

NOTICE AND AGENDA

Notice is hereby given that the Annual General Meeting of Standard Chartered Bank Ghana Limited will be held at the National Theatre, opposite the Efua Sutherland Children's Park, Accra on Thursday 6th June 2019 at 11:00am for the ordinary business of the Company.

AGENDA

ORDINARY BUSINESS

1. To receive and consider the reports of the directors and auditor, the balance sheet as at 31st December 2018 together with the profit and loss and income surplus accounts for the year ended on that date
2. To declare a dividend
3. To elect directors
4. To approve directors' remuneration
5. To authorize the Directors to fix the remuneration of the auditor

SPECIAL BUSINESS

6. To consider and if thought fit, to pass the following resolutions, (to align with the Bank of Ghana's Corporate Governance Directive, 2018), which will be proposed as Special Resolutions:
 - a. That regulation 79 of the Company's Regulations be amended to fix the minimum number of directors on the Board of the Company as five (5) and the maximum number as thirteen (13).
 - b. That regulation 103 of the Company's Regulations be amended to include a provision limiting the tenure of office of a Non-Executive Director to a term not more than three (3) years, renewable for not more than two (2) additional terms and the provision on the tenure of office of Independent Non-Executive Directors to be amended to increase their tenure from a term not exceeding 2 years to a term not exceeding 3 years, renewable for not more than two (2) additional terms.
 - c. That regulation 105 of the Company's Regulations be amended to fix the tenure of office of the Chairperson to a term not more than 3 years, renewable for one additional term only, and the Managing Director/Chief Executive Officer's tenure of office to a term not more than four (4) years, renewable for additional two (2) terms only.

Dated this 21st day of February, 2019

BY ORDER OF THE BOARD

SIGNED

ANGELA NAA SAKUA OKAI
(COMPANY SECRETARY)

NOTE

A member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of him/her. Such a proxy need not be a member of the Company.

The appointment of a proxy will not prevent a member from subsequently attending and voting at the meeting in person. Where a member attends the meeting in person, the proxy appointment shall be deemed to be revoked.

A copy of the Proxy form may be deposited at the registered office of the Registrar of the Company, GCB Bank Ltd, Registrar's Department, Head Office, Thorpe Road, P. O. Box 134, Accra, Ghana to arrive not later than 10:00am on Tuesday, 4th June 2019.