

Annexure B: Proxy forms

Proxy form – ordinary shareholders

Standard Bank Group Limited

(Registration number 1969/017128/06) (the company)
JSE share code: SBK NSX share code: SNB ISIN: ZAE000109815

To be completed by certificated ordinary shareholders and dematerialised shareholders with “own-name” registrations only.

A shareholder entitled to attend and vote at the annual general meeting is entitled to appoint one or more proxies to attend, speak and vote in his/her stead. A proxy need not be a member of the company.

I/We _____ (Name in block letters)
of _____ (Address in block letters)
being a shareholder(s) and the holder(s) of _____ ordinary shares of 10 cents each and entitled to vote hereby appoint (see note 1)
1 _____ or, failing him/her
2 _____ or, failing him/her

the Chairman of the annual general meeting,

as my/our proxy to vote for me/us and on my/our behalf at the annual general meeting of shareholders to be held at 09h00 on Friday, 26 May 2017, in the HP de Villiers Auditorium, Standard Bank Centre, 6 Simmonds Street, Johannesburg, and at any adjournment thereof as follows:

Ordinary resolution to:	Number of votes		
	For*	Against*	Abstain*
1 Adopt annual financial statements			
2 To elect directors:			
2.1 Geraldine Fraser-Moleketi			
2.2 Gesina Kennealy			
2.3 Jacko Maree			
2.4 Nomgando Matyumza			
2.5 André Parker			
2.6 Swazi Tshabalala			
2.7 John Vice			
3 Reappointment of Auditors			
3.1 KPMG Inc.			
3.2 PricewaterhouseCoopers Inc			
4 Place unissued ordinary shares under control of directors			
5 Place unissued preference shares under control of directors			
6 Non-binding advisory vote on remuneration policy			
Special resolutions to:			
7 Remuneration: Approve non-executive directors' fees (2017):			
7.1 Standard Bank Group chairman			
7.2 Standard Bank Group director			
7.3 Standard Bank Group international director			
7.4 Group directors' affairs committee			
7.4.1 Member			
7.5 Group risk and capital management committee			
7.5.1 Chairman			
7.5.2 Member			
7.6 Group remuneration committee			
7.6.1 Chairman			
7.6.2 Member			
7.7 Group social and ethics committee			
7.7.1 Chairman			
7.7.2 Member			
7.8 Group audit committee			
7.8.1 Chairman			
7.8.2 Member			
7.9 Group IT committee			
7.9.1 Chairman			
7.9.2 Member			
7.10 Group model approval committee			
7.10.1 Chairman			
7.10.2 Member			
7.11 Ad hoc meeting attendance			
8 Grant: General authority to acquire the company's ordinary shares			
9 Grant: General authority to acquire the company's non-redeemable preference shares			
10 Approve: Loans or other financial assistance to related or inter-related companies			

* Insert a cross or tick or number of votes. If no options are marked, the proxy can vote as he/she deems fit.

Signed at _____ on _____ 2017

Signature _____

Assisted by (where applicable) (State capacity and full name) _____

Please provide contact details Tel () Fax: () E-mail: _____

Notes to the proxy form: ordinary shares

Please read the notes below:

- 1 A shareholder may insert the name of a proxy or the names of two alternative proxies of his/her choice in the space provided. The person whose name stands first on the proxy form and who is present at the annual general meeting will be entitled to act as proxy to the exclusion of those whose names follow.
- 2 To be effective, completed proxy forms must be lodged by not later than 09h00 on Wednesday, 24 May 2017 with either the transfer secretaries or the registered office:

South Africa:

Computershare Investor Services Proprietary Limited
Rosebank Towers
15 Biermann Avenue
Rosebank, 2196
PO Box 61051, Marshalltown, 2107
Fax number +27 11 688 5238

Registered office:

9th Floor, Standard Bank Centre
5 Simmonds Street, Johannesburg, 2001
PO Box 7725, Johannesburg, 2000
Fax number +27 11 636 4207

- 3 The completion and lodging of this form of proxy will not prevent the relevant ordinary shareholder from attending the annual general meeting and speaking and voting in person at the annual general meeting instead of the proxy.
- 4 The chairman of the annual general meeting may accept or reject any proxy form which is completed and/or received other than in compliance with these notes.
- 5 The signatories must initial any alteration to this proxy form, other than the deletion of alternatives.
- 6 Documentary evidence establishing the authority of a person signing the proxy form in a representative capacity must be attached to this proxy form unless previously recorded by the company.
- 7 Where there are joint holders of ordinary shares:
 - any one holder may sign the proxy form; and
 - the vote of the senior ordinary shareholder (for that purpose seniority will be determined by the order in which the names of the ordinary shareholders who tender a vote (whether in person or by proxy) appear in the company's register) will be accepted as to the exclusion of the vote(s) of the other joint shareholders.
- 8 All beneficial shareholders of ordinary shares who have dematerialised their shares through a CSDP or broker, other than those shareholders who have elected to dematerialise their shares in "own-name" registrations, must provide their CSDP or broker with their voting instructions. Voting

instructions must reach the CSDP or broker in sufficient time to allow the CSDP or broker to advise the company or its transfer secretaries of this instruction by no later than 09h00 on Wednesday, 24 May 2017. We recommend that you contact your CSDP or broker to ascertain their deadline for submission.

If you have dematerialised your shares and wish to attend the meeting in person, you may do so by requesting your CSDP or broker to issue you with a letter of representation in terms of the custody agreement entered into with your CSDP or broker.

Letters of representation must be lodged with the company's transfer secretaries or at the registered office of the Company by no later than 09h00 on Wednesday, 24 May 2017. We recommend that you contact your CSDP or broker to ascertain their deadline for submission.

Shareholders who hold certificated shares and shareholders who have dematerialised their shares in "own-name" registrations, must lodge their completed proxy forms with the company's transfer secretaries or at the registered office of the company by no later than 09h00 on Wednesday, 24 May 2017.

- 9 Summary in terms of section 58(8)(b)(i) of the Companies Act 71 of 2008: Section 58(8)(b)(i) provides that if a company supplies a form of instrument for appointing a proxy, the form of proxy supplied by the company for the purpose of appointing a proxy must bear a reasonably prominent summary of the rights established by section 58 of the Companies Act 71 of 2008, which summary is set out below:
 - A shareholder of a company may, at any time, appoint any individual, including an individual who is not a shareholder of that company, as a proxy, among other things, to participate in, and speak and vote at, a shareholders' meeting on behalf of the shareholder.
 - A shareholder may appoint two or more persons concurrently as proxies, and may appoint more than one proxy to exercise voting rights attached to different securities held by the shareholder.
 - A proxy may delegate the proxy's authority to act on behalf of the shareholder to another person.
 - A proxy appointment must be in writing, dated and signed by the shareholder; and remains valid only until the end of the meeting at which it was intended to be used, unless the proxy appointment is revoked, in which case the proxy appointment will be cancelled with effect from such revocation.
 - A shareholder may revoke a proxy appointment in writing. A proxy appointment is suspended at any time and to the extent that the shareholder chooses to act directly and in person in the exercise of any rights as a shareholder.
 - A proxy is entitled to exercise, or abstain from exercising, any voting right of the shareholder without direction.

Proxy form – preference shareholders

Standard Bank Group Limited

(Registration number 1969/017128/06) (the company)

JSE share code: SBPP ISIN: ZAE000056339

To be completed by certificated preference shareholders and dematerialised preference shareholders with “own name” registrations only.

A shareholder entitled to attend and vote at the annual general meeting is entitled to appoint one or more proxies to attend, speak and vote in his/her stead. A proxy need not be a member of the company.

I/We _____ (Name in block letters)

of _____ (Address in block letters)

being a shareholder(s) and the holder(s) of _____ non-redeemable shares of 1 cents each and entitled to vote hereby appoint (see note 1)

1 _____ or, failing him/her

2 _____ or, failing him/her

the chairman of the annual general meeting,

as my/our proxy to vote for me/us and on my/our behalf at the annual general meeting of shareholders to be held at 09h00 on Friday, 26 May 2017, in the HP de Villiers Auditorium, Standard Bank Centre, 6 Simmonds Street, Johannesburg, and at any adjournment thereof as follows:

	Number of votes		
	For*	Against*	Abstain*
9 Grant: General authority to acquire the company's non-redeemable preference shares			

* Insert a cross or tick or number of votes. If no options are marked, the proxy can vote as he/she deems fit.

Signed at _____ on _____ 2017

Signature _____

Assisted by (where applicable) (State capacity and full name) _____

Please provide contact details: _____ Tel: () _____ Fax: () _____

E-mail: _____

Notes to the proxy form: preference shares

Please read the notes below:

- 1 A shareholder may insert the name of a proxy or the names of two alternative proxies of his/her choice in the space provided. The person whose name stands first on the proxy form and who is present at the annual general meeting will be entitled to act as proxy to the exclusion of those whose names follow.
- 2 To be effective, completed proxy forms must be lodged by not later than 09h00 on Wednesday, 24 May 2017 with either the transfer secretaries or the registered office:

South Africa:

Computershare Investor Services Proprietary Limited
Rosebank Towers
15 Biermann Avenue
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PO Box 61051, Marshalltown, 2107
Fax number +27 11 688 5238

Registered office:

9th Floor, Standard Bank Centre
5 Simmonds Street, Johannesburg, 2001
PO Box 7725, Johannesburg, 2000
Fax number +27 11 636 4207

- 3 The completion and lodging of this form of proxy will not prevent the relevant non-redeemable preference shareholder from attending the annual general meeting and speaking and voting in person at the annual general meeting instead of the proxy.
 - 4 The chairman of the annual general meeting may accept or reject any proxy form which is completed and/or received other than in compliance with these notes.
 - 5 The signatories must initial any alteration to this proxy form, other than the deletion of alternatives.
 - 6 Documentary evidence establishing the authority of a person signing the proxy form in a representative capacity must be attached to this proxy form unless previously recorded by the company.
 - 7 Where there are joint holders of non-redeemable preference shares:
 - any one holder may sign the proxy form; and
 - the vote of the senior shareholder (for that purpose seniority will be determined by the order in which the names of the non-redeemable preference shareholders who tender a vote (whether in person or by proxy) appear in the company's register) will be accepted as to the exclusion of the vote(s) of the other joint shareholders.
 - 8 All beneficial shareholders of non-redeemable preference shares who have dematerialised their shares through a CSDP or broker, other than those shareholders who have elected to dematerialise their shares in "own-name" registrations, must provide their CSDP or broker with their voting instructions. Voting instructions must reach the CSDP or broker in sufficient time to allow the CSDP or broker to advise the company or its transfer secretaries of this instruction by no later than 09h00 on Wednesday, 24 May 2017. We recommend that you contact your CSDP or broker to ascertain their deadline for submission.
- If you have dematerialised your shares and wish to attend the meeting in person, you may do so by requesting your CSDP or broker to issue you with a letter of representation in terms of the custody agreement entered into with your CSDP or broker.
- Letters of representation must be lodged with the company's transfer secretaries or at the registered office of the Company by no later than 09h00 on Wednesday, 24 May 2017. We recommend that you contact your CSDP or broker to ascertain their deadline for submission.
- Shareholders who hold certificated shares and shareholders who have dematerialised their shares in "own-name" registrations, must lodge their completed proxy forms with the company's transfer secretaries or at the registered office of the company by no later than 09h00 on Wednesday, 24 May 2017.
- 9 Summary in terms of section 58(8)(b)(i) of the Companies Act 71 of 2008: Section 58(8)(b)(i) provides that if a company supplies a form of instrument for appointing a proxy, the form of proxy supplied by the company for the purpose of appointing a proxy must bear a reasonably prominent summary of the rights established by section 58 of the Companies Act 71 of 2008, which summary is set out below:
 - A shareholder of a company may, at any time, appoint any individual, including an individual who is not a shareholder of that company, as a proxy, among other things, to participate in, and speak and vote at, a shareholders' meeting on behalf of the shareholder.
 - A shareholder may appoint two or more persons concurrently as proxies, and may appoint more than one proxy to exercise voting rights attached to different securities held by the shareholder.
 - A proxy may delegate the proxy's authority to act on behalf of the shareholder to another person.
 - A proxy appointment must be in writing, dated and signed by the shareholder; and remains valid only until the end of the meeting at which it was intended to be used, unless the proxy appointment is revoked, in which case the proxy appointment will be cancelled with effect from such revocation.
 - A shareholder may revoke a proxy appointment in writing. A proxy appointment is suspended at any time and to the extent that the shareholder chooses to act directly and in person in the exercise of any rights as a shareholder.
 - A proxy is entitled to exercise, or abstain from exercising, any voting right of the shareholder without direction.