

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 ("**AGM**") and tabled at the Company's AGM held at 09h00 today, Friday, 26 June 2020, were passed by the requisite majority of votes cast by shareholders.

As at Friday, 19 June 2020, 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 1 619 929 317, ("**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:

- 1 448 405 499 Ordinary Shares, being 89.41% of issued Ordinary Shares ("**Standard Bank Voteable Ordinary Shares**"); and
- 17 769 188 Preference Shares, being 33.54% 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

Directors	Total Ordinary Shares voted				Ordinary Shares abstained
	For (%) ⁽¹⁾	Against (%) ⁽¹⁾	Number	% ⁽²⁾	% ⁽²⁾
1.1 Maureen Erasmus	99.87	0.13	1 299 369 822	80.21	0.14
1.2 Trix Kennealy	98.71	1.29	1 293 302 622	79.84	0.52
1.3 Nomgando Matyumza	98.65	1.35	1 294 019 592	79.88	0.48
1.4 Jacko Maree	83.89	16.11	1 243 362 148	76.75	3.61
1.5 John Vice	99.22	0.78	1 299 371 854	80.21	0.14

	Total Ordinary Shares voted				Ordinary Shares abstained
1.6 Priscillah Mabelane	97.83	2.17	1 294 018 876	79.88	0.48
1.7 Nonkululeko Nyembezi	85.31	14.69	1 294 019 412	79.88	0.48

2. Ordinary Resolution - Re-appointment of external auditors

	Total Ordinary Shares voted				Ordinary Shares abstained
	For (%) ⁽¹⁾	Against (%) ⁽¹⁾	Number	% ⁽²⁾	% ⁽²⁾
2.1 KPMG Inc.	71.78	28.22	1 299 480 296	80.22	0.14
2.2 PWC Inc.	79.82	20.18	1 299 478 953	80.22	0.14

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

Total Ordinary Shares voted				Ordinary Shares abstained
For (%) ⁽¹⁾	Against (%) ⁽¹⁾	Number	% ⁽²⁾	% ⁽²⁾
94.13	5.87	1 299 463 089	80.22	0.14

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

Total Ordinary Shares voted				Ordinary Shares abstained
For (%) ⁽¹⁾	Against (%) ⁽¹⁾	Number	% ⁽²⁾	% ⁽²⁾
96.49	3.51	1 299 457 623	80.22	0.14

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

	Total Ordinary Shares voted				Ordinary Shares abstained
	For (%) ⁽¹⁾	Against (%) ⁽¹⁾	Number	% ⁽²⁾	% ⁽²⁾
5.1 Standard Bank Group's remuneration policy	88.33	11.67	1 295 898 007	80.00	0.36
5.2 Standard Bank Group's implementation report	86.35	13.65	1 295 895 765	80.00	0.36

6. Special Resolution - approval of non-executive directors' fees

	Total Ordinary Shares voted				Ordinary Shares abstained
	For (%) ⁽¹⁾	Against (%) ⁽¹⁾	Number	% ⁽²⁾	% ⁽²⁾
Standard Bank Group *					
6.1 Chairman	93.72	6.28	1 299 450 575	80.22	0.14
6.2 Directors of Standard Bank Group	94.99	5.01	1 299 449 625	80.22	0.14
6.3 International Directors	93.83	6.17	1 299 449 556	80.22	0.14
6.4 Audit Committee					
6.4.1 Chairman	94.06	5.94	1 299 446 433	80.22	0.14
6.4.2 Members	95.25	4.75	1 299 446 433	80.22	0.14
6.5 Directors' Affairs Committee					
6.5.1 Chairman**	94.06	5.94	1 299 446 433	80.22	0.14
6.5.2 Members	95.25	4.75	1 299 446 433	80.22	0.14
6.6 Remuneration Committee					
6.6.1 Chairman	93.94	6.06	1 299 434 657	80.22	0.14
6.6.2 Members	95.25	4.75	1 299 431 619	80.22	0.14
6.7 Risk & Capital Management Committee					
6.7.1 Chairman	94.06	5.94	1 299 446 432	80.22	0.14
6.7.2 Members	95.25	4.75	1 299 449 763	80.22	0.14
6.8 Social & Ethics Committee					
6.8.1 Chairman	94.06	5.94	1 299 443 082	80.22	0.14
6.8.2 Members	95.25	4.75	1 299 443 083	80.22	0.14

	Total Ordinary Shares voted				Ordinary Shares abstained
6.9 Technology & Information Committee					
6.9.1 Chairman	93.94	6.06	1 299 451 672	80.22	0.14
6.9.2 Members	95.25	4.75	1 299 451 673	80.22	0.14
6.10 Ad Hoc Committee⁺					
Members	94.06	5.94	1 299 457 420	80.22	0.14

* Non-executive directors' fees in respect of 2020.

** Chairman fee is set but not paid.

+ Ad hoc committee of the board or board committee or attendance by non-executive director acting in an alternate capacity.

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

Total Ordinary Shares voted				Ordinary Shares abstained
For (%) ⁽¹⁾	Against (%) ⁽¹⁾	Number	% ⁽²⁾	% ⁽²⁾
99.38	0.62	1 298 820 978	80.18	0.18

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

Total Ordinary Shares voted				Ordinary Shares abstained
For (%) ⁽¹⁾	Against (%) ⁽¹⁾	Number	% ⁽²⁾	% ⁽²⁾
99.38	0.62	1 300 479 093	80.28	0.60
Total Preference Shares voted				Preference Shares abstained
For (%) ⁽³⁾	Against (%) ⁽³⁾	Number	% ⁽⁴⁾	% ⁽⁴⁾
99.48	0.52	17 489 549	33.01	0.53

In regard to resolution 8 (special resolution), the holders of Preference Shares were entitled to vote.

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

Total Ordinary Shares voted				Ordinary Shares abstained
For (%) ⁽¹⁾	Against (%) ⁽¹⁾	Number	% ⁽²⁾	% ⁽²⁾
98.52	1.48	1 299 367 940	80.21	0.14

- (1) Expressed as a percentage of Standard Bank's voteable Ordinary Shares for the resolution.
- (2) Expressed as a percentage of 1 619 929 317 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, Peter Sullivan retired as an independent non-executive director at the close of the company's Annual General Meeting held today, Friday 26 June 2020. The board extends its sincere appreciation to Peter Sullivan for his invaluable contribution to the group.

Johannesburg

26 June 2020

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