

## STANDARD BANK GROUP LIMITED

Registration number 1969/017128/06

Incorporated in the Republic of South Africa

Website: [www.standardbank.com/reporting](http://www.standardbank.com/reporting)

### SHARE CODES

JSE and A2X share code: SBK

ISIN: ZAE000109815

NSX share code: SNB

SBKP ZAE000038881 (First preference shares)

SBPP ZAE000056339 (Second preference shares)

("Standard Bank Group" or "the Company")

### Results of Annual General Meeting and Retirement of Directors

Standard Bank Group is pleased to advise its shareholders that all the ordinary and special resolutions proposed in the Notice of Annual General Meeting ("**AGM**") and tabled at the Company's AGM held at 10h00 today, Monday 12 June 2023, were passed by the requisite majority of votes cast by shareholders.

As at Friday, 2 June 2023, being the AGM record date ("**Voting Record Date**"), the Standard Bank Group's share capital was as follows:

- the total number of ordinary shares of 10 cents each ("**Ordinary Shares**") in issue was 1 678 564 470, ("**Standard Bank Issued Ordinary Shares**"); and
- the total number of non-redeemable preference shares of 1 cent each ("**Preference Shares**") in issue was 52 982 248, ("**Standard Bank Issued Preference Shares**").

The issued Ordinary and Preference Shares eligible to vote by being present in person or by submitting proxies was as follows:

- 1 366 691 463 Ordinary Shares, being 81% of issued Ordinary Shares ("**Standard Bank Voteable Ordinary Shares**"); and
- 12 856 112 Preference Shares, being 24% of the issued Preference Shares ("**Standard Bank Voteable Preference Shares**").

The voting details with respect to the proposed resolutions were as follows:

#### 1. Ordinary Resolution – Re-election of directors

| Directors                | For (%) | Against (%) | Abstain (%)* | Total Votes   | % of Issued Capital |
|--------------------------|---------|-------------|--------------|---------------|---------------------|
| 1.1 Lwazi Bam            | 94.59%  | 5.41%       | 0.16%        | 1 364 047 931 | 81.26%              |
| 1.2 Ben Kruger           | 95.20%  | 4.80%       | 0.16%        | 1 364 047 568 | 81.26%              |
| 1.3 Jacko Maree          | 95.56%  | 4.44%       | 0.16%        | 1 364 048 831 | 81.26%              |
| 1.4 Nomgando Matyumza    | 99.10%  | 0.90%       | 0.16%        | 1 364 046 606 | 81.26%              |
| 1.5 Nonkululeko Nyembezi | 97.99%  | 2.01%       | 0.16%        | 1 364 005 837 | 81.26%              |

#### 2. Ordinary Resolution – Re-election of Group Audit Committee members

| Audit Committee Members | For (%) | Against (%) | Abstain (%)* | Total Votes   | % of Issued Capital |
|-------------------------|---------|-------------|--------------|---------------|---------------------|
| 2.1 Lwazi Bam           | 94.61%  | 5.39%       | 0.16%        | 1 364 047 931 | 81.26%              |
| 2.2 Trix Kennealy       | 98.25%  | 1.75%       | 0.16%        | 1 364 031 341 | 81.26%              |
| 2.3 Nomgando Matyumza   | 98.91%  | 1.09%       | 0.16%        | 1 364 045 182 | 81.26%              |
| 2.4 Martin Oduor-Otieno | 99.24%  | 0.76%       | 0.16%        | 1 364 030 251 | 81.26%              |

| Audit Committee Members | For (%)                             | Against (%) | Abstain (%)* | Total Votes | % of Issued Capital |
|-------------------------|-------------------------------------|-------------|--------------|-------------|---------------------|
| 2.5 <sup>(1)</sup>      | Resolution withdrawn during the AGM |             |              |             |                     |

### 3. Ordinary Resolution – Re-appointment of external auditors

|               | For (%) | Against (%) | Abstain (%)* | Total Votes   | % of Issued Capital |
|---------------|---------|-------------|--------------|---------------|---------------------|
| 3.1 KPMG Inc. | 94.43%  | 5.57%       | 0.16%        | 1 364 030 041 | 81.26%              |
| 3.2 PwC Inc.  | 92.93%  | 7.07%       | 0.50%        | 1 358 223 751 | 80.92%              |

### 4. Ordinary Resolution – Placing of authorised but unissued ordinary shares under the control of the directors

| For (%) | Against (%) | Abstain (%)* | Total Votes   | % of Issued Capital |
|---------|-------------|--------------|---------------|---------------------|
| 82.52%  | 17.48%      | 0.16%        | 1 364 027 849 | 81.26%              |

### 5. Ordinary Resolution – Placing of authorised but unissued non-redeemable preference shares under the control of the directors

| For (%) | Against (%) | Abstain (%)* | Total Votes   | % of Issued Capital |
|---------|-------------|--------------|---------------|---------------------|
| 97.43%  | 2.57%       | 0.16%        | 1 364 027 969 | 81.26%              |

### 6. Non-binding Resolutions – advisory vote on remuneration policy and remuneration implementation report

|  | For (%) | Against (%) | Abstain (%)* | Total Votes   | % of Issued Capital |
|--|---------|-------------|--------------|---------------|---------------------|
| 6.1 Standard Bank Group's remuneration policy                | 92.44%  | 7.56%       | 0.16%        | 1 363 982 305 | 81.26%              |
| 6.2 Standard Bank Group's remuneration implementation report | 92.19%  | 7.81%       | 0.17%        | 1 363 885 954 | 81.25%              |

### 7. Special Resolution – Approval of non-executive directors' fees

|                                      | For (%) | Against (%) | Abstain (%)* | Total Votes   | % of Issued Capital |
|--------------------------------------|---------|-------------|--------------|---------------|---------------------|
| <b>Standard Bank Group</b>           |         |             |              |               |                     |
| 7.1 Chairman                         | 99.23%  | 0.77%       | 0.16%        | 1 363 934 369 | 81.26%              |
| 7.2 Directors of Standard Bank Group | 99.31%  | 0.69%       | 0.16%        | 1 363 934 368 | 81.26%              |
| 7.3 International Directors          | 97.92%  | 2.08%       | 0.16%        | 1 363 934 368 | 81.26%              |
| <b>7.4 Audit Committee</b>           |         |             |              |               |                     |

|  | For (%) | Against (%) | Abstain (%)* | Total Votes   | % of Issued Capital |
|--|---------|-------------|--------------|---------------|---------------------|
| 7.4.1 Chairman                                     | 99.82%  | 0.18%       | 0.16%        | 1 363 934 368 | 81.26%              |
| 7.4.2 Members                                      | 99.82%  | 0.18%       | 0.16%        | 1 363 934 368 | 81.26%              |
| <b>7.5 Directors' Affairs Committee</b>            |         |             |              |               |                     |
| 7.5.1 Chairman **                                  |         |             |              |               |                     |
| 7.5.2 Members                                      | 99.82%  | 0.18%       | 0.16%        | 1 363 934 368 | 81.26%              |
| <b>7.6 Remuneration Committee</b>                  |         |             |              |               |                     |
| 7.6.1 Chairman                                     | 99.82%  | 0.18%       | 0.16%        | 1 363 934 368 | 81.26%              |
| 7.6.2 Members                                      | 99.75%  | 0.25%       | 0.16%        | 1 363 934 368 | 81.26%              |
| <b>7.7 Risk &amp; Capital Management Committee</b> |         |             |              |               |                     |
| 7.7.1 Chairman                                     | 99.82%  | 0.18%       | 0.16%        | 1 363 935 023 | 81.26%              |
| 7.7.2 Members                                      | 99.82%  | 0.18%       | 0.16%        | 1 363 935 023 | 81.26%              |
| <b>7.8 Social &amp; Ethics Committee</b>           |         |             |              |               |                     |
| 7.8.1 Chairman                                     | 99.82%  | 0.18%       | 0.16%        | 1 363 937 568 | 81.26%              |
| 7.8.2 Members                                      | 99.75%  | 0.25%       | 0.16%        | 1 363 937 568 | 81.26%              |
| <b>7.9 Information Technology Committee</b>        |         |             |              |               |                     |
| 7.9.1 Chairman                                     | 99.82%  | 0.18%       | 0.16%        | 1 363 935 023 | 81.26%              |
| 7.9.2 Members                                      | 99.82%  | 0.18%       | 0.16%        | 1 363 935 023 | 81.26%              |
| <b>7.10 Model Approval Committee</b>               |         |             |              |               |                     |
| 7.10.1 Chairman                                    | 99.82%  | 0.18%       | 0.16%        | 1 363 935 023 | 81.26%              |
| 7.10.2 Members                                     | 99.75%  | 0.25%       | 0.16%        | 1 363 935 023 | 81.26%              |
| <b>7.11 Large Exposure Credit Committee</b>        |         |             |              |               |                     |
| Member   | 99.84%  | 0.16%       | 0.16%        | 1 363 935 023 | 81.26%              |
| <b>7.12 Ad Hoc Committee</b>                       |         |             |              |               |                     |
| Member   | 98.30%  | 1.70%       | 0.16%        | 1 363 935 023 | 81.26%              |

## 8. Special Resolution – General authority to acquire the Company's ordinary shares

| For (%) | Against (%) | Abstain (%)* | Total Votes   | % of Issued Capital |
|---------|-------------|--------------|---------------|---------------------|
| 99.42%  | 0.58%       | 0.20%        | 1 363 355 938 | 81.22%              |

## 9. Special Resolution – General authority to acquire the Company's preference shares

| <b>Total Ordinary Shares voted</b>   |             |              |               |                     |
|--------------------------------------|-------------|--------------|---------------|---------------------|
| For (%)                              | Against (%) | Abstain (%)* | Total Votes   | % of Issued Capital |
| 99.99%                               | 0.01%       | 0.20%        | 1 364 639 849 | 81.22%              |
| <b>Total Preference Shares voted</b> |             |              |               |                     |

| For (%) | Against (%) | Abstain (%)* | Total Votes | % of Issued Capital |
|---------|-------------|--------------|-------------|---------------------|
| 99.74%  | 0.26%       | 0.04%        | 12 825 960  | 24.21%              |

In regard to resolution 9 (special resolution), the holders of Preference Shares were entitled to vote.

#### **10. Special Resolution – Loans or other financial assistance to related or inter-related companies**

| For (%) | Against (%) | Abstain (%)* | Total Votes   | % of Issued Capital |
|---------|-------------|--------------|---------------|---------------------|
| 98.96%  | 1.04%       | 0.16%        | 1 364 028 170 | 81.26%              |

\* Based on the total number of shares in issue.

\*\* Standard Bank's Directors' Affairs Committee chairman fee does not get paid as the committee is chaired by the group chairman who receives a fixed fee.

#### **(1) Withdrawal of Ordinary resolution 2.5 – Re-election of Group Audit Committee member (Atedo Peterside)**

Shareholders are advised, in accordance with the provisions of paragraph 3.59 of the JSE Listings Requirements and paragraph 6.39 of the JSE Debt Listings Requirements, of the following change to the classification and responsibilities of a Director of Standard Bank Group and The Standard Bank of South Africa Limited (SBSA) that will take effect from 23 August 2023.

Atedo Peterside will complete his ninth year in office as a director of the company on 22 August 2023, resulting in his reclassification in terms of the South African Reserve Bank Prudential Authority's Directive as not being independent with effect from 23 August 2023.

Considering his imminent reclassification, the board agreed to withdraw Atedo's nomination as a member standing for re-election for the Group Audit Committee and therefore, resolution 2.5 was withdrawn at the AGM. Accordingly, Atedo Peterside ceased to be a member of the Group and SBSA Audit Committees effective 12 June 2023.

#### **Retirement of Directors**

In compliance with paragraph 3.59 of the Listings Requirements of the JSE Limited and as previously announced on SENS on 25 November 2022, Standard Bank Group confirms that Kgomotso Moroka and John Vice retired as directors at the close of the company's Annual General Meeting held today, Monday, 12 June 2023. The board extends its sincere gratitude to Kgomotso and John for their exemplary leadership and immense contribution during their tenure as non-executive directors and committee chairmen of the company.

Kgomotso Moroka and John Vice also retired from the board of SBSA at the close of its AGM on 25 May 2023.

Johannesburg  
12 June 2023

JSE sponsor  
The Standard Bank of South Africa Limited

Namibian sponsor  
Simonis Storm Securities (Proprietary) Limited