investors) - manage your shareholding online, the easy way!



To be effective, all proxy appointments must be lodged with the Company's branch registrars at:

Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong by 28 April 2017 at 6.00pm (Hong Kong time).

**Kindly Note:** This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different (i) account holders or (ii) uniquely designated accounts. Standard Chartered PLC (the Company) and Computershare Hong Kong Investor Services Limited accept no liability for any instruction that does not comply with these conditions.

Please use a **black** pen. Mark with an **X** inside the box as shown in this example.

I/We hereby appoint the Chairman of the Meeting OR the person indicated in the box below

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Please complete this box only if you wish to appoint a third party proxy other than the Chairman.

Please leave this box blank if you want to select the Chairman. Do not insert your own name(s).

as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement on my/our behalf at the AGM of Standard Chartered PLC to be held at **etc.venues, 200 Aldersgate, St Paul's, London, EC1A 4HD on 3 May 2017 at 11:00am London time (6.00pm Hong Kong time)**, and at any adjournment meeting.

\* For the appointment of more than one proxy, please refer to Explanatory Note 3 (see below).

Please mark here to indicate that this proxy appointment is one of multiple appointments being made by the same shareholder.

Ordinary Resolutions	For	Against	Vote Withheld
1. To receive the Company's annual report and accounts for the financial year ended 31 December 2016 together with the reports of the directors and auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the annual report on remuneration for the year ended 31 December 2016.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To elect José Viñals as Chairman.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect Om Bhatt, a non-executive director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect Dr Kurt Campbell, a non-executive director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Dr Louis Cheung, a non-executive director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect David Conner, a non-executive director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-elect Dr Byron Grote, a non-executive director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To re-elect Andy Halford, an executive director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To re-elect Dr Han Seung-soo, KBE, a non-executive director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To re-elect Christine Hodgson, a non-executive director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. To re-elect Gay Huey Evans, OBE, a non-executive director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. To re-elect Naguib Kheraj, a non-executive director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. To re-elect Jasmine Whitbread, a non-executive director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. To re-elect Bill Winters, an executive director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. To re-appoint KPMG LLP as auditor to the Company from the end of the AGM until the end of next year's AGM.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Ordinary Resolutions	For	Against	Vote Withheld
17. To authorise the Board to set the auditor's fees.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18. To authorise the Company and its subsidiaries to make political donations.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
19. To renew the authorisation of the Board to offer a scrip dividend to shareholders.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
20. To authorise the Board to allot shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
21. To extend the authority to allot shares by such number of shares repurchased by the Company under the authority granted pursuant to resolution 26.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
22. To authorise the Board to allot shares and grant rights to subscribe for or to convert any security into shares in relation to any issue of Equity Convertible Additional Tier 1 Securities.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Special Resolutions</b>			
23. To authorise the Board to disapply pre-emption rights in relation to the authority granted pursuant to resolution 20.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
24. In addition to resolution 23, to authorise the Board to disapply pre-emption rights in relation to the authority granted pursuant to resolution 20 for the purposes of acquisitions and other capital investments.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
25. To authorise the Board to disapply pre-emption rights in relation to the authority granted pursuant to resolution 22.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
26. To authorise the Company to purchase its own ordinary shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
27. To authorise the Company to purchase its own preference shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
28. That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

I/We direct that my/our proxy casts my/our vote(s) on the specified resolutions as indicated by a "X" in the appropriate boxes. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

Signature

Date

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In the case of joint shareholders, only one shareholder need sign. In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (eg director, secretary).

**Explanatory Notes:**

- If you wish to attend the Annual General Meeting at etc.venues, 200 Aldersgate, St Paul's, London, EC1A 4HD on 3 May 2017 at 11.00am London time (6.00pm Hong Kong time), please bring with you the separate attendance card found with the AGM information document. You will be asked to produce it to show you have the right to attend and speak or vote at the AGM.
- If you wish to vote at the AGM but are unable to attend in person, you may appoint a proxy to exercise all or any of your rights to attend and to speak and vote on your behalf by completing the Form of Proxy above or by voting online (details below). If you wish to appoint a proxy other than the Chairman, you should enter the name of the proxy into the appropriate space on the Form of Proxy above. If you sign and return the Form of Proxy with no name inserted in the box, the Chairman of the AGM will be deemed to be your proxy. If the proxy is being appointed in relation to part of your holding only, please enter in the box next to the proxy's name the number of shares in relation to which they are authorised to act as your proxy. If this box is left blank they will be authorised in respect of your full voting entitlement.
- You may appoint more than one proxy provided that each proxy is appointed in respect of the rights attached to a different share or shares held by you. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please contact our branch registrar, Computershare Hong Kong Investor Services Limited (2862 8555) to request further Forms of Proxy. Alternatively, you may photocopy this Form of Proxy. Please indicate in the box next to the proxy's name the number of shares in relation to which they are entitled to act as your proxy. Please also indicate by ticking the box at the top of the Form of Proxy if the proxy instruction is one of multiple instructions being given. No proxy may be authorised to exercise votes which any other proxy has been authorised to exercise. All forms must be signed and should be returned together in the same envelope.
- A proxy need not be a member of the Company. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the AGM and are aware of your voting intentions. Appointment of a proxy does not preclude a member from attending the AGM and voting in person.

- The voting options for a member in the event of a poll are 'For' or 'Against'. Alternatively you may wish to withhold your vote. However it should be noted that a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a 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 AGM.
- 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 you have a question you would like to have addressed at the AGM on 3 May 2017, please email it to [scplc.agm@sc.com](mailto:scplc.agm@sc.com). We will endeavour to address any questions raised when an item to which it relates is under consideration by the AGM. Any questions submitted that are not relevant to the business of the AGM 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 AGM.
- To appoint a proxy using the Form of Proxy above, the form and any power of attorney or any other authority (or a copy of such authority certified notariably) under which it is signed must be:
  - completed and signed;
  - sent to Computershare Hong Kong Investor Services Limited using the envelope provided; and
  - received by Computershare Hong Kong Investor Services Limited by 6.00pm (Hong Kong time) on 28 April 2017.
 Corporations are requested to complete this form either by sealing it or by signing under the hand of its attorney or duly authorised officer.