

Notice and Agenda of the Annual General Meeting To the Members of Standard Chartered Bank Kenya Limited

Notice is hereby given that in accordance with Article 50A of Standard Chartered Bank Kenya Limited's Articles of Association, the thirty fifth Annual General Meeting of the Company will be held via electronic means, on Thursday, 27 May 2021 at 11:00 a.m. when the business set out below will be transacted:

1. Constitution of the Annual General Meeting

The Company Secretary to read the notice of the meeting and determine if a quorum is present.

ORDINARY BUSINESS

2. Annual Report and Financial Statements for the year ended 31 December 2020

To receive, consider and if thought fit, adopt the Annual Report and Financial Statements of the Company for the year ended 31 December 2020, together with the reports of the Directors, Statements of the Chairman and Chief Executive Officer, and the Auditor's report thereon.

3. Dividends

- To approve the payment of a first and final dividend of KShs.10.50 for each ordinary share of KShs.5.00 of the Company in respect of the year ended 31 December 2020.
- To approve the payment of a first and final dividend of KShs. 168,000,000 on the non-redeemable, non-cumulative, non-voting, non-participating and non-convertible preference shares.

The dividends are to be payable to shareholders registered on the Company's Register at the close of business 27 April 2021 and will be paid on or after 27 May 2021. The Register remained closed on 28 April 2021 for the preparation of dividend warrants.

4. Election of Directors

To elect the following Directors:

(a) Directors retiring by rotation:

- Mr. Richard Etemesi, a Director retiring by rotation who being eligible offers himself for re-election in accordance with Article 107(a) of the Company's Articles of Association.
- Mr. David Ong'olo, a Director retiring by rotation who being eligible offers himself for re-election in accordance with Article 107(a) of the Company's Articles of Association.

(b) Appointment of Director:

Ms. Julie Browne being a Director appointed to fill a casual vacancy offers herself for election in accordance with Article 109(a) of the Company's Articles of Association.

(c) Retirement of Directors:

- Mr. Patrick Obath, a director retiring by rotation does not offer himself for election.
- To note the retirement of Mr. Ian Bryden who ceased to be a Director of the Company.

5. Board Audit Committee

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

- Mrs. Kellen Kariuki;
- Mr. Imtiaz Khan; and
- Mr. David Ong'olo.

6. Remuneration of Directors

To approve the Directors' Remuneration Report and the remuneration paid to the Directors for the year ended 31 December 2020 and to authorise the Board to fix the Directors' remuneration for the year 2021.

7. Re-Appointment of Ernst & Young LLP Kenya

To approve the re-appointment of Ernst & Young LLP Kenya as the auditor of the Company in accordance with Section 721 of the Companies Act, 2015, subject to Section 24(1) of the Banking Act.

8. Auditor's Remuneration

To authorise the Directors to fix the remuneration of the Auditor.

9. Any Other Business

To transact any other business of the Annual General Meeting for which notice has been received.

BY ORDER OF THE BOARD

Judy Nyaga

Company Secretary
Standard Chartered Bank Kenya Limited
P.O. Box 30003 - 00100 Nairobi GPO

5 May 2021

NOTES

- In view of the ongoing Coronavirus 2019 (COVID-19) pandemic and the related Public Health Regulations and directives passed by the Government of Kenya precluding inter alia public gatherings, it is impracticable for Standard Chartered Bank Kenya Limited to hold a physical Annual General Meeting (AGM) and has thus called for a virtual AGM as provided for under Article 50A of the Company's Articles of Association.
- Article 50A of the Company's Articles of Association provides that members may, if they think fit, or if the Directors notify them that such is the manner in which any particular meeting would be held, confer or hold a meeting by radio, telephone, closed circuit television, video-conferencing or other electronic, digital or audio/visual communication, or a combination of any of such means ("virtual meeting"). Notwithstanding that the members are not present together in one place at the time of the virtual meeting, a resolution passed by the members constituting a quorum at such a meeting shall be deemed to have been passed at a general meeting held on the day on which and at the time at which the virtual meeting was held. The provisions of these articles relating to proceedings of members apply in so far as they are capable of application mutatis mutandis to such a meeting. Such a general meeting shall be deemed to have been held at the registered office of the Company.
- Shareholders wishing to participate in the meeting should register for the AGM by dialling *483*901# for Safaricom, Airtel and Telkom mobile telephone networks and following the various prompts regarding the registration. In order to complete the registration process, shareholders will need to have their ID/Passport Numbers which were used to purchase their shares and/or their CDSC Account Number at hand. For assistance, shareholders should dial the following helpline number: (+254) 709 170 000 from 9:00 a.m. to 3:00 p.m. from Monday to Friday. Any shareholder outside Kenya should send their request to SCBAGM@image.co.ke.
- Registration for the AGM opens on 5 May 2021 at 9:00 am and will close on Tuesday 25 May 2021 at 11.00 am. Shareholders will not be able to register after 25 May 2021 at 11.00 a.m.
- In accordance with Section 283(2) of the Companies Act, the following documents may be viewed on the Company's website: www.sc.com/ke/investor-relations/ (i) a copy of this Notice and the proxy form; (ii) the Company's audited financial statements for the year 2020.
- Shareholders wishing to raise any questions or clarifications regarding the AGM may do so by: (i) sending their written questions by email to SCBAGM@image.co.ke; or (ii) submitting questions by dialling the USSD Code above and following the prompts; or (iii) to the extent possible, physically delivering their written questions with a return physical address or email address to the registered office of the Company at Standard Chartered@Chiromo, or to Image Registrars Limited offices at 5th floor, Absa Towers (formerly Barclays Plaza), Loita Street, Nairobi; or sending their written questions with a return physical address or email address by registered post to the Company's address at P.O. Box 30003-00100 Nairobi. Shareholders must provide their full details (full names, ID/Passport Number/CDSC Account Number) when submitting their questions and clarifications. All questions and clarifications must reach the Company on or before 25 May 2021 at 11:00 a.m. Following receipt of the questions and clarifications, the Directors of the Company shall provide written responses to the questions received to the return physical, postal or email address provided by the shareholder no later than 12 hours before the start of the general meeting. A full list of all questions received, and the answers thereto will be published on the Company's website not later than 12 hours before the start of the general meeting.
- In accordance with Section 298(1) of the Companies Act, shareholders entitled to attend and vote at the AGM are entitled to appoint a proxy to vote on their behalf. A proxy need not be a member of the Company but if not the Chairman of the AGM, the appointed proxy will need access to a mobile telephone. A proxy form is available on the Company's website via this link: www.sc.com/ke/investor-relations/. Physical copies of the proxy form are also available at the following address: Image Registrars Limited offices, 5th Floor Absa Towers (formerly Barclays Plaza), Loita Street, Nairobi. A proxy form must be signed by the appointor or his attorney duly authorized in writing. If the appointer is a body corporate, the instrument appointing the proxy shall be given under its common seal or under the hand of an officer or duly authorized attorney of such body corporate. A completed form of proxy should be emailed to info@image.co.ke or delivered to Image Registrars Limited, 5th Floor Absa Towers (formerly Barclays Plaza), Loita Street, P.O. Box 9287-00100, Nairobi, so as to be received not later than 25 May 2021 at 11.00 a.m. Any person appointed as a proxy should submit his/her mobile telephone number to the Company no later than 26 May 2021 at 11.00 a.m. Any proxy registration that is rejected will be communicated to the shareholder concerned no later than 25 May 2021 at 11.00 a.m. to allow time to address any issues.
- The AGM will be streamed live via a link which shall be provided to all shareholders who will have registered to participate in the general meeting. Duly registered shareholders and proxies will receive a short message service (SMS/USSD) prompt on their registered mobile numbers, 24 hours prior to the AGM acting as a reminder of the AGM. A second SMS/USSD prompt shall be sent one hour ahead of the AGM, reminding duly registered shareholders and proxies that the AGM will begin in an hour's time and providing a link to the live stream.
- Duly registered shareholders and proxies may follow the proceedings of the AGM using the live stream platform and may access the agenda. Duly registered shareholders and proxies may vote (when prompted by the Chairman) via the USSD prompts.
- Results of the AGM shall be published on the Company website within 24 hours following conclusion of the AGM.
- Shareholders are encouraged to continuously monitor the Company's website: www.sc.com/ke/investor-relations/ for updates relating to the AGM due to the continuous evolving situation with COVID-19 and the Government directives being subject to change. We appreciate the understanding of our shareholders as we navigate the changing business conditions posed by COVID-19.