

26 May 2017

Mr. Paul Muthaura
The Chief Executive Officer
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 25 May 2017**

The following resolutions were passed at the Standard Chartered Bank Kenya Limited AGM held on 25 May 2017:

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 2016 with the Auditors' report thereon.
2. The shareholders resolved and approved the payment of one interim dividend of KShs. 6.00 paid in August 2016 and 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 2016. This makes the total dividend payout for the year ended 31 December 2016 KShs. 20.00.

The shareholders resolved and approved the payment of a final dividend of KShs. 84,230,137.00 on the non-redeemable, non-cumulative, non-voting, non-participating and non-convertible preference shares. An interim dividend of KShs. 83,769,863.00 was declared on 17 August 2016 and paid on 31 August 2016.

The dividends are to be payable to shareholders registered on the Company's Register at the close of business 25 April 2017 and will be paid on or after 26 May 2017.

3. The shareholders resolved to elect the following Directors:

Directors retiring by rotation:

- (i) Mrs. Anne Mutahi, a director retiring by rotation who being eligible offered herself for re-election in accordance with Article 96 (1) of the Memorandum and Articles of Association; and
- (ii) Mr. Patrick Obath, a director retiring by rotation who being eligible offered himself for re-election in accordance with Article 96 (1) of the Memorandum and Articles of Association.

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Nairobi, Kenya

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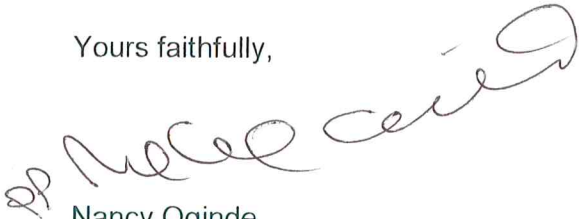
Board Audit Committee:

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. Kaushik Shah; 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.

Yours faithfully,



Nancy Oginde
Company Secretary

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

Mr. Gerald Arita Nyaoma
Director Banking Supervision Kenya
The Central Bank of Kenya
NAIROBI