

25 September 2019

Mrs. Esther Manthi
Capital Markets Authority
Embankment Plaza, 3rd Floor
Longonot Road, off Kilimanjaro Avenue, Upperhill
NAIROBI

Dear Sir,

**RE: RESOLUTIONS PASSED AT STANDARD CHARTERED BANK KENYA LIMITED
AGM HELD ON 23 MAY 2019**

The following resolutions were passed at the Standard Chartered Bank Kenya Limited AGM held on 23 May 2019. Apologies for the delay in reporting the same officially:

1. The shareholders received, considered and resolved to approve the Report of the Directors and Statement of Accounts and the Statement of the Financial Position of the Company for the year ended 31 December 2018 with the Auditors' report thereon.
2. The shareholders resolved and approved the payment of one interim dividend of Kshs. 5.00 paid in 29 October 2018 and approved the payment of a final dividend of KShs. 14.00 for each ordinary share of KShs. 5.00 on the issued share capital of the Company in respect of the year ended 31 December 2018. This makes the total dividend payout for the year ended 31 December 2018 KShs. 19.00.

The shareholders resolved and approved the payment of a final dividend of KShs. 84,690,411.00 on the non-redeemable, non-cumulative, non-voting, non-participating and non-convertible preference shares. An interim dividend of KShs. 83,309,589.00 was declared on 22 August 2018 and paid on 29 October 2018.

The dividends are to be payable to shareholders registered on the Company's Register at the close of business 26 April 2019 and will be paid on or after 23 May 2019.

3. The shareholders elected the following Directors:
 - (i) Mr. Patrick Obath by rotation;
 - (ii) Mr. Kariuki Ngari as a casual director; and
 - (iii) Mr. Imtiaz Khan as a casual director.

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Board Audit Committee:

In accordance with provisions of Section 769 of the Companies Act, 2015, the following directors, being members of the Board Audit Committee were elected to continue to serve as members of the said Committee:

- (i) Mr. Les Baillie;
- (ii) Mr. Imtiaz Khan; and
- (iii) Mr. Patrick Obath.

- 4. The shareholders resolved to authorise the Board to fix the Directors' remuneration.
- 5. The shareholders resolved continuance in office of KPMG Kenya as auditors in accordance with Section 721 of the Companies Act, 2015, subject to Section 24(1) of the Banking Act and to authorise the Directors to fix their remuneration.
- 6. The shareholders resolved that in order to synchronise the Articles of Association of the Company with the Companies Act, 2015, and to update the Articles of Association in line with legal and licensing developments, passed a **SPECIAL RESOLUTION** to adopt the new Articles of Association of the Company in place of and to the exclusion of the existing Articles of Association of the Company.
- 7. In accordance with Articles 96 (a) of your Company's Articles of Association, Mrs. Anne Mutahi the Chair, retires by rotation. Being eligible, Mrs. Anne Mutahi does not offer herself for re-election.

Yours faithfully,



Nancy Oginde
Company Secretary

c.c. Mr. Geoffrey Odundo
Managing Director
Nairobi Stock Exchange
The Exchange House
NAIROBI