

**Written Resolution under Companies Act 2006**

**Company number 03686869**

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

**of**

**STANDARD CHARTERED (CT) LIMITED (the "Company")**

**29 June 2010 (the "Circulation Date")**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as special resolutions (the "**Resolutions**")

**SPECIAL RESOLUTIONS**

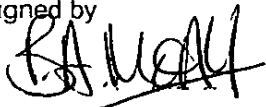
- 1 That the ordinary share capital of the Company be reduced by £17,237,189 (US\$30,800,000) by cancelling and extinguishing the 1 issued ordinary share of £1 00 held by Standard Chartered Nominees Limited and 17,237,188 issued ordinary shares of £1 00 each held by Standard Chartered UK Holdings Limited (such that there are 47,762,811 ordinary shares of £1 00 in issue held by Standard Chartered UK Holdings Limited) and the capital be returned to the shareholders
- 2 That the share premium account of the Company as at 30 April 2010 be reduced by £25,855,784 (US\$46,200,000) and the capital be returned to the shareholders

**AGREEMENT**

Please read the notes at the end of this document before signifying your agreement to the Resolutions

The undersigned, a person entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions

Signed by



*A. Siew*

on behalf of Standard Chartered Nominees Limited

on behalf of Standard Chartered UK Holdings Limited

Date

*29 June 2010*

TUESDAY



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## NOTES

- 1 If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above
  - 2 The document must be sent to the Company in hard copy form or in electronic form
  - 3 A member's agreement to written resolutions, once signified, may not be revoked
  - 4 Written resolutions are passed when the required majority of eligible members have signified their agreement to them
  - 5 The period for agreeing to the written resolution is the period of 28 days beginning with the Circulation Date (see Section 297 Companies Act 2006)
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