

Shareholders' information

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Chairman's letter to shareholders

Dear shareholder

The annual general meeting (AGM) of the Standard Bank Group Limited will be held in the HP de Villiers Auditorium, Standard Bank Centre, 6 Simmonds Street, Johannesburg on Wednesday, 24 May 2006 at 09h30. This letter explains the business to be conducted at the meeting.

The annual report for the year ended 31 December 2005 will also be available on the website at www.standardbank.co.za.

Explanatory note on resolutions

Resolution 1

Receive and adopt the annual financial statements for the financial year ended 31 December 2005. This is ordinary business and there are no special items to bring to the attention of the shareholders.

Resolution 2

Approve the non-executive directors' fees for 2006. In resolutions 2.1 to 2.11, in line with the Code of Corporate Practices and Conduct (King II), you are asked to approve the fees for non-executive directors for 2006. The fees are considered by the remuneration committee to be in line with market trends and have been approved by the board.

Resolutions 3.1 to 3.6

Elect directors – reappoint those directors who retire by rotation and those directors who were appointed for the first time during 2006 and offer themselves for re-election. Abridged *curriculum vitae* are included in the notice.

Resolution 4.1

Standard Bank Equity Growth Scheme – control of shares. This resolution provides the directors with the ability to allot and issue shares for the practical functioning of the Standard Bank Equity Growth Scheme.

Resolution 4.2

Group Share Incentive Scheme – control of shares. This resolution provides the directors with the ability to allot and issue shares for the practical functioning of the Group Share Incentive Scheme.

Resolution 4.3

Control of unissued ordinary shares – this resolution provides the directors with the ability to allot and issue ordinary shares, other than those required for the Standard Bank Equity Growth Scheme and the Group Share Incentive Scheme, during the course of the year, up to a maximum of 5% of the ordinary shares in issue at 31 December 2005.

Resolution 4.4

Control of unissued preference shares – this resolution provides the directors with the ability to allot and issue non-redeemable, non-cumulative, non-participating preference shares.

Resolution 4.5

General authority to make payments to shareholders – this resolution permits the directors to make payments to shareholders in terms of the Companies Act and paragraph 5.85(b) of the Listings Requirements of the JSE Limited, subject to compliance with the Companies Act, the Listings Requirements of the JSE Limited and provided such payment(s) in any one financial year do not exceed 10% of the company's issued share capital. Any such payments would be made on a pro rata basis to all shareholders. The articles of association permit such payment.

Special resolution

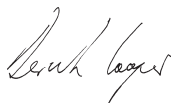
This is a renewal of the authority given by shareholders at the previous AGM and will allow the repurchase of the company's securities by the company or any subsidiary during the course of the year provided such purchases in any one financial year do not exceed 10% of the company's issued share capital.

Attendance at the annual general meeting

I encourage you to attend and vote your shares at the AGM. If you hold certificated shares or if you have dematerialised your shares and have elected "own-name" registration through a CSDP or broker, and you are not able to attend, I would urge you to complete the proxy form in accordance with the instructions and return it to the address indicated.

If you have dematerialised your shares on STRATE, and you have not elected "own-name" registration, you must submit your voting instructions to your CSDP or broker. You will need to contact them regarding their particular cut-off time for votes to be lodged with us. If you wish to attend the meeting, you will have to approach your CSDP or broker to provide you with the necessary authority in terms of the agreement that you have entered into with them.

I look forward to welcoming you at the AGM.



Derek Cooper
Chairman

8 March 2006

Notice to members

Notice is hereby given that the 37th annual general meeting of Standard Bank Group Limited (“Standard Bank Group” or “the Company”) will be held in the HP de Villiers Auditorium, Standard Bank Centre, 6 Simmonds Street, Johannesburg on Wednesday, 24 May 2006 at 09h30, for the following business:

Ordinary resolutions

- 1 To receive and adopt the annual financial statements for the year ended 31 December 2005, including the reports of the directors and auditors.
- 2 To approve the proposed fees payable to the non-executive directors for 2006¹:
 - 2.1 Chairman of Standard Bank Group – R2 587 310 per annum².
 - 2.2 Director of Standard Bank Group – R105 000 per annum.
 - 2.3 International director of Standard Bank Group – £25 200 per annum.
 - 2.4 Group credit committee:
Member – R12 000 per meeting.
 - 2.5 Africa credit committee:
Member – R12 000 per meeting.
 - 2.6 Directors’ affairs committee:
Member – R23 100 per annum.
 - 2.7 Group risk management committee:
Chairman – R136 800 per annum;
Member – R68 400 per annum.
 - 2.8 Group remuneration committee:
Chairman – R105 000 per annum;
Member – R52 500 per annum.
 - 2.9 Transformation committee:
Chairman – R90 300 per annum;
Member – R45 150 per annum.
 - 2.10 Group audit committee:
Chairman – R188 100 per annum;
Member – R94 050 per annum.
 - 2.11 Ad hoc meeting attendance³ – R10 500 per meeting.

- 3 To elect directors in place of those retiring in accordance with the provisions of the Company’s articles of association.

Messrs DDB Band, DA Hawton and AC Nissen, Sir Paul Judge and Adv KD Moroka retire by rotation while SE Jonah KBE is required to retire at the annual general meeting following his appointment. All being eligible offer themselves for re-election. Dr CB Strauss retires at the conclusion of this meeting.

All the abovementioned non-executive directors, with the exception of DDB Band, are independent. Details of these directors are as follows:

3.1 Doug Band

Age: 61

Appointed: 1997

Educational qualifications: BCom (Wits), CA (SA)

Directorships and memberships: Standard Bank Group, The Standard Bank of South Africa, Electronic Media Network (M-Net), Gymnogene Investments, Mobile Telephone Networks Holdings, MTN Group, MTN International, Stanlib, The Bidvest Group, Tiger Brands

Committee member: Africa credit, black ownership initiative, directors’ affairs, group audit, group credit, group remuneration

3.2 Buddy Hawton

Age: 68

Appointed: 1995

Educational qualifications: FCIS (Natal)

Directorships: Standard Bank Group, The Standard Bank of South Africa, International Resorts, Liberty Group, Liberty Holdings, Nampak, Royale Resorts Holdings (chairman), Royale Holdings (Bermuda), Royale Resorts International, Stanlib, Sun Hotels, Sun International (chairman), Woolworths Holdings (chairman)

Committee member: Group remuneration (chairman), group risk management

3.3 Sam Jonah KBE

Age: 56

Appointed: 2006

Educational qualifications: ACSM, MSc, DIC, DSc (Exeter)

Directorships: Standard Bank Group, The Standard Bank of South Africa, AngloGold Ashanti, Anglo Platinum Corporation, Bayport Holdings, Equator Exploration, Equinox Minerals, Mittal Steel, MotoGold Mines, Titanium Resources Group, Transnet, Uramin

¹ 1 March 2006 to 28 February 2007.

² Standard Bank Group chairman’s fees include the board, subsidiary board and all committee memberships but do not include fees for Liberty Holdings Limited, Liberty Group Limited or Standard Bank Plc. A company motor vehicle, against which fringe benefit tax is levied, is made available for use by the chairman. The chairman is currently the chairman of the black ownership initiative, directors’ affairs and group credit committees and is a member of the Africa credit, group remuneration, group risk management and group transformation committees.

³ Fee per meeting for attendance by non-executive director or person acting in an alternate capacity (not a member of the committee). This same fee is applicable to all committees where attendance is on an ad hoc or alternate capacity.

Notice to members *continued*

- 3.4 **Sir Paul Judge**
Age: 56
Appointed: 2003
Educational qualifications: MA (Cambridge), MBA (Pennsylvania)
Directorships: Standard Bank Group, The Standard Bank of South Africa, Schroder Income Growth Fund, Tempur-Pedic International
- 3.5 **Adv Kgomotso Moroka**
Age: 51
Appointed: 2003
Educational qualifications: BProc (University of the North), LLB (Wits)
Directorships: Standard Bank Group, The Standard Bank of South Africa, Electronic Media Network (M-Net), Gobodo Forensic & Investigative Accounting (chairman), New Seasons Investments Holdings, South African Breweries
- 3.6 **Chris Nissen**
Age: 47
Appointed: 2003
Educational qualifications: BA Hons, MA Humanities (Cape Town), Diploma in Theology
Directorships: Standard Bank Group, The Standard Bank of South Africa, Boschendal (chairman), Randgold & Exploration Company, Sea Harvest Corporation (chairman), Tiger Brands, Umoya Fishing, Woolworths Holdings
Committee member: Group transformation
- 4 To consider and if deemed fit to pass, with or without modification, the following resolutions as ordinary resolutions:
- 4.1 "Resolved that all the ordinary shares required for the purpose of carrying out the terms of the Standard Bank Equity Growth Scheme ("the Equity Growth Scheme"), other than those which have specifically been appropriated for the Equity Growth Scheme in terms of ordinary resolutions duly passed at previous annual general meetings of the Company, be and are hereby specifically placed under the control of the directors, who be and are hereby authorised to allot and issue those shares in terms of the Equity Growth Scheme."
- 4.2 "Resolved that all the ordinary shares required for the purpose of carrying out the terms of the Standard Bank Group Share Incentive Scheme ("the Scheme"), other than those which have specifically been appropriated for the Scheme in terms of ordinary resolutions duly passed at previous annual general meetings of the Company, be and are hereby specifically placed under the control of the directors, who be and are hereby authorised to allot and issue those shares in terms of the Scheme."
- 4.3 "Resolved as an ordinary resolution that the unissued ordinary shares in the authorised share capital of the Company (other than those specifically identified in ordinary resolutions number 4.1 and 4.2), be and are hereby placed under the control of the directors of the Company who are authorised to allot and issue the ordinary shares at their discretion until the next annual general meeting of the Company, subject to the provisions of the Companies Act, 61 of 1973, as amended, the Banks Act, 94 of 1990, as amended and the Listings Requirements of the JSE Limited and subject to the aggregate number of ordinary shares able to be allotted and issued in terms of this resolution being limited to five percent of the number of ordinary shares in issue at 31 December 2005."
- 4.4 "Resolved as an ordinary resolution that the unissued non-redeemable, non-cumulative, non-participating preference shares ("the Preference Shares") in the authorised share capital of the Company, be and are hereby placed under the control of the directors of the Company who are authorised to allot and issue the Preference Shares at their discretion until the next annual general meeting of the Company, subject to the provisions of the Companies Act, 61 of 1973, as amended, the Banks Act, 94 of 1990, as amended and the Listings Requirements of the JSE Limited."
- 4.5 "Resolved that the directors of the Company be and are hereby authorised and given a renewable general authority to make payments to shareholders in terms of section 5.85(b) of the Listings Requirements of the JSE Limited ("the Listings Requirements"), subject to the provisions of the Companies Act 61 of 1973, as amended ("the Companies Act"), the Banks Act 94 of 1990, as amended, and the Listings Requirements, including, amongst others, the following requirements:
- (a) payments to shareholders in terms of this resolution shall be made in terms of section 90 of the Companies Act and be made pro rata to all shareholders;
- (b) in any one financial year, payments to shareholders in terms of this resolution shall not exceed a maximum of 10% of the Company's issued share capital, including reserves but excluding minority interests, and revaluations of assets and intangible assets that are not supported by a valuation by an independent professional expert acceptable to the JSE Limited prepared within the last six months, measured as at the beginning of such financial year; and
- (c) this general authority to make payments to shareholders shall be valid until the next annual general meeting of the Company or for 15 months from the date of this resolution, whichever period is the shorter."
- The directors of the Company are of the opinion that, taking into consideration the effect of the maximum payment in terms of this authority:

- the Company and the group would be in a position to repay its debts in the ordinary course of business for a period of 12 months after the date of the notice of this annual general meeting (“the Next Year”);
- the assets of the Company and group, fairly valued in accordance with Generally Accepted Accounting Practice, would be in excess of the liabilities of the Company and the group for the Next Year; and
- the share capital and reserves of the Company and the group for the Next Year will be adequate.

The purpose of this general authority is to authorise the Company’s directors to return excess cash resources to shareholders on a pro rata basis.

Special resolution

- 5 To consider and if deemed fit, to pass, with or without modification, the following resolution as a special resolution:

The directors of the Company intend, if the circumstances are appropriate, to implement a repurchase of the Company’s ordinary shares as permitted in terms of the Companies Act 61 of 1973, as amended (“the Companies Act”) and the Listings Requirements of the JSE Limited (“the Listings Requirements”) either by the Company or one of its subsidiaries.

The reason for and effect of this special resolution is to generally approve, in terms of section 85(2) of the Companies Act and, in terms of section 89 of the Companies Act, the acquisition by the Company and/or a subsidiary of the Company, of ordinary shares issued by it subject to the Listings Requirements.

The directors of the Company are of the opinion that, taking into consideration the maximum number of ordinary shares that could be repurchased:

- the Company and the group would be in a position to repay its debts in the ordinary course of business for a period of 12 months after the date of the notice of this annual general meeting (“the Next Year”);
- the assets of the Company and group, fairly valued in accordance with Generally Accepted Accounting Practice, would be in excess of the liabilities of the Company and the group for the Next Year; and
- the share capital and reserves of the Company and the group for the Next Year will be adequate.

“Resolved as a special resolution that the Company approves, with effect from the date of this annual general meeting, as a general approval in terms of section 85(2) of the Companies

Act 61 of 1973, as amended (“the Companies Act”), the acquisition by the Company and, in terms of section 89 of the Companies Act, the acquisition by any subsidiary of the Company from time to time, of such number of ordinary shares issued by the Company and at such price and on such other terms and conditions as the directors may from time to time determine, subject to the requirements of the Companies Act and the Listings Requirements of the JSE Limited (“the Listings Requirements”), which include, amongst others, the following:

- the authority shall be valid only until the next annual general meeting of the Company or 15 months from the date on which this resolution is passed, whichever is the earlier;
- any such acquisition will be implemented through the order book operated by the trading system of the JSE Limited and done without any prior understanding or arrangement between the Company and the counterparty (reported trades being prohibited);
- the acquisition must be authorised by the Company’s articles of association;
- the authority is limited to the purchase of a maximum of 10% of the Company’s issued ordinary share capital in any one financial year;
- acquisition must not be made at a price more than 10% above the weighted average of the market value for the ordinary shares of the Company for the five business days immediately preceding the date of acquisition;
- at any point in time, the Company may only appoint one agent to effect any repurchase(s) on the Company’s behalf;
- the Company may only acquire its ordinary shares if, after such acquisition, it still complies with the shareholder spread requirements as set out in the Listings Requirements;
- the acquisition may not take place during a prohibited period (as defined in the Listings Requirements);
- in the case of an acquisition by a subsidiary of the Company, the authority shall be valid only if:
 - the subsidiary is authorised by its articles of association;
 - the shareholders of the subsidiary have passed a special resolution authorising the acquisition; and
 - the number of shares to be acquired, is not more than 10% in the aggregate of the number of issued shares of the Company.”

Notice to members *continued*

Notes in regard to other Listings Requirements applying to ordinary resolutions 4.1 to 4.5 and to the special resolution

1 Details of directors

Directors' details as required by the Listings Requirements of the JSE Limited ("the Listings Requirements") are set out on pages 28 and 29 of the annual report that accompanies this notice of annual general meeting ("the Annual Report").

2 Directors' responsibility statement

The directors, whose names are given on pages 28 and 29 of the Annual Report, collectively and individually accept full responsibility for the accuracy of the information given in these notes 1-7 and certify that to the best of their knowledge and belief there are no facts that have been omitted which would make any statement in these notes 1-7 false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that the notice contains all information required by law and the Listings Requirements.

3 Interests of directors

The interest of the directors in the share capital of the Company are set out on pages 94 and 95 of the Annual Report.

4 Major shareholders

Details of major shareholders of the Company are set out on page 220 of the Annual Report.

5 Share capital of the Company

Details of the share capital of the Company are set out on page 149 of the Annual Report.

6 Material change

There has been no material change in the financial or trading position of the Company and its subsidiaries since the date of publication of the Company's annual results on 9 March 2006.

7 Litigation

The Company and its subsidiaries are not, and have not in the 12 months preceding the date of this notice of annual general meeting been involved in any legal or arbitration proceedings which may have or have had a material effect on the financial position of the Company and its subsidiaries, nor is the Company aware of any such proceedings that are pending or threatened.

Standard Bank Group shareholders holding certificated shares and shareholders of the Company who have dematerialised their shares and have elected own name registration in the sub-register

maintained by the CSDP, may attend, speak and vote at the annual general meeting or may appoint one or more proxies (who need not be shareholders of the Company) to attend, speak and vote at the annual general meeting on behalf of such shareholder. A proxy form is attached to this notice of annual general meeting. Duly completed proxy forms must be returned to the transfer secretaries of Standard Bank Group or the registered office of the Company to the addresses set out below, to be received by not later than 09h30 on Tuesday, 23 May 2006.

Standard Bank Group shareholders who have dematerialised their shares through a CSDP or broker and who have not elected own name registration in the sub-register maintained by a CSDP and who wish to attend the annual general meeting, should instruct their CSDP or broker to issue them with the necessary authority to attend, or if they do not wish to attend the annual general meeting, they may provide their CSDP or broker with their voting instructions in terms of the custody agreement entered into between such shareholders and their CSDP or broker.

On behalf of the board



L Wulfsohn
Group secretary

8 March 2006

Registered office

9th floor
Standard Bank Centre
5 Simmonds Street
Johannesburg, 2001
(PO Box 7725, Johannesburg, 2000)
Fax No. +27 11 636 4207

Transfer secretaries in South Africa

Computershare Investor Services 2004 (Proprietary) Limited
Ground Floor
70 Marshall Street
Johannesburg, 2001
(PO Box 61051, Marshalltown, 2107)
Fax No. +27 11 688 5238

Transfer secretaries in Namibia

Transfer Secretaries (Proprietary) Limited
Shop 8, Kaiserkrone Centre
Post Street Mall
Windhoek
(PO Box 2401, Windhoek)
Fax No. +264 61 248 531

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.

Directorate

Standard Bank Group LimitedDE Cooper
*Chairman*JH Maree¹
Chief executive

DDB Band

E Bradley

TS Gcabashe

DA Hawton

SE Jonah KBE³Sir Paul Judge²

SJ Macozoma

RP Menell

Adv KD Moroka

AC Nissen

MC Ramaphosa

Dr MA Ramphele

MJD Ruck¹

MJ Shaw

Sir Robert Smith²

Dr CB Strauss

The Standard Bank of South Africa LimitedDE Cooper
*Chairman*JH Maree¹
Chief executive

DDB Band

E Bradley

TS Gcabashe

DA Hawton

SE Jonah KBE³Sir Paul Judge²

SJ Macozoma

RP Menell

Adv KD Moroka

AC Nissen

MC Ramaphosa

Dr MA Ramphele

SP Ridley¹

MJ Shaw

Sir Robert Smith²

Dr CB Strauss

Standard Bank PlcJH Maree
*Chairman*BJ Kruger¹
*Deputy chairman*RAG Leith^{1,2}
Chief executive

ME Austen

MJ Botha^{1,2}DPH Burgess²

DE Cooper

MJD Ruck

CJ Sheridan²TR Smeeton²

HE Staunton

BA Ursell²TG Wheeler^{1,2}**Liberty Holdings Limited**DE Cooper
Chairman

DA Hawton

SJ Macozoma

JH Maree

A Romanis²

MJ Shaw

Liberty Group LimitedDE Cooper
*Chairman*MJD Ruck¹
*Chief executive*HI Appelbaum¹

AWB Band

DA Hawton

SJ Macozoma

JH Maree

Prof L Patel

A Romanis²

MJ Shaw

Dr SP Sibisi

¹Executive director²British³Ghanaian

Shareholders' diary

2005 financial year

Annual general meeting

24 May 2006

2006 financial year

Financial year-end

31 December

Reports

Interim report and declaration of interim dividend

August 2006

Summarised annual financial statements and declaration of final dividend

March 2007

Publication of annual report

April 2007

Dividend payments

Ordinary shares

Interim

September 2006

Final

April 2007

6,5% first cumulative preference shares

Six months ending 30 June 2006

September 2006

Six months ending 31 December 2006

April 2007

Non-redeemable, non-cumulative, non-participating preference shares

Six months ending 30 June 2006

September 2006

Six months ending 31 December 2006

April 2007

Annual general meeting

May 2007

Shareholder analysis

Ten major shareholders¹

	2005		2004	
	Number of shares (million)	% holding	Number of shares (million)	% holding
Public Investment Corporation	175,2	13,0	156,7	11,6
Old Mutual Group	150,8	11,1	165,6	12,2
Tutuwa participants	102,3	7,6	102,3	7,6
Staff	42,0	3,1	42,0	3,1
Strategic partners	40,2	3,0	40,2	3,0
Communities and regional businesses	20,1	1,5	20,1	1,5
Liberty Group ²	46,5	3,4	49,3	3,7
Investment Solutions	41,3	3,1	38,9	2,9
Sanlam Group	37,7	2,8	48,0	3,5
Metlife	14,4	1,1	14,8	1,1
Transnet Pension Fund	13,1	1,0	15,3	1,1
	581,3	43,1	590,9	43,7

Spread of ordinary shareholders

Public ³	913,1	67,5	915,5	67,7
Non-public	439,3	32,5	436,6	32,3
Directors of Standard Bank Group, its subsidiaries, and embargoed employees ⁴	2,1	0,2	1,9	0,1
Old Mutual Group	150,8	11,1	165,6	12,2
Public Investment Corporation	175,2	13,0	156,7	11,6
Standard Bank Group and Liberty Group retirement funds	8,5	0,6	9,5	0,7
Tutuwa participants ⁵	102,3	7,6	102,3	7,6
Associates of directors	0,4	0,0	0,6	0,1
	1 352,4	100,0	1 352,1	100,0

Spread of 6,5% first preference shareholders

Public ³	7 953 000	99,4	7 953 000	99,4
Non-public	47 000	0,6	47 000	0,6
Directors of Standard Bank, its subsidiaries, and embargoed employees	47 000	0,6	47 000	0,6
	8 000 000	100,0	8 000 000	100,0

Spread of non-redeemable, non-cumulative, non-participating preference shareholders

Public ³	29 890 952	99,6	29 904 842	99,7
Non-public	109 048	0,4	95 158	0,3
Directors of Standard Bank, its subsidiaries, and embargoed employees	71 371	0,3	58 481	0,2
Associates of directors	37 677	0,1	36 677	0,1
	30 000 000	100,0	30 000 000	100,0

International shareholders held 21,8% (2004: 20,9%) of the SBG shares.

¹Beneficial holdings determined from the share register and investigations conducted on our behalf in terms of S140A of the Companies Act.

²Policyholders' funds.

³As per S4.25 of the JSE Listings Requirements.

⁴Excludes indirect holdings of strategic partners which are included in the Tutuwa participants.

⁵Includes Tutuwa Strategic Holdings 1 and 2, Tutuwa Staff Holdings 1, 2 and 3, Tutuwa Community and General Staff Share Trust.

Share statistics

JSE Limited – ordinary share statistics

	2005	2004
Share prices (cents)		
– High for the year	7 875	6 750
– Low for the year	5 750	3 686
– 31 December	7 581	6 580
Shares traded		
– Number of shares (000)	841 835	892 633
– Value of shares (Rm)	56 387	40 688
– Turnover in shares traded (%)	62,2	66,0
Number of shares in issue (million)		
– End of period	1 352	1 352
– Weighted average	1 353	1 346

Instrument codes

JSE Limited	Namibian Stock Exchange (NSX)	Bond Exchange of South Africa
Ordinary shares	Ordinary shares	Subordinated debt
Share code: SBK	Share code: SNB	SBK 3: ZAG000018086
ISIN code: ZAE000057378	ISIN code: ZAE000057378	SBK 5: ZAG000023078
6,5% first cumulative preference shares		SBK 6: ZAG000024043
Share code: SBKP		SBK 7: ZAG000024894
ISIN code: ZAE000038881		Senior bonds
Non-redeemable, non-cumulative preference shares		SBS1: ZAG000023235
Share code: SBPP		SBS2: ZAG000024522
ISIN code: ZAE000056339		
Deposit notes		
Share code: SBR001		
ISIN code: ZAE000077780		

Credit ratings

The latest credit ratings for entities within the Standard Bank Group are detailed below:

	Short-term	Long-term	Outlook
The Standard Bank of South Africa Limited (SBSA)			
Fitch Ratings (August 2005)			
Foreign currency	F2	BBB+	Stable
Local currency		A-	Positive
National	F1+(zaf)	AA+(zaf)	Stable
Standard & Poor's (November 2005) public information rating			
Local currency		BBBpi	
Moody's Investors Services (January 2005) public information rating			
Bank deposit rating	P-2	Baa1	Stable
Standard International Holdings Limited			
Fitch Ratings (August 2005)			
Foreign currency	F2	BBB+	Stable
Moody's Investors Services (July 2005)			
Issuer rating		Baa2	Stable
Standard Bank Plc			
Fitch Ratings (August 2005)			
Foreign currency	F2	BBB+	Stable
Moody's Investors Services (July 2005)			
Issuer rating	P-2	Baa1	Stable
Liberty Life			
Fitch Ratings (July 2005)			
National		AA-(zaf)	Stable
RSA Sovereign ratings: Foreign currency			
Fitch Ratings		BBB+	
Standard & Poor's		BBB+	
Moody's Investors Services		Baa1	
RSA Sovereign ratings: Local currency			
Fitch Ratings		A-	
Standard & Poor's		A+	
Moody's Investors Services		A2	

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