

STANDARD BANK GROUP LIMITED

Registration number 1969/017128/06

Incorporated in the Republic of South Africa

Website: 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)

JSE bond code: SBKI

(“Standard Bank Group” or “the Company”)

Results of Annual General Meeting and Retirement of Director

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 09h00 today, Tuesday 31 May 2022 were passed by the requisite majority of votes cast by shareholders.

As at Friday, 27 May 2022, 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 1 677 957 117, (“**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 (online) or by submitting proxies was as follows:

- 1 355 304 971 Ordinary Shares, being 81% of issued Ordinary Shares (“**Standard Bank Voteable Ordinary Shares**”); and
- 12 961 389 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

	Total Ordinary Shares voted				Ordinary Shares abstained
	For (%) ⁽¹⁾	Against (%) ⁽¹⁾	Number	% ⁽²⁾	
Directors				% ⁽²⁾	% ⁽²⁾
1.1 Geraldine Fraser-Moleketi	99,74	0,26	1 352 265 156	80,59	0,18
1.2 Trix Kennealy	99,76	0,24	1 352 273 044	80,59	0,18
1.3 Li Li	99,49	0,51	1 352 281 176	80,59	0,18
1.4 Martin Oduor-Otieno	99,76	0,24	1 352 281 164	80,59	0,18
1.5 John Vice	99,40	0,60	1 352 281 019	80,59	0,18

2. Re-election of Group Audit Committee (GAC) Members

	Total Ordinary Shares voted				Ordinary Shares abstained
	For (%) ⁽¹⁾	Against (%) ⁽¹⁾	Number	% ⁽²⁾	% ⁽²⁾
Directors					
2.1 Trix Kennealy	99,42	0,58	1 352 281 941	80,59	0,18
2.2 Martin Oduor-Otieno	99,43	0,57	1 352 280 569	80,59	0,18
2.3 John Vice	97,67	2,33	1 352 281 791	80,59	0,18
2.4 Nomgando Matyumza	99,53	0,47	1 352 278 519	80,59	0,18
2.5 Atedo Peterside	98,74	1,26	1 352 282 269	80,59	0,18

3. Ordinary Resolution – Re-appointment of external auditors

	Total Ordinary Shares voted				Ordinary Shares abstained
	For (%) ⁽¹⁾	Against (%) ⁽¹⁾	Number	% ⁽²⁾	% ⁽²⁾
3.1 KPMG Inc.	71,82	28,18	1 352 288 850	80,59	0,18
3.2 PWC Inc.	77,20	22,80	1 352 283 702	80,59	0,18

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

Total Ordinary Shares voted				Ordinary Shares abstained
For (%) ⁽¹⁾	Against (%) ⁽¹⁾	Number	% ⁽²⁾	% ⁽²⁾
88,05	11,95	1 352 275 941	80,59	0,18

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

Total Ordinary Shares voted				Ordinary Shares abstained
For (%) ⁽¹⁾	Against (%) ⁽¹⁾	Number	% ⁽²⁾	% ⁽²⁾
97,89	2,11	1 352 275 824	80,59	0,18

6. Ordinary Resolution – Non-binding advisory vote on remuneration policy and implementation report

	Total Ordinary Shares voted				Ordinary Shares abstained
	For (%) ⁽¹⁾	Against (%) ⁽¹⁾	Number	% ⁽²⁾	% ⁽²⁾
6.1 Standard Bank Group's remuneration policy	75,50	24,50	1 351 512 634	80,55	0,22
6.2 Standard Bank Group's implementation report	75,91	24,09	1 352 244 233	80,59	0,18

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

	Total Ordinary Shares voted				Ordinary Shares abstained
	For (%) ⁽¹⁾	Against (%) ⁽¹⁾	Number	% ⁽²⁾	% ⁽²⁾
7.1 Chairman	98,95	1,05	1 352 187 726	80,59	0,18
7.2 Directors	98,37	1,63	1 352 190 937	80,59	0,18
7.3 International Directors	92,80	7,20	1 352 189 976	80,59	0,18
7.4 Audit Committee					
7.4.1 Chairman	99,85	0,15	1 352 190 426	80,59	0,18
7.4.2 Member	95,32	4,68	1 352 190 426	80,59	0,18
7.5 Directors' Affairs Committee					
7.5.1 Chairman	98,24	1,76	1 352 190 329	80,59	0,18
7.5.2 Member	99,85	0,15	1 352 187 885	80,59	0,18
7.6 Remuneration Committee					
7.6.1 Chairman	98,24,	1,76	1 352 189 535	80,59	0,18
7.6.2 Member	95,32	4,68	1 352 241 315	80,59	0,18
7.7 Risk and Capital Management Committee					
7.7.1 Chairman	99,88	0,12	1 352 189 052	80,59	0,18
7.7.2 Member	95,35	4,65	1 352 188 002	80,59	0,18
7.8 Social and Ethics Committee					
7.8.1 Chairman	98,27	1,73	1 352 191 580	80,59	0,18

	Total Ordinary Shares voted				Ordinary Shares abstained
	For (%) ⁽¹⁾	Against (%) ⁽¹⁾	Number	% ⁽²⁾	% ⁽²⁾
7.8.2 Member	95,37	4,63	1 352 191 702	80,59	0,18
7.9 Engineering Committee					
7.9.1 Chairman	98,25	1,75	1 352 189 014	80,59	0,18
7.9.2 Member	95,23	4,77	1 327 497 305	79,11	1,66
7.10 Model Approval Committee					
7.10.1 Chairman	98,56	1,44	1 352 189 497	80,59	0,18
7.10.2 Member	95,32	4,68	1 352 189 497	80,59	0,18
7.11 Large Exposure Credit Committee	99,82	0,18	1 352 186 352	80,59	0,18
7.12 Ad Hoc Committee	99,10	0,90	1 352 188 464	80,59	0,18

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

Total Ordinary Shares voted				Ordinary Shares abstained
For (%) ⁽¹⁾	Against (%) ⁽¹⁾	Number	% ⁽²⁾	% ⁽²⁾
98,81	1,19	1 351 578 860	80,55	0,22

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

Total Ordinary Shares voted				Ordinary Shares abstained
For (%) ⁽¹⁾	Against (%) ⁽¹⁾	Number	% ⁽²⁾	% ⁽²⁾
99,42	0,58	1 325 294 604	80,59	0,22
Total Preference Shares voted				Preference Shares abstained
For (%) ⁽³⁾	Against (%) ⁽³⁾	Number	% ⁽⁴⁾	% ⁽⁴⁾
99,61	0,39	12 450 770	23,50	0,31

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

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

Total Ordinary Shares voted				Ordinary Shares abstained
For (%) ⁽¹⁾	Against (%) ⁽¹⁾	Number	% ⁽²⁾	% ⁽²⁾
98,92	1,08	1 352 268 299	80,59	0,18

11. Non-binding advisory resolution requisitioned by Aeon Investment Management and Just Share NPC

	Total Ordinary Shares voted				Ordinary Shares abstained
	For (%) ⁽¹⁾	Against (%) ⁽¹⁾	Number	% ⁽²⁾	% ⁽²⁾
Directors					
11.1 By 31 March 2023, report on the progress in calculating financed greenhouse gas emissions from exposure to oil and gas	99,75	0,25	1 351 635 578	80,55	0,22
11.2 By 31 March 2024, disclosure of baseline financed greenhouse gas emissions from exposure to oil and gas	99,74	0,26	1 351 636 623	80,55	0,22
11.3 By 31 March 2025 update the Company's Climate Policy to include short-, medium-, and long-term targets for the Company's financed greenhouse gas emissions from oil and gas, aligned with the Paris Agreement	99,74	0,26	1 351 546 149	80,55	0,22

(1) Expressed as a percentage of Standard Bank's voteable Ordinary Shares for the resolution.

(2) Expressed as a percentage of 1 677 957 117 Standard Bank Issued Ordinary Shares.

(3) Expressed as a percentage of Standard Bank's voteable Preference Shares for the resolution.

(4) Expressed as a percentage of 52 982 248 Standard Bank Issued Preference Shares.

RETIREMENT OF A DIRECTOR

In compliance with paragraph 3.59 of the JSE Limited ("JSE") Listings Requirements and paragraph 6.39 of the JSE Debt Listings Requirements and as announced on the Stock Exchange News Service on 31 March

2022, Standard Bank Group advises that Thulani Gcabashe retired as chairman and an independent non-executive director at the close of the company's Annual General Meeting held today, Tuesday, 31 May 2022. The board extends its sincere appreciation to Thulani Gcabashe for his invaluable contribution to the group.

Johannesburg

31 May 2022

Lead sponsor

The Standard Bank of South Africa Limited

Independent Sponsor

JP Morgan Equities South Africa Proprietary Limited

Namibian sponsor

Simonis Storm Securities (Proprietary) Limited