

# ANNEXURE B

## Proxy form – ordinary shareholders

### Standard Bank Group Limited

(Registration number 1969/017128/06) (“the company”)  
JSE share code: SBK NSX share code: SNB ISIN: ZAE000109815

To be completed by certificated ordinary shareholders and dematerialised shareholders with “own name” registrations only.

**A shareholder entitled to attend and vote at the annual general meeting is entitled to appoint one or more proxies to attend, speak and vote in his/her stead. A proxy need not be a member of the company.**

I/We \_\_\_\_\_ (Name in block letters)  
of \_\_\_\_\_ (Address in block letters)  
being a shareholder(s) and the holder(s) of \_\_\_\_\_ ordinary shares of 10 cents each and entitled to vote hereby appoint (see note 1)  
1 \_\_\_\_\_ or, failing him/her  
2 \_\_\_\_\_ or, failing him/her

**the Chairman of the annual general meeting,**

		Number of votes		
		For*	Against*	Abstain*
<b>Ordinary resolutions:</b>				
1	To elect directors:			
1.1	Maureen Erasmus			
1.2	Trix Kennealy			
1.3	Nomgando Matyumza			
1.4	Jacko Maree			
1.5	John Vice			
1.6	Priscillah Mabelane			
1.7	Nonkululeko Nyembezi			
2	Reappointment of Auditors			
2.1	KPMG Inc.			
2.2	PricewaterhouseCoopers Inc			
3	Place unissued ordinary shares under control of directors			
4	Place unissued preference shares under control of directors			
5	Non-binding advisory vote			
5.1	Support the group's remuneration policy			
5.2	Endorse the group's remuneration implementation report			
<b>Special resolutions to:</b>				
6	Remuneration: Approve non-executive directors' fees (2020):			
6.1	Standard Bank Group Chairman			
6.2	Standard Bank Group Director			
6.3	Standard Bank Group International Director			
6.4	Group Audit Committee			
6.4.1	Chairman			
6.4.2	Member			
6.5	Group Directors' Affairs Committee			
6.5.1	Chairman			
6.5.2	Member			
6.6	Group Remuneration Committee			
6.6.1	Chairman			
6.6.2	Member			
6.7	Group Risk and Capital Management Committee			
6.7.1	Chairman			
6.7.2	Member			
6.8	Group Social and Ethics Committee			
6.8.1	Chairman			
6.8.2	Member			
6.9	Group Technology and Information Committee			
6.9.1	Chairman			
6.9.2	Member			
6.10	Ad hoc meeting attendance			
7	Grant: General authority to acquire the company's ordinary shares			
8	Grant: General authority to acquire the company's preference shares			
9	Approve: Loans or other financial assistance to related or inter-related companies			

\* Insert a cross or tick or number of votes. If no options are marked, the proxy can vote as he/she deems fit.

Signed at \_\_\_\_\_ on \_\_\_\_\_ 2020

Signature: \_\_\_\_\_

Assisted by (where applicable) (State capacity and full name): \_\_\_\_\_

Please provide contact details: \_\_\_\_\_ Tel: ( ) \_\_\_\_\_ Fax: ( ) \_\_\_\_\_ E-mail: \_\_\_\_\_

## Notes to the proxy form: ordinary shares

Please read the notes below:

1. A shareholder may insert the name of a proxy or the names of two alternative proxies of his/her choice in the space provided. The person whose name stands first on the proxy form and who is present at the annual general meeting will be entitled to act as proxy to the exclusion of those whose names follow.
2. To be effective, completed proxy forms must be lodged with the transfer secretaries:  
South Africa:  
Computershare Investor Services Proprietary Limited  
Rosebank Towers, 15 Biermann Avenue  
Rosebank, 2196  
Private Bag X9000, Saxonwold, 2132  
Fax number +27 11 688 5236  
Email: Proxy@computershare.co.za
3. The completion and lodging of this proxy form will not prevent the relevant ordinary shareholder from participating in the annual general meeting and speaking and voting through the electronic voting platform to be utilised at the annual general meeting instead of the proxy.
4. The chairman of the annual general meeting may accept or reject any proxy form which is completed and/or received other than in compliance with these notes.
5. The signatories must initial any alteration to this proxy form, other than the deletion of alternatives.
6. Documentary evidence establishing the authority of a person signing the proxy form in a representative capacity must be attached to this proxy form unless previously recorded by the company.
7. Where there are joint holders of ordinary shares:
  - any one holder may sign the proxy form and
  - the vote of the senior ordinary shareholder (for that purpose seniority will be determined by the order in which the names of the ordinary shareholders who tender a vote (whether through the electronic voting platform provided or by proxy) appear in the company's register) will be accepted as to the exclusion of the vote(s) of the other joint shareholders.
8. All beneficial shareholders of ordinary shares who have dematerialised their shares through a CSDP or broker, other than those shareholders who have elected to dematerialise their shares in "own-name" registrations, must provide their CSDP or broker with their voting instructions. We recommend that you contact your CSDP or broker to ascertain their deadline for submission.

If you have dematerialised your shares and wish to participate in the meeting by electronic means through the platform provided, you may do so by requesting your CSDP or broker to issue you with a letter of representation in terms of the custody agreement entered into with your CSDP or broker.

Letters of representation must be lodged with the company's transfer secretaries. We recommend that you contact your CSDP or broker to ascertain their deadline for submission.

In order to facilitate the administration of the voting process, shareholders who hold certificated shares and shareholders who have dematerialised their shares in "own-name" registrations, should lodge their completed proxy forms with the company's transfer secretaries on or before 09:00 on Thursday, 25 June 2020. Any proxy form not delivered by this time may be emailed to the transfer secretaries prior to the commencement of the AGM.

9. Summary in terms of section 58(8)(b)(i) of the Companies Act, 2008: Section 58(8)(b)(i) provides that if a company supplies a form of instrument for appointing a proxy, the form of proxy supplied by the company for the purpose of appointing a proxy must bear a reasonably prominent summary of the rights established by section 58 of the Companies Act, 2008, which summary is set out below:
  - A shareholder of a company may, at any time, appoint any individual, including an individual who is not a shareholder of that company, as a proxy, among other things, to participate in, and speak and vote at, a shareholders' meeting on behalf of the shareholder.
  - A shareholder may appoint two or more persons concurrently as proxies, and may appoint more than one proxy to exercise voting rights attached to different securities held by the shareholder.
  - A proxy may delegate the proxy's authority to act on behalf of the shareholder to another person.
  - A proxy appointment must be in writing, dated and signed by the shareholder; and remains valid only until the end of the meeting at which it was intended to be used, unless the proxy appointment is revoked, in which case the proxy appointment will be cancelled with effect from such revocation.
  - A shareholder may revoke a proxy appointment in writing. A proxy appointment is suspended at any time and to the extent that the shareholder chooses to act directly and in person in the exercise of any rights as a shareholder.
  - A proxy is entitled to exercise, or abstain from exercising, any voting right of the shareholder without direction.

## Proxy form – preference shareholders

### Standard Bank Group Limited

(Registration number 1969/017128/06) (“the company”)  
JSE share code: SBPP ISIN: ZAE000056339

To be completed by certificated preference shareholders and dematerialised preference shareholders with “own name” registrations only.

**A shareholder entitled to attend and vote at the annual general meeting is entitled to appoint one or more proxies to attend, speak and vote in his/her stead. A proxy need not be a member of the company.**

I/We \_\_\_\_\_ (Name in block letters)

of \_\_\_\_\_ (Address in block letters)

being a shareholder(s) and the holder(s) of

non-redeemable shares of 1 cents each and entitled to vote hereby appoint (see note 1)

1 \_\_\_\_\_ or, failing him/her

2 \_\_\_\_\_ or, failing him/her

#### the Chairman of the annual general meeting,

as my/our proxy to vote for me/us and on my/our behalf at the annual general meeting of shareholders to be held at 09h00 on Friday, 26 June 2020 and conducted as a virtual meeting, and at any adjournment thereof as follows:

	Number of votes		
	For*	Against*	Abstain*
8 Grant: General authority to acquire the company's non-redeemable preference shares			

\* Insert a cross or tick or number of votes. If no options are marked, the proxy can vote as he/she deems fit.

Signed at \_\_\_\_\_ on \_\_\_\_\_ 2020

Signature \_\_\_\_\_

Assisted by (where applicable) (State capacity and full name) \_\_\_\_\_

Please provide contact details: \_\_\_\_\_ Tel: ( ) \_\_\_\_\_ Fax: ( ) \_\_\_\_\_ Email: \_\_\_\_\_

## Notes to the proxy form: preference shares

Please read the notes below:

- 1 A shareholder may insert the name of a proxy or the names of two alternative proxies of his/her choice in the space provided. The person whose name stands first on the proxy form and who is in attendance at the annual general meeting will be entitled to act as proxy to the exclusion of those whose names follow.
- 2 To be effective, completed proxy forms must be lodged with the transfer secretaries:  
 South Africa:  
 Computershare Investor Services Proprietary Limited  
 Rosebank Towers, 15 Biermann Avenue  
 Rosebank, 2196  
 Private Bag X9000, Saxonwold, 2132  
 Fax number +27 11 688 5236  
 Email: Proxy@computershare.co.za
- 3 The completion and lodging of this proxy form will not prevent the relevant non-redeemable preference shareholder from attending the annual general meeting and speaking and voting through the electronic voting platform provided at the annual general meeting instead of the proxy.
- 4 The chairman of the annual general meeting may accept or reject any proxy form which is completed and/or received other than in compliance with these notes.
- 5 The signatories must initial any alteration to this proxy form, other than the deletion of alternatives.
- 6 Documentary evidence establishing the authority of a person signing the proxy form in a representative capacity must be attached to this proxy form unless previously recorded by the company.
- 7 Where there are joint holders of non-redeemable preference shares:
  - any one holder may sign the proxy form and
  - the vote of the senior shareholder (for that purpose seniority will be determined by the order in which the names of the non-redeemable preference shareholders who tender a vote (whether through the electronic voting platform provided or by proxy) appear in the company's register) will be accepted as to the exclusion of the vote(s) of the other joint shareholders.
- 8 All beneficial shareholders of non-redeemable preference shares who have dematerialised their shares through a CSDP or broker, other than those shareholders who have elected to dematerialise their shares in "own-name" registrations, must provide their CSDP or broker with their voting instructions. Voting instructions must reach the CSDP or broker in sufficient time to allow the CSDP or broker to advise the company or its transfer secretaries of this instruction. We recommend that you contact your CSDP or broker to ascertain their deadline for submission.

If you have dematerialised your shares and wish to participate in this meeting, you may do so by requesting your CSDP or broker to issue you with a letter of representation in terms of the custody agreement entered into with your CSDP or broker.

Letters of representation must be lodged with the company's transfer secretaries. We recommend that you contact your CSDP or broker to ascertain their deadline for submission.

In order to facilitate the administration of the voting process, shareholders who hold certificated shares and shareholders who have dematerialised their shares in "own-name" registrations, should lodge their completed proxy forms with the company's transfer secretaries on or before 09:00 on Thursday, 25 June 2020. Any proxy form not delivered by this time may be emailed to the transfer secretaries prior to the commencement of the AGM.

- 9 Summary in terms of section 58(8)(b)(i) of the Companies Act, 2008: Section 58(8)(b)(i) provides that if a company supplies a form of instrument for appointing a proxy, the form of proxy supplied by the company for the purpose of appointing a proxy must bear a reasonably prominent summary of the rights established by section 58 of the Companies Act, 2008, which summary is set out below:
  - A shareholder of a company may, at any time, appoint any individual, including an individual who is not a shareholder of that company, as a proxy, among other things, to participate in, and speak and vote at, a shareholders' meeting on behalf of the shareholder.
  - A shareholder may appoint two or more persons concurrently as proxies, and may appoint more than one proxy to exercise voting rights attached to different securities held by the shareholder.
  - A proxy may delegate the proxy's authority to act on behalf of the shareholder to another person.
  - A proxy appointment must be in writing, dated and signed by the shareholder; and remains valid only until the end of the meeting at which it was intended to be used, unless the proxy appointment is revoked, in which case the proxy appointment will be cancelled with effect from such revocation.
  - A shareholder may revoke a proxy appointment in writing. A proxy appointment is suspended at any time and to the extent that the shareholder chooses to act directly and in person in the exercise of any rights as a shareholder.
  - A proxy is entitled to exercise, or abstain from exercising, any voting right of the shareholder without direction.