

Standard Bank Group Limited  
Registration No. 1969/017128/06  
Incorporated in the Republic of South Africa  
JSE and A2X share code: SBK  
ISIN: ZAE000109815  
NSX share code: SNB  
("Standard Bank Group" or "the Company")

## **Results of Annual General Meeting and Retirement of Director**

Standard Bank Group is pleased to advise its shareholders that all the ordinary and special resolutions proposed in the Notice of annual general meeting ("**AGM**") and tabled at the Company's AGM held at 09h00 today, Thursday, 27 May 2021 were passed by the requisite majority of votes cast by shareholders.

As a result of there being more than 25% of the votes exercised against the non-binding advisory resolution 5.1, shareholders will be invited to raise their concerns or recommendations on the Group's remuneration policy. Further details in this regard will be announced on SENS in due course.

As at Friday, 21 May 2021, being the AGM record date ("**Voting Record Date**"), the Standard Bank Group's share capital was as follows:

- the total number of ordinary shares of 10 cents each ("**Ordinary Shares**") in issue was 1 619 941 184, ("**Standard Bank Issued Ordinary Shares**"); and
- the total number of non-redeemable preference shares of 1 cent each ("**Preference Shares**") in issue was 52 982 248, ("**Standard Bank Issued Preference Shares**").

The issued Ordinary and Preference Shares eligible to vote by being present in person (online) or by submitting proxies was as follows:

- 1 335 551 439 Ordinary Shares, being 82,44% of issued Ordinary Shares ("**Standard Bank Voteable Ordinary Shares**"); and
- 9 790 611 Preference Shares, being 18% of the issued Preference Shares ("**Standard Bank Voteable Preference Shares**").

The voting details with respect to the proposed resolutions were as follows:

### 1. Ordinary Resolution - Re-election of directors

	Total Ordinary Shares voted				Ordinary Shares abstained
	For (%) <sup>(1)</sup>	Against (%) <sup>(1)</sup>	Number	% <sup>(2)</sup>	% <sup>(2)</sup>
Directors					
1.1 Paul Cook	100	0	1 315 922 943	81,23	0,15
1.2 Thulani Gcabashe	67,63	32,37	1 310 098 522	80,87	0,51
1.3 Xueqing Guan	98,40	1,60	1 315 922 745	81,23	0,15
1.4 Kgomotso Moroka	87,13	12,87	1 315 922 443	81,23	0,15
1.5 Atedo Peterside	95,53	4,47	1 315 922 943	81,23	0,15
1.6 Myles Ruck	86,93	13,07	1 315 937 233	81,23	0,15
1.7 Lubin Wang	98,12	1,88	1 315 922 743	81,23	0,15

### 2. Ordinary Resolution - Re-appointment of external auditors

	Total Ordinary Shares voted				Ordinary Shares abstained
	For (%) <sup>(1)</sup>	Against (%) <sup>(1)</sup>	Number	% <sup>(2)</sup>	% <sup>(2)</sup>
2.1 KPMG Inc.	70,46	29,54	1 315 927 648	81,23	0,15
2.2 PWC Inc.	77,03	22,97	1 315 940 718	81,23	0,15

### 3. Ordinary Resolution - Placing of authorised but unissued ordinary shares under the control of the directors

Total Ordinary Shares voted				Ordinary Shares abstained
For (%) <sup>(1)</sup>	Against (%) <sup>(1)</sup>	Number	% <sup>(2)</sup>	% <sup>(2)</sup>
90,21	9,79	1 315 243 309	81,19	0,19

**4. Ordinary Resolution – Placing of authorised but unissued non-redeemable preference shares under the control of the directors**

<b>Total Ordinary Shares voted</b>				<b>Ordinary Shares abstained</b>
For (%) <sup>(1)</sup>	Against (%) <sup>(1)</sup>	Number	% <sup>(2)</sup>	% <sup>(2)</sup>
98,52	1,48	1 313 139 727	81,06	0,32

**5. Ordinary Resolution – Non-binding advisory vote on remuneration policy and implementation report**

	<b>Total Ordinary Shares voted</b>				<b>Ordinary Shares abstained</b>
	For (%) <sup>(1)</sup>	Against (%) <sup>(1)</sup>	Number	% <sup>(2)</sup>	% <sup>(2)</sup>
5.1 Standard Bank Group's remuneration policy	68,05	31,95	1 310 040 990	80,87	0,51
5.2 Standard Bank Group's implementation report	79,38	20,62	1 310 040 343	80,87	0,51

**6. Special Resolution – General authority to acquire the Company's ordinary shares**

<b>Total Ordinary Shares voted</b>				<b>Ordinary Shares abstained</b>
For (%) <sup>(1)</sup>	Against (%) <sup>(1)</sup>	Number	% <sup>(2)</sup>	% <sup>(2)</sup>
99.22	0.78	1 315 939 177	81.23	0,15

**7. Special Resolution - General authority to acquire the Company's preference shares**

<b>Total Ordinary Shares voted</b>				<b>Ordinary Shares abstained</b>
For (%) <sup>(1)</sup>	Against (%) <sup>(1)</sup>	Number	% <sup>(2)</sup>	% <sup>(2)</sup>
99,22	0,78	1 312 487 160	81,02	0,36
<b>Total Preference Shares voted</b>				<b>Preference Shares abstained</b>
For (%) <sup>(3)</sup>	Against (%) <sup>(3)</sup>	Number	% <sup>(4)</sup>	% <sup>(4)</sup>
99,87	0,13	9 665 677	18,24	0,24

In regard to resolution 7 (special resolution), the holders of Preference Shares were entitled to vote.

**8. Special Resolution - Loans or other financial assistance to related or inter-related companies**

<b>Total Ordinary Shares voted</b>				<b>Ordinary Shares abstained</b>
For (%) <sup>(1)</sup>	Against (%) <sup>(1)</sup>	Number	% <sup>(2)</sup>	% <sup>(2)</sup>
98,18	1,82	1 315 923 119	81,23	0,15

- (1) Expressed as a percentage of Standard Bank's voteable Ordinary Shares for the resolution.
- (2) Expressed as a percentage of 1 619 941 184 Standard Bank Issued Ordinary Shares.
- (3) Expressed as a percentage of Standard Bank's voteable Preference Shares for the resolution.
- (4) Expressed as a percentage of 52 982 248 Standard Bank Issued Preference Shares.

## **RETIREMENT OF A DIRECTOR**

In compliance with paragraph 3.59 of the Listings Requirements of the JSE Limited, Standard Bank Group announces that, having reached retirement age, André Parker retired as an independent non-executive director at the close of the company's Annual General Meeting held today, Thursday, 27 May 2021. The board extends its sincere appreciation to André Parker for his invaluable contribution to the group.

Johannesburg

27 May 2021

Lead sponsor

The Standard Bank of South Africa Limited

Independent Sponsor

JP Morgan Equities South Africa Proprietary Limited

Namibian sponsor

Simonis Storm Securities (Proprietary) Limited