

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

Standard Bank Group is pleased to advise its shareholders that all the ordinary and special resolutions proposed in the Notice of annual general meeting ("**Annual General Meeting**") held at 09h00 today, Thursday, 30 May 2019, except for ordinary resolution 10.1, were passed by the requisite majority of votes cast by shareholders.

As at Friday, 24 May 2019, being the Annual General Meeting record date ("**Voting Record Date**"), the Standard Bank share capital was as follows:

- the total number of ordinary shares of 10 cents each ("**Ordinary Shares**") in issue was 1 618 866 564, ("**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 or by submitting proxies was as follows:

- 1 352 049 949 Ordinary Shares, being 83.52% of issued Ordinary Shares ("**Standard Bank Voteable Ordinary Shares**"); and
- 17 427 400 Preference Shares, being 32.89% 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 1 - Presentation of annual financial statements

Total Ordinary Shares voted				Ordinary Shares abstained
For (%)	Against (%)	Number	% <sup>(1)</sup>	% <sup>(1)</sup>
99.99	0.01	1 340 531 126	82.81	0.71

## 2. Ordinary Resolution 2 - Re-election of directors

Directors	Total Ordinary Shares voted				Ordinary Shares abstained
	For (%)	Against (%)	Number	% (1)	% (1)
2.1 Geraldine Fraser-Moleketi	99.82	0.18	1 349 586 814	83.37	0.15
2.2 Martin Oduor-Otieno	99.45	0.55	1 349 811 704	83.38	0.14
2.3 André Parker	99.57	0.43	1 349 790 440	83.38	0.14
2.4 Myles Ruck	95.45	4.55	1 349 820 959	83.38	0.14
2.5 Peter Sullivan	97.90	2.10	1 349 797 002	83.38	0.14

## 3. Ordinary Resolution 3 - Reappointment of auditors

	Total Ordinary Shares voted				Ordinary Shares abstained
	For (%)	Against (%)	Number	% (1)	% (1)
3.1 KPMG Inc.	76.43	23.57	1 349 813 188	83.38	0.14
3.2 PricewaterhouseCoopers Inc.	82.26	17.74	1 349 815 841	83.38	0.14

**4. Ordinary Resolution 4 - Placing of the authorised but unissued ordinary shares under the control of the directors**

Total Ordinary Shares voted				Ordinary Shares abstained
For (%)	Against (%)	Number	% (1)	% (1)
93.01	6.99	1 349 814 206	83.38	0.14

**5. Ordinary Resolution 5 - Placing of the authorised but unissued non-redeemable preference shares under the control of the directors**

Total Ordinary Shares voted				Ordinary Shares abstained
For (%)	Against (%)	Number	% (1)	% (1)
93.86	6.14	1 345 592 018	83.12	0.40

**6. Ordinary Resolution 6 - Non-binding advisory votes on remuneration policy and implementation report**

	Total Ordinary Shares voted				Ordinary Shares abstained
	For (%)	Against (%)	Number	% (1)	% (1)
6.1 Standard Bank Group's remuneration policy	92.17	7.83	1345 027 164	83.08	0.43
6.2 Standard Bank Group's implementation report	93.57	6.43	1 345 025 212	83.08	0.43

**7. Special Resolution 1 - General authority to acquire the company's ordinary shares**

<b>Total Ordinary Shares voted</b>				<b>Ordinary Shares abstained</b>
For (%)	Against (%)	Number	% <sup>(1)</sup>	% <sup>(1)</sup>
99.37	0.63	1 349 215 779	83.34	0.18

**8. Special Resolution 2 - General authority to acquire the company's preference shares**

<b>Total Ordinary Shares voted</b>				<b>Ordinary Shares abstained</b>
For (%)	Against (%)	Number	% <sup>(1)</sup>	% <sup>(1)</sup>
99.96	0.04	1 348 623 599	83.22	0.18
<b>Total Preference Shares voted</b>				<b>Preference Shares abstained</b>
For (%)	Against (%)	Number	% <sup>(2)</sup>	% <sup>(2)</sup>
99.97	0.03	17 310 801	32.67	0.22

In regard to resolution number 2, the holders of Preference Shares were entitled to vote.

**9. Special Resolution 3 - Loans or other financial assistance to related or inter-related companies**

<b>Total Ordinary Shares voted</b>				<b>Ordinary Shares abstained</b>
For (%)	Against (%)	Number	% <sup>(1)</sup>	% <sup>(1)</sup>
98.22	1.78	1 349 705 193	83.37	0.14

**10 Ordinary Resolution 10 - Requisition to report on the company's assessment of greenhouse gas emissions and to adopt and publicly disclose a policy on lending to coal-fired power projects**

	Total Ordinary Shares voted				Ordinary Shares abstained
	For (%)	Against (%)	Number	% (1)	% (1)
10.1 Company's assessment of greenhouse gas emissions	38.18	61.82	1 250 227 935	77.23	6.29
10.2 Policy on lending to coal-fired power projects and coal mining operations	55.09	44.91	1 288 102 910	79.57	3.95

(1) Expressed as a percentage of 1 618 866 564 Standard Bank Issued Ordinary Shares.

(2) Expressed as a percentage of 52 982 248 Standard Bank Issued Preference Shares.

Johannesburg

30 May 2019

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