



RESOLUTIONS PASSED AT THE 53RD ANNUAL GENERAL MEETING OF STANDARD CHARTERED BANK GHANA PLC, HELD AT THE NATIONAL THEATRE, OPPOSITE THE EFUA SUTHERLAND CHILDRENS' PARK, ACCRA ON WEDNESDAY 26TH JULY 2023 AT 11:00 AM.

A. ORDINARY BUSINESS

1. 2022 Audited Financial Statements

The Members considered and received, without any reservations, the Audited Financial Statements together with the reports of the Directors and Auditors thereon for the year ended 31st December 2022.

Ordinary Resolutions

2. Election of Director – Albert Larweh Asante

The Members resolved that Albert Larweh Asante, a director retiring at the meeting in accordance with Section 151 of the Company's registered Constitution, and who being eligible offers himself to be elected as Director, be and is hereby elected as Director of the Company.

3. Re-election of Directors retiring by rotation

The Members resolved that the following directors retiring by rotation at the meeting in accordance with Sections 148(1) and 148 (2) of the Company's registered Constitution, and who being eligible, offer themselves to be re-elected as Directors of the Company, be and are hereby re-elected:

- George Akello
- Sheikh Jobe
- Kwabena Nifa Aning

4. Approval of Directors' remuneration

The Members resolved that in accordance with Section 118(1) of the Company's registered Constitution, the remuneration of Non-Executive Directors be and is hereby fixed at an aggregate amount not exceeding five (5) million Ghana cedis per annum and that of the Executive Directors as per their respective conditions of service.

5. Fixing of Auditor's remuneration

The Members resolved that the Directors be and are hereby authorised to fix the remuneration and expenses of the auditor for the period concluding with the next Annual General Meeting.

Standard Chartered Bank Ghana PLC

Head Office,
87 Independence Avenue,
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B. SPECIAL BUSINESS

Special Resolutions

6. Amendment of Company's registered Constitution

The Members resolved that the Company's registered Constitution be amended to comply with the Securities and Exchange Commission's Directive on discontinuation of the usage of dividend warrants as a means of dividend payment, as follows:

- a. That Section 65 (1) of the registered Constitution be amended to read:

"Any dividend, interest or other moneys payable in respect of shares shall be paid electronically to such bank accounts or such other electronic devised modes of transfer as the shareholder may have advised and as by law recognized or as may be approved by the Securities and Exchange Commission and in the case of joint holders, to the account or other mode of the first holder named on the Register of shareholders or to such account or other electronic transfer mode that the joint holders may in writing direct.

- b. That Section 65 (2) of the Company's registered Constitution be hereby deleted
 c. That Section 65 (3) of the Company's registered Constitution be hereby deleted
 d. That Section 65 of the Company's registered Constitution be re-numbered accordingly.

The new Section 65 to read as follows:

65. (1) Any dividend, interest or other moneys payable in respect of shares shall be paid electronically to such bank accounts or such other electronic devised modes of transfer as the shareholder may have advised and as by law recognized or as may be approved by the Securities and Exchange Commission and in the case of joint holders, to the account or other mode of the first holder named on the Register of shareholders or to such account or other electronic transfer mode that the joint holders may in writing direct.

(2) A dividend payment shall be accompanied by a statement showing the gross amount of the dividend, and the tax deducted or deemed to be deducted from the gross amount.

(3) The Company may not pay interest on any dividend or other sum payable in respect of a share unless otherwise provided by:

- (a) the terms on which the share was issued or
 (b) any applicable law or regulation mandating the Company to do so.

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