

Proxy form



Standard Bank Group Limited
 (Registration number 1969/017128/06)
 ("the Company")
 JSE share code : SBK
 NSX share code : SNB
 ISIN : ZAE000057378

To be completed by certificated 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 09h30 on Wednesday, 24 May 2006, 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*
Ordinary resolution to:			
1 Adopt annual financial statements			
2 Remuneration: Approve non-executive directors' fees (2006):			
2.1 Standard Bank Group chairman			
2.2 Standard Bank Group director			
2.3 Standard Bank Group international director			
2.4 Group credit committee			
2.5 Africa credit committee			
2.6 Directors' affairs committee			
2.7 Group risk management committee			
2.8 Group remuneration committee			
2.9 Transformation committee			
2.10 Group audit committee			
2.11 Ad hoc meeting attendance			

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

Proxy form continued

	Number of votes		
	For*	Against*	Abstain*
3 To elect directors:			
3.1 Doug Band			
3.2 Buddy Hawton			
3.3 Sam Jonah KBE			
3.4 Sir Paul Judge			
3.5 Adv Kgomoiso Moroka			
3.6 Chris Nissen			
4 Ordinary resolution to:			
4.1 place shares for the Standard Bank Equity Growth Scheme under control of directors			
4.2 place shares for the Group Share Incentive Scheme under control of directors			
4.3 place unissued ordinary shares under control of directors subject to the 5% limitation referred to under the proposed resolution			
4.4 place unissued preference shares under control of directors			
4.5 give directors general authority to make payments to shareholders			
5 Special resolution to:			
give general authority until the next annual general meeting for the Company or subsidiaries to repurchase the Company's 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 _____ 2006

Signature _____

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

Please provide contact details: Tel: () _____

Fax: () _____

e-mail: _____

Please read the notes on the opposite page.

Notes to the proxy form

Notes

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 no later than 09h30 on Tuesday, 23 May 2006 with either transfer secretaries or the registered office.

Transfer secretaries:

South Africa

Computershare Investor Services 2004 (Pty) Limited
 Ground Floor, 70 Marshall Street
 Johannesburg
 PO Box 61051, Marshalltown, 2107
 Fax number +27 11 688 5238

Namibia

Transfer Secretaries (Pty) Limited
 Shop 8, Kaiserkrone Centre
 Post Street Mall, Windhoek
 PO Box 2401, Windhoek
 Fax number +264 61 248 531

Registered office:

9th Floor, Standard Bank Centre
 5 Simmonds Street, Johannesburg
 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:
 - (a) any one holder may sign the proxy form; and
 - (b) 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 09h30 on Tuesday, 23 May 2006. 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 09h30 on Tuesday, 23 May 2006. 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 not later than 09h30 on Tuesday, 23 May 2006.