

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,

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 Tuesday, 31 May 2022 and conducted as a virtual meeting, and at any adjournment thereof as follows:

	Number of votes		
	For*	Against*	Abstain*
Ordinary resolutions to:			
1 To elect/re-elect directors:			
1.1 Geraldine Fraser-Moleketi			
1.2 Trix Kennealy			
1.3 Li Li			
1.4 Martin Oduor-Otieno			
1.5 John Vice			
2 To re-elect the Audit Committee			
2.1 Trix Kennealy			
2.2 Martin Oduor-Otieno			
2.3 John Vice			
2.4 Nomgando Matyumza			
2.5 Atedo Peterside			
3 Reappointment of Auditors			
3.1 KPMG Inc.			
3.2 PricewaterhouseCoopers Inc			
4 Place unissued ordinary shares under control of directors			
5 Place unissued preference shares under control of directors			
6 Non-binding advisory vote on remuneration policy and remuneration implementation report			
6.1 Support the group’s remuneration policy			
6.2 Endorse the group’s remuneration implementation report			
7 Directors’ Fees			
7.1 Chairman			
7.2 Directors			
7.3 International Directors			
7.4 Audit Committee			
7.4.1 Chairman			
7.4.2 Members			
7.5 Directors’ Affairs Committee			
7.5.1 Chairman			
7.5.2 Members			
7.6 Remuneration Committee			
7.6.1 Chairman			
7.6.2 Members			
7.7 Risk and Capital Management Committee			
7.7.1 Chairman			
7.7.2 Members			
7.8 Social and Ethics Committee			
7.8.1 Chairman			
7.8.2 Members			
7.9 Engineering Committee			
7.9.1 Chairman			
7.9.2 Members			
7.10 Model Approval Committee			
7.10.1 Chairman			
7.10.2 Members			
7.11 Large Exposure Credit Committee-members			
7.12 Ad Hoc Committee-members			
8 Grant: General authority to acquire the company’s ordinary shares			
9 Grant: General authority to acquire the company’s preference shares			
10 Approve: Loans or other financial assistance to related or inter-related companies			
11 Non-binding advisory resolution requisitioned by Aeon Investment Management and Just Share NPC			
11.1 By 31 March 2023, report on the progress in calculating financed greenhouse gas emissions from exposure to oil and gas			
11.2 By 31 March 2024, disclosure of baseline financed greenhouse gas emissions from exposure to oil and gas			
11.3 By 31 March 2025 update the Company’s Climate Policy to include short-, medium-, and long-term targets for the Company’s financed greenhouse gas emissions from oil and gas, aligned with the Paris Agreement			

* 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 _____ 2022

Signature _____

Assisted by (where applicable) (State capacity and full name) _____

Please provide contact details: Tel: () Fax: () Email: _____

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 5238
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 so as to be received by no later than 09h00 on Friday, 27 May 2022. 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.