

NOTICE OF THE ANNUAL GENERAL MEETING

To the Members of Standard Chartered Bank Kenya Limited

Please note that in view of the need to include at the Annual General Meeting urgent and important business, the Company has postponed its Annual General Meeting from 13th May, as previously advised, to 28th May 2010, and changed the venue thereof. Please ignore the previous notice. Accordingly, please note also that the final dividend will be paid after the said Annual General Meeting.

Notice is hereby given that the twenty fourth Annual General Meeting of the Company will be held at Safari Park Hotel, Thika Road, Nairobi on Friday, 28 May 2010 at 11:30 a.m. for the following purposes:

ORDINARY BUSINESS

1. To receive and consider the Report of the Directors and Statement of Accounts and the statement of the Financial Position of the Company for the year ended 31 December 2009 with the Auditors' report thereon.
2. To confirm the payment of two interim dividends of KShs 2.50 each paid in September and December 2009 and to approve the payment of a final dividend of KShs 7.00 for each ordinary share of KShs 5.00 on the issued share capital of the Company in respect of the year ended 31 December 2009.
3. To elect the following Directors:
 - a) Ms. C. W. Murgor, a director retiring by rotation and who, being eligible, offers herself for re-election in accordance with Section 96 of the Memorandum and Articles of Association.
 - b) Mr. M.C. Hart, a director retiring by rotation who, being eligible, offers himself for re-election in accordance with Section 96 of the Memorandum and Articles of Association.
 - c) Mr. S. Odusanya, a Casual director retiring by rotation, being eligible, offers himself for election in accordance with Section 96 of the Memorandum and Articles of Association.
4. Resolution requiring special notice:

Special Notice pursuant to Sections 142 and 186(5) of the Companies Act having been received by the Company of the intention to move a resolution that Mr Harris Mule continues in office as a director of the Company for a further period of one year, notwithstanding his having attained the age of seventy years to consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That pursuant to Section 186 (5) of the Companies Act, Mr. Harris Mule continue in office as a Director of the Company for a further period of one year notwithstanding his having attained the age of seventy years."

5. To authorise the Board to fix the Directors' remuneration.
6. To note continuance in office of KPMG Kenya as auditors in accordance with Section 159(2) of the Companies Act, Cap 486 of the Laws of Kenya, and to authorise the Directors to fix their remuneration.

7. SPECIAL BUSINESS

i) Approval of the acquisition of the custody and securities business of Barclays Bank of Kenya Limited

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"THAT, subject to all necessary regulatory approvals being obtained, the acquisition by the Company of the custody and securities business of Barclays Bank of Kenya Limited ("the Business") pursuant to the Conditional Sale of Business Agreement

between Standard Chartered Bank and Barclays Bank PLC dated 27th April 2010 on such terms and conditions as the parties shall agree be and is hereby approved and the Directors are hereby authorized to do all such things that are in their opinion necessary or desirable to purchase the Business and give full effect to this resolution".

ii) Increase of authorised share capital

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"THAT the authorised share capital of the company be and is hereby increased from Kenya Shillings 1,365 million divided into 273 million ordinary shares of Kenya Shillings 5.00 each to Kenya Shillings 1,500 million divided into 300 million ordinary shares of Kenya Shillings 5.00 by the creation of 27 million new ordinary shares of Kenya Shillings 5.00 each ranking pari passu in all respects with the existing ordinary shares in the capital of the Company".

NB: This will bring the total authorised share capital of the Company to Kenya Shillings 1,780 million made up of 300 million ordinary shares of Kenya Shillings 5.00 and 56 million non-redeemable, non-cumulative, non-voting, non-participating and non-convertible preference shares of Kenya Shillings 5.00 each.

iii) Rights Issue

To consider and, if thought fit, pass the following as an ordinary resolution:

That subject to the passing of resolution 7(ii) above, the Directors are hereby authorized and directed that up to 27 million ordinary shares of Kenya Shillings 5.00 each in the capital of the Company be offered subject to any required regulatory approvals at a price to be determined by the Directors to and amongst the holders of the issued ordinary shares of Kenya Shillings 5.00 each in the capital of the Company registered at the close of business on such date and at such price as shall be determined by the Directors and notified to the members through the press or otherwise in proportion to the Members' respective holdings in the issued share capital of the Company, subject to the Articles of Association of the Company, at such rate and upon such terms as the Directors shall think fit and that the Directors be and are hereby authorised to issue such shares and pursue the listing of such shares upon issue on the Main Investment Market Segment of the Nairobi Stock Exchange and to do all such things as may be necessary to give effect to this resolution and to deal with fractions of shares in such a manner as they think fit subject to the Articles of Association of the Company.

BY ORDER OF THE BOARD

N.N. Oginde
Company Secretary
Standard Chartered Bank Kenya Limited
P.O. Box 30003, 00100 Nairobi GPO

6 March 2010

Note: Every member entitled to attend and vote at the above Meeting is entitled to appoint a proxy to attend and vote on his behalf. A proxy need not be a member. A form of proxy can be downloaded from the Company's website, www.standardchartered.co.ke and should be delivered or sent to the Share Registrar, Custody and Registrar Services(CRS), 6th Floor Bruce House, Standard Street, P.O. Box 8484, 00100, Nairobi, so as to be received not later than 48 hours before the time set for the meeting.