

**STANDARD CHARTERED BANK KENYA LIMITED
RESOLUTIONS PASSED AT THE 36TH ANNUAL GENERAL MEETING OF THE
COMPANY HELD VIA ELECTRONIC MEANS ON WEDNESDAY 25 MAY 2022
AT 11.00 AM.**

The meeting being quorate, the shareholders resolved as follows:

1. ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

The shareholders received, considered and unanimously **RESOLVED TO ADOPT** the Annual Report and Financial Statements of the Company for the year ended 31 December 2021, together with the reports of the Directors, Statements of the Chairperson and Chief Executive Officer, and the Auditor's report thereon.

2. APPROVAL OF DIVIDENDS

- a) The shareholders **RESOLVED TO CONFIRM** the payment of one interim dividend of KShs 5.00 declared on 15 November 2021 and paid on 29 December 2021 for each ordinary share and **RESOLVED TO APPROVE** 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 2021. This makes the total dividend pay-out for the year ended 31 December 2021 KShs 19.00 per ordinary share. The resolution was approved by a majority of the votes cast.
- b) The shareholders also **RESOLVED TO CONFIRM** the payment of one interim dividend of KShs 83,309,589 declared on 15 November 2021 and paid on 29 December 2021 and **RESOLVED TO APPROVE** payment of a final dividend of KShs 84,690,411 on the non-redeemable, non-cumulative, non-voting, non-participating and non-convertible preference shares. The resolution was approved by a majority of the votes cast.

3. ELECTION OF DIRECTORS

(a) Directors Retiring by Rotation

- (i) The shareholders **RESOLVED TO RE-ELECT** Mrs. Kellen Kariuki as a Director of the Company. The resolution was approved by a majority of the votes cast.
- (ii) The shareholders **RESOLVED TO RE-ELECT** Ms. Julie Browne as a Director of the Company. The resolution was approved by a majority of the votes cast.

(b) Appointment of Directors

- (i) The shareholders **RESOLVED TO ELECT** Mrs. Nivedita Sharma as a Director of the Company. The resolution was approved by a majority of the votes cast.
- (ii) The shareholders **RESOLVED TO ELECT** Mr. Birju Sanghrajka as a Director of the Company. The resolution was approved by a majority of the votes cast.

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(c) Retirement of Directors

- (ii) The shareholders **NOTED** that Mr. Patrick Obath ceased to be a Director of the Company with effect from 30 May 2021.

4. BOARD AUDIT COMMITTEE

In accordance with the provisions of Section 769 of the Companies Act, 2015, the shareholders **RESOLVED TO ELECT** the following Directors to continue serving as members of the Board Audit Committee:

- a) Mr. Imtiaz Khan;
- b) Dr. Catherine Adeya; and
- c) Mrs. Nivedita Sharma.

The resolution was approved by a majority of the votes cast.

5. REMUNERATION OF DIRECTORS

The shareholders **RESOLVED TO APPROVE** the Directors' Remuneration Report and the remuneration paid to the Directors for the year ended 31 December 2021 and authorised the Board to fix the Directors' remuneration for the year 2022.

The resolution was approved by a majority of the votes cast.

6. RE-APPOINTMENT OF ERNST & YOUNG LLP

The shareholders **RESOLVED TO APPROVE** the re-appointment of Ernst & Young LLP as the Auditor of the Company for the year 2021 in accordance with Section 721 of the Companies Act, 2015, and subject to Section 24(1) of the Banking Act and authorized the Directors to fix the Auditors' remuneration for the year 2022.

The resolution was approved by a majority of the votes cast.

BY ORDER OF THE BOARD

Ms. Judy Nyaga
Company Secretary
Standard Chartered Bank Kenya Limited
25 May 2022