



STANDARD BANK LIMITED

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE ANNUAL GENERAL MEETING OF THE COMPANY WILL BE HELD AT THE PRESIDENT HOTEL, BANQUETING HALL, LILONGWE ON WEDNESDAY 24th APRIL 2013 AT 15.30 HOURS TO TRANSACT THE FOLLOWING BUSINESS:

1. Financial Statements

To receive the audited financial statements for the year ended 31st December 2012 together with the reports of the Directors and Auditors thereon.

2. Dividend

To declare a final dividend of MK14.00 per share representing MK3 billion as recommended by the Directors. The share register will be closed from 3rd May to 6th May 2013 both dates inclusive and no transfers will be registered during that time.

Members whose names shall appear in the register as at close of business on 3rd May 2013 will be eligible for this dividend payable on 28th May 2013.

3. Directors Appointments & Re-election

- (i) To appoint as Director Mrs. Catherine Mtonda to fill an existing vacancy

Mrs. Catherine Mtonda is an accountant by profession. She holds an MBA obtained from Strathclyde Business School in Scotland, a Bachelor of Commerce (Accountancy Degree and a Diploma in Business Studies obtained from the University of Malawi, Polytechnic. She has vast banking experience having previously worked for Continental Discount House Limited and Malawi Savings Bank Limited. In her career life, she has also worked in various Government Departments in the field of accounting. She is currently serving as Managing Director of Matrix Investment Holdings Limited, and also serves as a Board member for Reunion Insurance Limited and the Malawi National Roads Authority.

- (i) To appoint as Director Dr. Ngeyi Ruth Kanyongolo to fill an existing vacancy

Dr Ngeyi Ruth Kanyongolo is a lawyer by profession. She holds a PhD in Law obtained in 2007 from the University of Warwick, a Master of Laws degree obtained in 1999 from the University of London and a Bachelor of Laws (Honours) Degree obtained

in 1991 from the University of Malawi, Chancellor College. She is currently serving as Lecturer in Law at the University of Malawi, Chancellor College. Prior to joining the University of Malawi she worked as a legal practitioner at Fachi & Company and Lawson and Company.

- (ii) To appoint as Director Mr Allan Jonathan William Chinula to fill an existing vacancy

Mr. Alan Chinula is a lawyer by profession. He holds a Bachelor of Laws (Honours) Degree obtained in 1983 from the University of Malawi, Chancellor College, a Certificate obtained in 1987 from the University of London Institute of Advanced Legal Studies and a Certificate in Legislative Drafting obtained in 1988 from the University of West Indies Cave Hill Campus, Barbados. He currently runs his own private legal firm styled as William Faulkner Attorneys at Law. Prior to establishing his own legal firm he worked as a Legal Aid Advocate, a State Advocate and also as an Assistant Chief Parliamentary Draftsman in the Ministry of Justice. He also currently serves as a director of Tobacco Control Commission and the Board of the Council for the Coordination of Agriculture Research and Development in Southern Africa, a SADC body based in Gaborone in Botswana.

- (iii) To appoint as Director Mr Kitili Mbathi to fill an existing vacancy

Mr. Kitili Mbathi is a banker and an economist by profession. He holds a Masters of Banking and Finance for Development degree obtained in 1988 from Instituto Finafrica in Milan, Italy, a Bachelor of Arts (Economics and Political Science) obtained in 1981 from the University of Michigan, Ann Arbor in Michigan, USA. He currently works for Standard Bank Africa as the Regional Chief Executive Officer responsible for the Standard Bank Africa operations in Kenya, Uganda, Tanzania, Zambia and Malawi. Prior to joining Standard Bank Group, he worked for the Ministry of Finance and Planning, Government of Kenya, Citibank N.A Nairobi Branch, Barclays Merchant Finance Limited in Nairobi, Merrill Lynch, in San Francisco, USA and Commercial Bank of Africa in Nairobi, Kenya.

- (iv) To re-elect as Director Dr Rex Harawa who retires by rotation but being eligible has offered himself for re-election.

4. Non Executive Directors' Fees and Sitting Allowances

To fix the fees and sitting allowances of the Chairman and other non-executive Directors:

4.1 Directors Fees

Chairman:	From K1,800,000.00 to K2,500,000.00 per annum
Other non-executive Directors:	From K1,300,000.00 to K1,800,000.00 per annum

4.2 Sitting Allowances

Chairman:	From K60,000.00 to K80,000.00
Other non-executive Directors:	From K55,000.00 to K75,000.00

5. Executive Director's Remuneration

To authorize directors to determine the remuneration of Executive Directors.

6. Appointment of External Auditors

To re-appoint KPMG, Certified Public Accountants as auditors for the ensuing year, and to authorize the Directors to fix their remuneration.

DATED: 28th March 2013

BY ORDER OF THE BOARD

Etness Chanza
COMPANY SECRETARY

Registered Office
Standard Bank Limited
Standard Bank Centre
African Unity
P.O Box 30380
Capital City
Lilongwe 3

A member entitled to attend and vote at the meeting is entitled to appoint a proxy (or more than one proxy) to attend and vote in his stead. A proxy need not be a member of the company.

The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Company Secretary's Office, not less than **forty eight hours** before the time for holding the meeting and in default the instrument of proxy shall not be treated as valid.