

FORM OF PROXY

I/we _____

being a member/members of Standard Chartered Bank Kenya Limited hereby appoint:

_____ of (address): _____

or failing him/her: _____

_____ of (address): _____

and failing him/her the Chairman of the meeting to be my/our proxy, to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Thursday 30 May 2024, or at any adjournment thereof.

Given under my/our hands this _____ day of _____ 2024.

Signed: _____

Please clearly mark the box below to instruct your proxy how to vote. If no instruction is given, your proxy will vote or withhold his or her vote at his or her discretion. By signing the Proxy Form, you authorize your proxy to vote or withhold his or her vote as he or she thinks fit in relation to any other matter which is properly put before the meeting. The overriding vote on each resolution shall be the vote cast at the meeting by the duly appointed proxy.

	RESOLUTION	FOR	AGAINST	WITHHELD
1	Annual Report and Financial Statements for the year ended 31 December 2023 To receive, consider and if thought fit, adopt the Annual Report and Financial Statements of the Company for the year ended 31 December 2023, together with the reports of the Directors, Statements of the Chairperson and Chief Executive Officer, and the Auditor's report thereon.			
2	Dividends To confirm the payment of one interim dividend of KShs. 6.00 declared on 22 November 2023 and paid on 29 December 2023 for each ordinary share and to approve the payment of a final dividend of KShs 23.00 for each ordinary share of KShs. 5.00 on the issued share capital of the Company in respect of the year ended 31 December 2023. This makes the total dividend pay-out for the year ended 31 December 2023 KShs. 29.00 per ordinary share. To confirm the payment of one interim dividend of KShs. 83,309,589 declared on 22 November 2023 and paid on 29 December 2023 and to approve the payment of a final dividend of KShs. 84,690,411 on the non-redeemable, non-cumulative, non-voting, non-participating and non-convertible preference shares.			
3	Election of Directors			
	To elect the following Directors: i. Mr. David Ong'olo, a Director retiring by rotation who being eligible offers himself for re-election in accordance with Article 107(a) of the Company's Articles of Association.			
	ii. Mr. Richard Etemesi, a Director retiring by rotation who being eligible offers himself for re-election in			

	accordance with Article 107(a) of the Company's Articles of Association			
	iii. Mrs. Nivedita Sharma, a Director retiring by rotation who being eligible offers herself for re-election in accordance with Article 107(a) of the Company's Articles of Association			
4	Remuneration of Directors			
	To approve the Directors' Remuneration Report and the remuneration paid to the Directors for the year ended 31 December 2023 and to authorise the Board to fix the Directors' remuneration for the year 2024.			
5	Re-Appointment and Remuneration of Ernst & Young LLP Kenya			
	To approve the re-appointment of Ernst & Young LLP Kenya as the auditor of the Company in accordance with Section 721 of the Companies Act, Cap 486, subject to Section 24(1) of the Banking Act and to authorise the Directors to fix their remuneration.			
6	Delegation of Authority to the Board			
	To generally authorise the Board to formulate, approve and regularly review policy documents as a continuing obligation, as required under Regulation F.13 of the Capital Markets (Securities) (Public Offers, Listing and Disclosures) Regulations, 2002 for: a) Remuneration; b) Effective communication with stakeholders; c) Corporate disclosure policies and procedures; d) Dispute resolution for internal and external disputes; and e) Attraction and retention of Directors of the Company.			

ELECTRONIC COMMUNICATIONS CONSENT FORM**Please complete in BLOCK CAPITALS**

Full name of Proxy(s): _____

Address: _____

Mobile Number

Date: _____

Signature: _____

Please tick **ONE** of the boxes below;**Approval of Registration**

I/WE approve to register to participate in the virtual Annual General Meeting to be held on 30 May 2024.

☐**Consent for use of the Mobile Number provided**

I/WE would give my/our consent for the use of the mobile number provided for purposes of voting at the AGM.

☐**Proxy Form Notes:**

1. If a member is unable to attend personally, this Proxy Form should be completed and returned to reach the Company's share registrar, **Image Registrars Limited**, 5th Floor, Absa Towers, (formerly Barclays Plaza), Loita Street, P.O. Box 9287, GPO 00100, Nairobi, or via email to scbkshares@image.co.ke to arrive not later than **11:00 a.m. on 28 May 2024**, i.e., 48 hours before the meeting or any adjournment thereof.
2. In case of a member being a corporate body, the Proxy Form must be under its common seal or under the hand of an officer or duly authorised attorney of such corporate body.
3. As a shareholder you are entitled to appoint one or more proxies to exercise all or any of your shareholder rights to attend and to speak and vote on your behalf at the meeting. The appointment of the Chairman of the meeting as proxy has been included for convenience. To appoint as a proxy any other person, insert the full name of your proxy in the space provided. A proxy need not to be a shareholder of the Company.
4. Completion and submission of the Proxy Form will not prevent you from attending the meeting and voting at the meeting, in which case any votes cast by your proxy will be excluded.
5. To be valid the Proxy Form should be completed, signed and delivered (together with a power of attorney or other authority (if any) under which it is assigned, or a notarised certified copy of such power or authority) to Image Registrars Limited, Absa Towers (formerly Barclays Plaza), 5th Floor, Loita Street and address P.O. Box 9287-00100 Nairobi not later than **11.00 am on 28 May 2024** or, in the case of a poll taken subsequent to the date of the meeting, or any adjourned meeting, not less than 24 hours before the time appointed for the taking of the poll which is taken more than 48 hours after the day of the meeting or adjourned meeting.

6. In the case of a company being a shareholder then this Proxy Form must be executed under its common seal or signed on its behalf by an officer of that company or an authorised attorney for that company.
7. A “vote withheld” option has been included on the Proxy Form. The legal effect of choosing this option on any resolution is that you will be treated as not having voted on the relevant resolution. The number of votes in respect of which votes are withheld will, however, be counted and recorded, but disregarded in calculating the number of votes for or against each resolution.