

Standard Bank Group Ltd.		F2016	
	Classification	Meeting Type	Meeting Date
SBK	Banks	AGM F2016	26/5/2017
NUMBER	RESOLUTION	INFORMATION	VOTE
Ordinary resolution number 1	To present the annual financial statements for the year ended 31 December 2016, including the reports of the directors and the audit committee.		FOR
Ordinary resolution number 2	To elect directors in place of those retiring in accordance with the provisions of the company's memorandum of incorporation.		
2.1	Ms Geraldine Fraser-Moleketi (56) Independent non-executive director Appointed: November 2016 Qualifications: Master's degree in public administration (Pretoria)		FOR
2.2	Ms Gesina (Trix) Kennealy (58) Independent non-executive director Appointed: November 2016 Qualifications: BCom (Hons) (UJ), CA (SA)		FOR
2.3	Mr Jacko Maree (61) Non-executive director and deputy chairman Appointed: November 2016 Qualifications: BCom (Stellenbosch), MA (Politics and Economics) (Oxford University) PMD (Harvard)		FOR
2.4	Ms Nomgando Matyumza (54) Independent non-executive director Appointed: November 2016 Qualifications: BCompt (Hons) (Transkei), LLB (Natal), CA (SA)		FOR
2.5	Mr André Parker (65) Independent non-executive director Appointed: March 2014 Qualifications: BEcon (Hons), MCom (Stellenbosch)		FOR
2.6	Ms Swazi Tshabalala (51) Independent non-executive director Appointed: March 2014 Qualifications: BA (Economics) (Lawrence University, USA), MBA (Babcock School of Management, Wake Forest University)		FOR
2.7	Mr John Vice (64) Independent non-executive director Appointed: November 2016 Qualifications: BCom (Natal), CTA (Natal), CA (SA)		FOR
Ordinary resolution number 3	The audit committee has evaluated the independence and performance of KPMG Inc. and PricewaterhouseCoopers Inc. and recommend their reappointment as joint auditors of the company.		
3.1	Resolved to reappoint KPMG Inc. as auditors of Standard	MOTIVATION: We do	AGAINST

	Bank Group for the year ending 31 December 2017. The firm has been the auditor for 54 years.	not support not support the appointment of an audit firm who has been performing the audit for more than 10 years.]	
3.2	Resolved to reappoint PricewaterhouseCoopers Inc. as auditors of Standard Bank Group for the year ending 31 December 2017. The firm has been the auditor for 54 years.	[MOTIVATION: We do not support not support the appointment of an audit firm who has been performing the audit for more than 10 years.]	AGAINST
Ordinary resolution number 4	Resolved that the unissued ordinary shares of the company be and are hereby placed under the control of the directors of the company.	[MOTIVATION: We do not support this resolution, preferring that only specific transactions are considered for shareholder approval.]	AGAINST
Ordinary resolution number 5	Resolved that the unissued non-redeemable, non-cumulative, non-participating preference shares (non-redeemable preference shares) of the company be and are hereby placed under the control of the directors of the company who are authorised to issue the non-redeemable preference shares at their discretion.		FOR
Ordinary resolution number 6	To endorse, by way of a non-binding advisory vote, the company's remuneration policy as set out in the governance and remuneration report.	[MOTIVATION: Although significant disclosure is made, it remains insufficient to enable a shareholder to hold the company to account.]	AGAINST
Special resolutions			
Resolution number 7 (special)	Resolved as a special resolution that the following fees payable to the non-executive directors be approved.		
7.1	Chairman of Standard Bank Group R6 306 250 per annum.	[MOTIVATION: We do not support fees to chairpersons that exceed 200% of that for an ordinary director.]	AGAINST
7.2	Director of Standard Bank Group R263 250 per annum		FOR
7.3	International director of Standard Bank Group £51 150 per annum		FOR
7.4	Group directors' affairs committee:		
7.4.1	Member R118 500 per annum		FOR
7.5	Group risk and capital management committee:		
7.5.1	Chairman R803 375 per annum	[MOTIVATION: We do not support fees to chairpersons that exceed 200% of that for an ordinary member.]	AGAINST
7.5.2	Member R309 900 per annum		FOR
7.6	Group remuneration committee:		
7.6.1	Chairman R557 350 per annum	[MOTIVATION: We do not support fees to chairpersons that exceed 200% of that for an ordinary member.]	AGAINST
7.6.2	Member R167 000 per annum		FOR

7.7	Group social and ethics committee:		
7.7.1	Chairman R390 000 per annum	[MOTIVATION: We do not support fees to chairpersons that exceed 200% of that for an ordinary member.]	AGAINST
7.7.2	Member R118 500 per annum		FOR
7.8	Group audit committee:		
7.8.1	Chairman R803 375 per annum	[MOTIVATION: We do not support fees to chairpersons that exceed 200% of that for an ordinary member.]	AGAINST
7.8.2	Member R309 900 per annum		FOR
7.9	Group IT committee:		
7.9.1	Chairman R557 350 per annum	[MOTIVATION: We do not support fees to chairpersons that exceed 200% of that for an ordinary member.]	AGAINST
7.9.2	Member R167 000 per annum		FOR
7.10	Group model approval committee:		
7.10.1	Chairman R390 000 per annum	[MOTIVATION: We do not support fees to chairpersons that exceed 200% of that for an ordinary member.]	AGAINST
7.10.2	Member R118 500 per annum		FOR
7.11	Ad hoc meeting attendance ³ R26 200 per meeting (Fee per meeting for attendance by non-executive director or persons acting in an alternate capacity (not a member of the committee) or non-executive director attendance at management/subsidiary board or committee meeting where no other fee is specifically approved. This same fee is applicable to all committees where attendance is in an ad hoc or alternate capacity.)		FOR
Resolution number 8 (special)	The purpose of this special resolution is to generally approve, in terms of the provisions of the Companies Act 71 of 2008, the acquisition by the company and/or a subsidiary of the company, of ordinary shares issued by it.	[MOTIVATION: We do not support share buy-backs since we do not believe that they are in the company's interests generally.]	AGAINST
Resolution number 9 (special)	The purpose of this special resolution is to generally approve, in terms of the provisions of the Companies Act, the repurchase by the company of non-redeemable, non-cumulative, non-participating, variable rate par value preference shares that it has issued.		FOR
Resolution number 10 (special)	Resolved as a special resolution that the provision of any financial assistance by the company, subject to the provisions of the Companies Act 71 of 2008, to any company or corporation which is related or inter-related to the company (as defined in the Companies Act 71 of 2008), on the terms and conditions which the directors of the company may determine, be and is hereby approved.		FOR