

26 March 2018

Dear Indian Depository Receipt (“IDR”) holder,

Please find enclosed the notice of the Annual General Meeting of Standard Chartered PLC (the “**Company**”), to be held on 9 May 2018 at 3.30 pm India time (11.00 am London time / 6.00 pm Hong Kong time) at, Etc. venues, 200 Aldersgate, St Paul’s, London, EC1A 4HD (the “**AGM**”). A voting instruction form is also enclosed. Please see voting instructions and other details below.

Final Dividend 2017

You will note that the dividend was announced on 27 February 2018 and will be paid on 17 May 2018 to those IDR holders whose names appear on the IDR register as at the close of business on 9 March 2018 (the “**Record Date**”).

The table below outlines the key dates for the final dividend payment:

Annual Results and Dividend Announcement	27 February 2018
Ex-Dividend Date	8 March 2018
Record Date	9 March 2018
Dispatch of the Annual Report	26 March 2018
IDR holder deadline to submit voting instruction form	19 April 2018
INR cash dividend and US\$/INR exchange rate published	25 April 2018
AGM	9 May 2018
Payment date of dividend	17 May 2018

The final dividend to be paid is 11 cents per ordinary share (**please note that ten IDRs represent one ordinary share**). The Indian Rupee conversion will be made on 25 April 2018 and will be displayed on our website <http://investors.sc.com/en/dividend.cfm>

As part of the IDR service fee (as disclosed in the IDR prospectus available on the SEBI website www.sebi.gov.in) **US\$ 0.0120 per ordinary share will be deducted from the dividend payable to you**. This fee will be deducted before conversion into Indian Rupees and therefore the Indian Rupee dividend amount displayed on our website on 25 April 2018 will be the net amount to be paid to the IDR holders, on a per ordinary share basis (**please note that ten IDRs represent one ordinary share**). You will receive a dividend proportionate to the number of ordinary shares represented by the IDRs you held on the Record Date.

Voting instructions

The IDR holders have voting rights on a corporate action relating to the Company as set out in the enclosed notice for the AGM. You must be on the register of IDR holders on 9 March 2018 in order to be entitled to instruct our registrar, Karvy Computershare Private Limited (“**Registrar**”) as to the exercise of your voting rights. You may either: (i) instruct the Registrar how to vote the ordinary shares of US\$0.50 each of the Company (“**Shares**”) represented by your IDRs at the AGM (in which case the Chairman of the AGM will be appointed to vote in respect of the Shares represented by your IDRs); or (ii) appoint yourself or a third party (who need not be an IDR holder or shareholder) as proxy to attend and vote in person at the AGM. You must provide your voting instructions to the Registrar as per the form annexed by 19 April 2018.

These instructions will be processed by the Registrar and the final voting position will be provided to the Depository on 20 April 2018. The Depository will then submit the same to Bank of New York Mellon (“**Custodian**”) who shall appoint the relevant persons as proxies in respect of the deposited Shares. Where you have instructed the Registrar how to vote deposited Shares, the proxies so appointed by the Custodian will vote in accordance with the instructions provided by you in the voting instruction form on or before 25 April 2018. The same will be consolidated and the final position will be provided by the Custodian to the registrar in UK. Where you have instructed the Registrar to appoint yourself or a third party as proxy to attend and vote in person at the AGM, that person must attend and vote at the AGM. If they do not, the votes attached to the deposited Shares represented by your IDRs will not be cast.

Standard Chartered Bank

Securities Services
Crescenzo, Floor 3, C-38/39, G Block,
Bandra Kurla Complex, Bandra (East)
Mumbai 400 051, India

The Company will call a poll on all resolutions at the AGM. A shareholder is required to hold four Shares in order to register one vote on a poll and every ten IDRs represents one Share. Therefore, for every 40 IDRs that you held on the Record Date, you have the right to one vote. If you held less than 40 IDRs on the Record Date, you will not have a right to vote.

Please note that in the event you choose not to instruct the Registrar or submit your voting instruction form to the Registrar by 19 April 2018, the votes attached to the deposited Shares represented by your IDRs will not be cast.

Taxation of dividends

The following statement is for guidance only and is not a complete analysis or listing of all potential tax consequences under the current tax laws presently in force in India. It is not exhaustive and is not intended to be a substitute for professional advice. IDR holders should consult their tax advisors with respect to the tax implications.

Dividends received by resident IDR holders (other than mutual funds) are likely to be subject to tax in India and therefore should be included on the return of income for the year ending 31 March 2018 (dividends on IDRs are not subject to dividend distribution tax and accordingly the exemption under section 10(34) of the Indian Income Tax Act, 1961 will not be available).

Dividends received by non-resident IDR holders ought not be taxable in India as the dividends will first be paid into an overseas account of the depository.

Documents by Hard-Copy/ Email

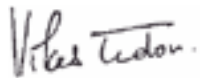
In accordance with the option selected an IDR holder in response to the letter (titled *Electronic communications and strategic report*) issued by the Company to the IDR holders on November 15, 2017, or absence of response to such letter, the Company has:

- (A). used e-mail address of such IDR holder for all shareholder documentation/communications, including providing details of the website address at which the Annual Report and the Strategic Report of the Company would be hosted; OR
- (B). sent the Annual Report and the Strategic Report, in hard copy, to such IDR holder; OR
- (C). sent the hard copy of Strategic Report instead of the Annual Report, along with a link to the website on which the Annual Report would be available, to such IDR holder.

Please note that under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, IDR holders are permitted to receive documentation by email rather than in hard copy. If an IDR holder signs up to this service they will **not** automatically receive a hard copy of the annual report, half year report, or other shareholder documentation, you will instead be sent an email notification that the documentation is available to view on our website address.

If you would like to sign-up to this service please send an email to the Registrar at einward.ris@karvy.com stating your full name, postal address, email address, and current holding of the IDRs. The Registrar will send you an email confirming that you have been registered. If you wish to receive hard copy of the documents once you have registered then please email the Registrar and instruct it to cancel your email registration.

Yours sincerely,



Vikas Tandon
Standard Chartered Bank, India

Standard Chartered Bank

Securities Services
Crescenzo, Floor 3, C-38/39, G Block,
Bandra Kurla Complex, Bandra (East)
Mumbai 400 051, India

Driving commerce and prosperity through our unique diversity

Notice of Annual General Meeting 2018

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should consult a stockbroker, solicitor, accountant or other appropriate independent professional adviser.

If you have sold or otherwise transferred all of your shares, please pass this document together with any accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer, so that they can pass these documents on to the person who now holds the shares. If you are not sure what to do, please contact an appropriate independent professional adviser. If you have sold or transferred some, but not all, of your shares you should contact the person who arranged the sale or transfer without delay for advice on what action you should take.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this document, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this document.

Notice of the Annual General Meeting of Standard Chartered PLC to be held at etc.venues, 200 Aldersgate, St Paul's, London, EC1A 4HD on Wednesday 9 May 2018 at 11:00am London time (6:00pm Hong Kong time) is set out on pages 4 to 15 of this document.

26 March 2018

STANDARD CHARTERED PLC

LSE Stock Code: STAN.LN

HKSE Stock Code: 02888

BSE/NSE Stock Code: STAN.IN

Letter from the Chairman

To ordinary shareholders and, for information only, preference shareholders and information rights holders

26 March 2018

Dear Shareholder



I am pleased to invite you to our 2018 Annual General Meeting (AGM), which we are holding on Wednesday 9 May 2018 at 11.00am UK time (6.00pm Hong Kong time) at etc.venues, 200 Aldersgate, St Paul's, London EC1A 4HD. Details of the resolutions being voted on at the meeting are set out from page 4.

The AGM is the Board's opportunity to present a review of the Company's performance, update shareholders on the execution of the Group's strategy and listen to and respond to shareholders' questions.

Dividend

Shareholders are being asked to approve a final dividend of 11 US cents per ordinary share for the year ended 31 December 2017. For more details please see resolution 2 on page 4 of this document.

Board changes

This year, as in previous years, all Board directors will stand for (re)election at this year's AGM. The Board has continued to evolve since last year's AGM. In July 2017, Kurt Campbell stepped down from the Board after four years, to focus more time on his other business interests and in November 2017 Ngozi Okonjo-Iweala joined the Board as an independent non-executive director. Ngozi is an internationally renowned economist, having spent 25 years working in various positions at the World Bank, and a prominent African leader, she twice served as Finance Minister in Nigeria, Africa's largest economy and one of our largest African markets.

In February this year, Christine Hodgson was appointed Senior Independent Director in addition to her role as Chair of the Remuneration Committee. She took over the role from Naguib Kheraj who remains as Deputy Chairman and Chair of the Audit Committee.

Voting arrangements


Voting at the AGM will be conducted by way of a poll. If you are not able to attend the AGM but would like to vote on the resolutions, you are able to vote electronically at investorcentre.co.uk/eproxy. Instructions can be found

on pages 20 and 21 of this document. Alternatively, you can complete the proxy form (or voting instruction form for ShareCare members) sent to you with this document and return it to our registrar. All proxy forms, including voting instruction forms for ShareCare members, must be received by 11.00am UK time on 4 May 2018, or 6.00pm Hong Kong time on 4 May 2018.

Explanatory notes on all the business to be considered at this year's AGM appear on pages 4 to 14 of this document. The Board considers that all the resolutions to be put to the AGM are in the best interests of the Company and its shareholders as a whole. The Board recommends all shareholders vote in favour of all the resolutions, as the directors intend to do in respect of their own shares (with the exception of resolution 20, as in accordance with Rule 7.19(6) of the Hong Kong Listing Rules, the executive directors and their respective associates will abstain from voting in favour of resolution 20 for the reasons set out on page 10 of this document).

Lunch will be served after the AGM, and the directors and I very much hope you will be able to join us.

Yours sincerely



José Viñals
Group Chairman

Directors standing for election



Dr Ngozi Okonjo-Iweala
Non-executive Director
Resolution 4

Directors standing for re-election



Om Bhatt
Non-executive Director
Resolution 5



Dr Louis Cheung
Non-executive Director
Resolution 6



David Conner
Non-executive Director
Resolution 7



Dr Byron Grote
Non-executive Director
Resolution 8



Andy Halford
Group Chief Financial Officer
Resolution 9



Dr Han Seung-soo, KBE
Non-executive Director
Resolution 10



Christine Hodgson
Non-executive Director
Resolution 11



Gay Huey Evans, OBE
Non-executive Director
Resolution 12



Naguib Kheraj
Non-executive Director
Resolution 13



José Viñals
Group Chairman
Resolution 14



Jasmine Whitbread
Non-executive Director
Resolution 15



Bill Winters, CBE
Group Chief Executive
Resolution 16

Notice of Annual General Meeting 2018 and Explanatory Notes

This year's Annual General Meeting (AGM) will be held at etc.venues, 200 Aldersgate, St Paul's, London, EC1A 4HD on Wednesday 9 May 2018 at 11:00am UK time (6:00pm Hong Kong time). You will be asked to consider and, if thought fit, to pass the resolutions below.

Resolutions 1 to 22 (inclusive) are proposed as ordinary resolutions, which must each receive more than 50% of the votes cast in order to be passed. Resolutions 23 to 28 (inclusive) are proposed as special resolutions, which must each receive at least 75% of the votes cast in order to be passed.

Please note that a 'vote withheld' is not a vote in law and will not be counted in the calculation of the proportion of votes 'for' or 'against' a resolution.

Resolution Summary:

Resolutions	Category	Page number
1-3	Accounts, Dividend and Remuneration	4
4-16	Director's election / re-election	5-8
17-18	Re-appointment of Auditors / Auditor fees	8
19	Political Donations	8-9
20-25	Share Allotment Authorities	9-13
26-27	Purchase of own ordinary shares or preference shares	13-14
28	Notice of General Meetings	14

Ordinary Resolutions

Accounts, Dividend and Remuneration

Resolutions 1-3 asks that shareholders receive the Company's annual report and accounts, approve the payment of a final dividend and approve the Directors' Remuneration Report

1. To receive the Company's annual report and accounts for the financial year ended 31 December 2017 together with the reports of the directors and auditors.

The directors are required under the Companies Act 2006 to present, for each financial year, copies of the Company's annual report and accounts to shareholders at a general meeting.

2. To declare a final dividend of 11 US cents per ordinary share for the year ended 31 December 2017.

Final dividends must be approved by shareholders but cannot be more than the amount recommended by directors. If the AGM approves resolution 2, the final dividend of 11 US cents per ordinary share will be paid in either sterling, Hong Kong dollars or US dollars on 17 May 2018 to shareholders on the UK register of members at the close of business in the UK (10.00pm UK time) on 9 March 2018, and to shareholders on the Hong Kong branch register of members at the opening of business in Hong Kong (9.00am Hong Kong time) on 9 March 2018. The final dividend will be paid in Indian rupees on 17 May 2018 to Indian Depository Receipt holders on the Indian register of Indian Depository Receipt holders at the close of business in India on 9 March 2018.

It is intended that shareholders on the UK register and Hong Kong branch register will be able to elect to receive shares credited as fully paid instead of all or part of the final cash dividend. Details of the dividend arrangements will be sent to shareholders on or around 26 March 2018. Indian Depository Receipt holders will receive their dividend in Indian rupees only. Please see the separate document entitled '2017 Final Dividend' and the related 'Dividend Terms and Conditions' which are available on our website at: sc.com/en/investors/shareholder-information.

The Stock Exchange of Hong Kong Limited (the 'Stock Exchange') granted a waiver to the Company on 7 December 2011 from compliance with Rule 13.66(2) of the Rules Governing the Listing of Securities on the Stock Exchange and Note 3 thereunder relating to record dates for the Company's final dividends.

3. To approve the annual report on remuneration contained in the Directors' Remuneration Report for the year ended 31 December 2017 as set out on pages 83 to 106 of the annual report and accounts.

The Directors' Remuneration Report provided on pages 83 to 106 of the annual report sets out the pay and benefits received by each of the directors for the year ended 31 December 2017. The Company is required to seek shareholders' approval in respect of the contents of this report on an annual basis (excluding the part containing the Directors' Remuneration Policy, which does not require shareholder approval this year). The vote on the annual report on remuneration will be advisory.

Director's election/re-election

Resolutions 4-16 concern the election or re-election of the Company's Directors. All Directors are standing for election or re-election.

In accordance with the UK Corporate Governance Code 2016 (the Code) all directors will stand for election or re-election at the AGM this year. The Board is satisfied that it continues to maintain an appropriate balance of knowledge and skills and that all non-executive directors are independent in character and judgement. This follows a process of formal evaluation which confirms that each director makes an effective and valuable contribution to the Board and demonstrates commitment to the role. In line with the Code, Dr Han's re-appointment was subject to particular review and scrutiny for independence, given he has served on the Board for more than six years. Dr Han did not participate in this assessment.

Biographical details of our directors are set on pages 5 to 8 of this document.

4. To elect Dr Ngozi Okonjo-Iweala (63), a non-executive director.

Appointed: November 2017

Experience: Ngozi has significant geopolitical, economic, risk and development experience and expertise at a governmental and intergovernmental level.

Career: A development economist, Ngozi spent 25 years working at the World Bank in various positions. After leaving in 2003, she served as the Finance Minister of Nigeria from 2003 to 2006. She returned to the World Bank in 2007, serving as a Managing Director until 2011, when she was appointed to the role of Minister of Finance and Coordinating Minister of Economy in the Nigerian government, a position she held until, 2015. During her time in government she spearheaded Nigeria's successful program to obtain debt relief and is credited with developing reforms that helped improve governmental transparency to stabilise and grow the Nigerian economy. Ngozi graduated with an A.B. magna cum laude in Economics from Harvard University and a Masters and PhD in Regional Economics and Development from Massachusetts Institute of Technology.

External Appointments: Ngozi holds a number of prestigious international advisory positions including Lazard and the Asian Infrastructure Investment Bank. She is Chair of GAVI, the Global Alliance for Vaccines and Immunisations. In addition, she holds advisory panel and chair positions at a range of global institutions, including charitable foundations, non-governmental organisations and inter-governmental organisations. Ngozi is a member of the G20 Eminent Persons Group reviewing Global Financial Governance and is an ambassador of the Open Government Partnership.

Committees: Member of the Brand, Values and Conduct Committee.

5. To re-elect Om Bhatt (67*), a non-executive director.

Appointed: January 2013

Experience: Om has extensive commercial and retail banking experience, financial services and leadership acumen, with deep knowledge and experience of India, one of our largest markets.

Career: Om had a career spanning 38 years with the State Bank of India (SBI), India's largest commercial bank, where he held a number of roles beginning with the lead bank department, which pioneered financial inclusion. He led the project team that pioneered SBI's technology initiative in the 1990s, undertook assignments at SBI's Washington and London offices and held general management roles between 2004 and 2006, becoming managing director of SBI in 2006, culminating in his appointment as chairman of the State Bank Group until he stepped down in 2011. Om was chairman of the Indian Banks' Association and was previously an independent non-executive director of Oil and Natural Gas Corporation. Om has a degree in Science and a post-graduate degree in English Literature.

External Appointments: Om is an independent non-executive director of Hindustan Unilever Ltd, Tata Consultancy Services, Tata Steel Ltd, Tata Motors and Chairman of Greenko Energy Holdings.

Committees: Member of Board Risk Committee and Brand, Values and Conduct Committee.

*At date of AGM

6. To re-elect Dr Louis Cheung (54), a non-executive director.

Appointed: January 2013.

Experience: Louis has a wide breadth of knowledge and experience of financial services, particularly in a Greater China context.

Career: Louis was a global partner of McKinsey & Company and a leader in its Asia Pacific financial institutions practice prior to joining Ping An Insurance Group in 2000. Louis worked in several senior roles at Ping An, including chief financial officer, before becoming group president in 2003 and executive director from 2006 to 2011. Louis holds a BA and a PhD in Engineering from Corpus Christi College, Cambridge and was a post-doctoral research fellow at Cambridge.

External Appointments: Louis is managing partner of Boyu Capital Advisory Co, a China-focused private equity investment firm, independent non-executive director of Fubon Financial Holding Company, and a Fellow and council member of the Hong Kong Management Association.

Committees: Member of Remuneration Committee.

7. To re-elect David Conner (69), a non-executive director.

Appointed: January 2016.

Experience: David has significant global and corporate, investment and retail banking experience, strong risk management credentials and an in-depth knowledge of Asian markets.

Career: David spent his career in the financial services industry, living and working across Asia for 37 years, for both Citibank and OCBC Bank. He joined Citibank in 1976 as a management trainee and went on to hold a number of senior management Asian-based roles, including chief executive officer of Citibank India and managing director and marketing manager at Citibank Japan, before leaving Citibank in 2002. David joined OCBC Bank in Singapore as chief executive officer and director in 2002. He implemented a strategy of growth and led the bank through a period of significant turbulence. David stepped down as chief executive officer in 2012 but remained as a non-executive director on the Board of OCBC Bank, before leaving the group in 2014. David holds a BA from Washington University in St Louis and a MBA from Columbia University.

External Appointments: David is a non-executive director of GasLog Ltd.

Committees: Chair of Board Risk Committee and member of Audit Committee, Governance and Nomination Committee, Board Financial Crime Risk Committee. David is also a member of the Combined US Operations Risk Committee of Standard Chartered Bank.

8. To re-elect Dr Byron Grote (70*), a non-executive director.

Appointed: July 2014.

Experience: Byron has broad and deep commercial, financial and international experience.

Career: From 1988 to 2000, Byron worked across BP in a variety of commercial, operational and executive roles. He was appointed as chief executive of BP Chemicals and a managing director of BP plc in 2000 and had regional group-level accountability for BP's activities in Asia from 2001 to 2006. Byron was chief financial officer of BP plc from 2002 until 2011, subsequently serving as BP's executive vice president, corporate business activities, from 2012 to 2013 with responsibility for the group's integrated supply and trading activities, alternative energy, shipping and technology. Byron was a non-executive director at Unilever plc and Unilever NV until he stepped down in 2015. Byron holds a PhD in Quantitative Analysis from Cornell University.

External Appointments: Byron is a non-executive director of Anglo American plc, Tesco PLC and is deputy chairman of the supervisory board at Akzo Nobel NV. He is also a member of the European Audit Committee Leadership Network.

Committees: Member of Audit Committee and Remuneration Committee.

*At date of AGM

9. To re-elect Andy Halford (59*), an executive director.

Appointed: July 2014. Andy is a director of Standard Chartered Bank and Standard Chartered Holdings Limited.

Experience: Andy has a strong finance background and deep experience of managing complex international businesses across dynamic and changing markets.

Career: Andy was finance director at East Midlands Electricity plc prior to joining Vodafone in 1999 as financial director for Vodafone Limited, the UK operating company. Andy was later appointed financial director for Vodafone's Northern Europe, Middle East and Africa region, and later the chief financial officer of Verizon Wireless in the US. He was a member of the board of representatives of the Verizon Wireless Partnership. Andy was appointed chief financial officer of Vodafone Group plc in 2005, a position he held for nine years. As Group Chief Financial Officer at Standard Chartered, Andy is responsible for Finance, Corporate Treasury, Group Corporate Development, Group Investor Relations, Property and Supply Chain Management functions. He holds a bachelor degree in Industrial Economics from Nottingham University and is a Fellow of the Institute of Chartered Accountants in England and Wales.

External Appointments: Andy is a non-executive director at Marks and Spencer Group plc and a member of the Business Forum on Tax and Competitiveness.

*At date of AGM

10. To re-elect Dr Han Seung-soo, KBE (81), a non-executive director.

Appointed: January 2010.

Experience: Dr Han is a distinguished economist and has a strong geo-political background, with valuable knowledge of Asia and its economies.

Career: Dr Han is a former prime minister of the Republic of Korea. He has a distinguished political, diplomatic and administrative career, serving as deputy prime minister and minister of finance, foreign affairs, and industry and trade before serving as prime minister from 2008 to 2009. He also served as Korean ambassador to the United States, chief of staff to the president, president of the 56th Session of the United Nations (UN) General Assembly, special envoy of the UN Secretary-General on Climate Change, and chairman of the 2009 Organisation for Economic Cooperation and Development Ministerial Council Meeting. Dr Han received his bachelor's degree from Yonsei University in 1960. He acquired his master's from Seoul National University in 1963 and his doctorate in economics from the University of York in 1968.

External Appointments: Dr Han sits on a number of advisory boards and is currently the UN Secretary-General's special envoy for Disaster Risk Reduction and Water, special advisor to the High Level Panel on Water co-convened by the UN and World Bank, Chair of the High-Level Experts/Leaders Panel on Water and Disaster, chair of the Water Advisory Group at the Asian Development Bank and co-chair of the International Finance Forum

of China. Dr Han is non-executive director at Doosan Infracore Co Ltd and Senior Advisor with the Kim & Chang law firm in Korea.

Committees: Member of Brand, Values and Conduct Committee.

11. To re-elect Christine Hodgson (53), a non-executive director.

Appointed: September 2013 and Senior Independent Director in February 2018.

Experience: Christine has strong business leadership, finance, accounting and technology experience.

Career: Christine held a number of senior positions at Coopers & Lybrand and was corporate development director of Ronson plc before joining Capgemini in 1997, where she held a variety of roles including chief financial officer for Capgemini UK plc and chief executive officer of technology services for North West Europe. Christine was previously a trustee of MacIntyre Care and was previously a non-executive director of Ladbrokes Coral Group plc before stepping down in May 2017. Christine is a fellow of the Institute of Chartered Accountants in England and Wales and holds a first class honours degree from Loughborough University.

External Appointments: Christine is Chair of Capgemini UK plc, sits on the board of The Prince of Wales' Business in the Community and is chair of The Careers & Enterprise Company Ltd, a government-backed company established to help inspire and prepare young people for the world of work.

Committees: Chair of Remuneration Committee and member of Audit Committee, Brand, Values and Conduct Committee, Governance and Nomination Committee and Board Financial Crime Risk Committee.

12. To re-elect Gay Huey Evans, OBE (63), a non-executive director.

Appointed: April 2015.

Experience: Gay has extensive banking and financial services experience with significant commercial and UK regulatory and governance experience.

Career: Gay spent over 30 years working within the financial services industry, the international capital markets and with the financial regulator. Gay spent seven years with the Financial Services Authority from 1998 to 2005, where she was director of markets division, capital markets sector leader, with responsibility for establishing a market-facing division for the supervision of market infrastructure, oversight of market conduct and developing markets policy. From 2005 to 2008, Gay held a number of roles at Citibank, including head of governance, Citi Alternative Investments, EMEA, before joining Barclays Capital where she was vice chair of investment banking and investment management. She was previously a non-executive director at Aviva plc and the London Stock Exchange Group plc. She received an OBE for services to financial services

and diversity in 2016. Gay holds a BA in Economics from Bucknell University.

External Appointments: Gay is a non-executive director of ConocoPhillips and Bank Itau BBA International plc, and is deputy chair of the Financial Reporting Council.

Committees: Chair of Board Financial Crime Risk Committee and member of Board Risk Committee.

13. To re-elect Naguib Kheraj (53), a non-executive director.

Appointed: January 2014 and Deputy Chairman in December 2016.

Experience: Naguib has significant banking and finance experience.

Career: Naguib began his career at Salomon Brothers in 1986 and went on to hold senior positions at Robert Fleming, Barclays, JP Morgan Cazenove and Lazard. Over the course of 12 years at Barclays, Naguib served as group finance director and vice-chairman and in various business leadership positions in wealth management, institutional asset management and investment banking. Naguib was also a Barclays' nominated non-executive director of Absa Group in South Africa, and of First Caribbean International Bank. He also served as chief executive officer of JP Morgan Cazenove. Naguib is a former non executive director of NHS England and served as a senior advisor to Her Majesty's Revenue and Customs and to the Financial Services Authority in the UK. Naguib holds a degree in Economics from Cambridge University.

External Appointments: Naguib is Chairman of Rothesay Life, a specialist pensions insurer, a member of the investment committee of the Wellcome Trust and a member of the Finance Committee of the Oxford University Press. Naguib spends a substantial amount of his time as a senior advisor to the Aga Khan Development Network and serves on the boards of various entities within its network.

Committees: Chair of Audit Committee and member of Board Risk Committee, Remuneration Committee, Governance and Nomination Committee and Board Financial Crime Risk Committee.

14. To re-elect José Viñals (63), Group Chairman.

Appointed: October 2016 and Group Chairman in December 2016.

Experience: José has substantive experience in the international regulatory arena and has exceptional understanding of the economic and political dynamics of our markets and of global trade and a deep and broad network of decision-makers in the jurisdictions in our footprint.

Career: José began his career as an economist and as a member of the faculty at Stanford University, before spending 25 years at the Central Bank of Spain, where he rose to be the Deputy Governor. José has held many other Board and advisory positions including Chair of Spain's Deposit Guarantee Fund, Chair of the International Relations

Committee at the European Central Bank, member of the Economic and Financial Committee of the European Union, and Chair of the Working Group on Institutional Investors at the Bank for International Settlements. José joined the International Monetary Fund (IMF) in 2009 until he stepped down in September 2016 to join Standard Chartered PLC. He was the Financial Counsellor and the Director of the Monetary and Capital Markets Department and was responsible for the oversight and direction of the IMF's monetary and financial sector work. He was the IMF's chief spokesman on financial matters, including global financial stability. During his tenure at the IMF, José was a member of the Plenary and Steering Committee of the Financial Stability Board, playing a key role in the reform of international financial regulation. José holds a Bachelor's degree in Economics from the University of Valencia; a Master's degree in Economics from the London School of Economics; and Master's and Doctoral (Ph.D.) degrees in Economics from Harvard University.

Committees: Governance and Nomination Committee.

15. To re-elect Jasmine Whitbread (54), a non-executive director.

Appointed: April 2015.

Experience: Jasmine has significant business leadership experience as well as first-hand experience of operating across our markets.

Career: Jasmine began her career in international marketing in the technology sector and joined Thomson Financial in 1994, becoming managing director of the Electronic Settlements Group. After completing the Stanford Executive Program, Jasmine set up one of Oxfam's first regional offices, managing nine country operations in West Africa, later becoming international director responsible for Oxfam's programmes worldwide. Jasmine joined Save the Children in 2005, where she was responsible for revitalising one of the UK's most established charities. In 2010, she was appointed as Save the Children's first international chief executive officer, where she led the merger of 14 separate organisations into one management line of 15,000 people across seven regions and 60 countries, while aligning the federation behind a single mission and strategy. Jasmine stepped down from Save the Children in December 2015. Jasmine has a BA in English from Bristol University, and is a graduate from the Stanford University Executive Program.

External Appointments: Jasmine is chief executive of London First and a non-executive director of BT Group plc.

Committees: Chair of Brand, Values and Conduct Committee and a member of Remuneration Committee, and Governance and Nomination Committee.

16. To re-elect Bill Winters (56), an executive director

Appointed: June 2015. Bill is a director of Standard Chartered Bank and Standard Chartered Holdings Limited.

Experience: Bill is a career banker with significant frontline global banking experience and a proven track record of leadership and financial success. He has extensive experience of working in emerging markets and a proven record in spotting and nurturing talent.

Career: Bill began his career with JP Morgan, where he went on to become one of its top five most senior executives and later co-chief executive officer at the investment bank from 2004 until he stepped down in 2009. Bill was invited to be a committee member of the Independent Commission on Banking, established in 2010 to recommend ways to improve competition and financial stability in banking. Subsequently, he served as an advisor to the Parliamentary Commission on Banking Standards and was asked by the Court of the Bank of England to complete an independent review of the bank's liquidity operations. In 2011 Bill founded Renshaw Bay, an alternative asset management firm, where he was chairman and CEO before stepping down on appointment to the Standard Chartered PLC Board. Bill was previously a non-executive director of Pension Insurance Corporation plc and RIT Capital Partners plc. He received a CBE in 2013. Bill holds a Bachelor's degree in International Relations from Colgate University and an MBA from the Wharton School at the University of Pennsylvania.

External Appointments: Bill is an independent non-executive director of Novartis International AG.

Re-appointment of Auditors

Resolutions 17-18 propose the re-appointment of the Company's auditors and the determination of their fees

17. To re-appoint KPMG LLP as auditor to the Company from the end of the AGM until the end of next year's AGM.

On the recommendation of the Audit Committee the Board proposes that KPMG LLP be re-appointed auditors of the Company and will hold office from the conclusion of this meeting until the conclusion of the next general meeting at which accounts are laid before the company. On 9 November 2017, the Group announced its intention to appoint Ernst & Young (EY) as its statutory auditor for the year ending 31 December 2020, subject to shareholder approval at the 2020 AGM. This followed a tender process, led by the Audit Committee.

18. To authorise the Audit Committee to determine the remuneration of the Auditor.

It is proposed that the Audit Committee be authorised to determine the level of the auditor's remuneration.

Political Donations

Resolution 19 seeks authority to make political donations within limit on a precautionary basis only to avoid inadvertently breaching the legislation.

19. That in accordance with sections 366 and 367 of the Companies Act 2006, the Company and all companies that are its subsidiaries during the period for which this resolution has effect are authorised to: