



NOTICE AND AGENDA

Notice is hereby given that the 52nd Annual General Meeting of Standard Chartered Bank Ghana PLC will be held at the **National Theatre**, opposite the Efua Sutherland Children's Park, Accra on **Thursday 2nd June 2022** at 11.00am for the ordinary business of the Company.

Agenda

ORDINARY BUSINESS

1. To receive and consider the Annual Report and the Audited Financial Statements for the year ended 31st December, 2021 together with the report of the directors and auditors thereon
2. To declare a dividend, subject to regulatory approval
3. To re-elect directors
4. To approve directors' remuneration
5. To authorize the Directors to fix the remuneration of the auditors

SPECIAL BUSINESS

6. To consider and if thought fit, pass the following resolutions as recommended by the directors, which will be proposed as Special Resolutions:
 - a. That Section 110 of the Company's registered Constitution be amended to read as follows:
"The Directors shall be not less than five (5) nor more than thirteen (13), the majority of whom shall be non-executive and ordinarily resident in Ghana."
 - b. That Section 114 of the Company's registered Constitution be amended to read as follows:
"The shareholding qualification for Directors may be fixed by the Company in general meeting, and unless and until so fixed no qualification shall be required. Where a qualification is fixed, the qualification shall be obtained within two (2) months of appointment or such shorter period fixed by this Constitution. Failure to obtain the qualification shall result in the vacation of the office of the Director concerned."
 - c. That Section 119 of the Company's registered Constitution be amended to read as follows:
"A Director of the Company may be or become a Director or officer of, or otherwise interested in, any company promoted by the Company or in which the Company may be interested as shareholder or otherwise, subject to the Bank of Ghana Fit and Proper Persons Directive of 2019 and Section 59 of the Banks and Specialised Deposit Taking Institutions Act. No Director shall be accountable to the Company for any remuneration or other benefits received by him as a Director or officer of, or from his interest in, such other company unless the Company so directs."
 - d. That Section 135 of the Company's registered Constitution be amended to read as follows:
"The Directors may meet together at least four (4) times per each financial year with each director attending at least 50% of the Board Meetings for the dispatch of business, adjourn and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the Chairman shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from Ghana."
 - e. That Section 165 (1) of the Company's registered Constitution be amended to read as follows:
"If the Company shall be wound up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Act, and the Corporate Insolvency and Restructuring Act, 2020 (Act 1015), divide amongst the members in specie or kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may for such purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. Any winding up or liquidation process shall comply with Sections 138 and 139 of the Banks and Specialised Deposit Taking Institutions Act."

Dated this 28th day of April, 2022

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. A form of proxy is attached. (Please see page 165 of the report). A copy of the Annual Report and the Proxy Form can be viewed/downloaded from the Standard Chartered Bank Ghana PLC website www.sc.com/gh. The Proxy Form may be filled and sent via email to shareregistry@gcb.com.gh or deposited at the registered office of the Registrars of the Company, GCB Bank PLC, Head Office, No.2 Thorpe Road, P. O. Box 134, Accra to arrive no later than 48 hours before the appointed time for the meeting.