

## OPERATIONAL INFORMATION DOCUMENT

**This Operational Information Document relates to the Final Terms dated 16 May 2019 (the "Final Terms") in respect of the issue by Standard Chartered PLC of U.S.\$1,000,000,000 3.785 per cent. Fixed-to-Floating Rate Notes due 2025 (the "Notes") under the U.S.\$77,500,000,000 Debt Issuance Programme of Standard Chartered PLC and Standard Chartered Bank.**

Each Manager listed in the Final Terms has acknowledged that Prospectus dated 19 June 2018, as supplemented by the supplementary prospectuses dated 31 July 2018, 21 September 2018, 1 November 2018, 30 November 2018, 7 January 2019, 1 March 2019, 7 March 2019, 10 April 2019 and 30 April 2019 (together, the "**Prospectus**") has not been registered as a prospectus with the Monetary Authority of Singapore (the "**MAS**"). Accordingly, each Manager has represented, warranted and agreed that it has not offered or sold any Notes or caused the Notes to be made the subject of an invitation for subscription or purchase and will not offer or sell any Notes or cause the Notes to be made the subject of an invitation for subscription or purchase, and has not circulated or distributed, nor will it circulate or distribute, the Prospectus or any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the Notes, whether directly or indirectly, to any person in Singapore other than:

- (a) to an institutional investor (as defined in Section 4A of the Securities and Futures Act (Chapter 289) of Singapore, as modified or amended from time to time (the "**SFA**")) pursuant to Section 274 of the SFA;
- (b) to a relevant person (as defined in Section 275(2) of the SFA) pursuant to Section 275(1) of the SFA, or any person pursuant to Section 275(1A) of the SFA, and in accordance with the conditions specified in Section 275 of the SFA; or
- (c) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where the Notes are subscribed or purchased under Section 275 of the SFA by a relevant person which is:

- (i) a corporation (which is not an accredited investor (as defined in Section 4A of the SFA)) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or
- (ii) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor,

securities or securities-based derivatives contracts (each term as defined in Section 2(1) of the SFA) of that corporation or the beneficiaries' rights and interest (howsoever described) in that trust shall not be transferred within six months after that corporation or that trust has acquired the Notes pursuant to an offer made under Section 275 of the SFA except:

- (1) to an institutional investor or to a relevant person, or to any person arising from an offer referred to in Section 275(1A) or Section 276(4)(i)(B) of the SFA;
- (2) where no consideration is or will be given for the transfer;
- (3) where the transfer is by operation of law;
- (4) as specified in Section 276(7) of the SFA; or

(5) as specified in Regulation 37A of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018.

**Notification under Section 309B(1) of Securities and Futures Act (Chapter 289) of Singapore (the “SFA”):** In connection with Section 309B of the SFA, the Notes are prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

**Final Terms**

**STANDARD CHARTERED PLC**

and

**STANDARD CHARTERED BANK**

**U.S.\$77,500,000,000  
Debt Issuance Programme**

U.S.\$1,000,000,000 3.785 per cent. Fixed-to-Floating Rate Notes due 2025

**Issued by**

**Standard Chartered PLC**

**Joint Lead Managers**

**Barclays Capital Inc.  
BNP Paribas Securities Corp.  
BofA Securities, Inc.  
Citigroup Global Markets Inc.  
Standard Chartered Bank**

**Co-Lead Managers**

**China CITIC Bank International Limited  
Emirates NBD Bank PJSC  
First Abu Dhabi Bank PJSC  
Landesbank Baden-Württemberg  
Natixis Securities Americas LLC  
Rand Merchant Bank, a division of FirstRand Bank Limited (London Branch)  
Shanghai Pudong Development Bank Co., Ltd., Hong Kong Branch  
SMBC Nikko Securities America, Inc.  
United Overseas Bank Limited  
U.S. Bancorp Investments, Inc.**

The date of the Final Terms is 16 May 2019.

## PART A – CONTRACTUAL TERMS

**PROHIBITION OF SALES TO EEA RETAIL INVESTORS** – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“**EEA**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “**MiFID II**”); (ii) a customer within the meaning of Directive 2002/92/EC (as amended, “**IMD**”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Directive 2003/71/EC (as amended, the “**Prospectus Directive**”). Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the “**PRIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIPs Regulation.

**MiFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ELIGIBLE COUNTERPARTIES ONLY TARGET MARKET** – Solely for the purposes of the manufacturer’s product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in MiFID II; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the manufacturer’s target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer’s target market assessment) and determining appropriate distribution channels.

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Prospectus dated 19 June 2018 which, together with the supplementary prospectuses dated 31 July 2018, 21 September 2018, 1 November 2018, 30 November 2018, 7 January 2019, 1 March 2019, 7 March 2019, 10 April 2019 and 30 April 2019 constitute (with the exception of certain sections) a base prospectus (the “**Base Prospectus**”) for the purposes of the Prospectus Directive. This document constitutes the final terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Base Prospectus. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus is available for viewing at 1 Basinghall Avenue, London EC2V 5DD and copies may be obtained from 1 Basinghall Avenue, London EC2V 5DD.

<b>1</b>	Issuer:	Standard Chartered PLC
<b>2</b>	(i) Series Number:	167
	(ii) Tranche Number:	1
	(iii) Date on which the Notes will be consolidated and form a single Series:	Not Applicable
<b>3</b>	Currency or Currencies:	United States Dollars (“ <b>U.S.\$</b> ”)
<b>4</b>	Aggregate Nominal Amount:	
	(i) Series:	U.S.\$1,000,000,000
	(ii) Tranche:	U.S.\$1,000,000,000

<b>5</b>	Issue Price:	100.000 per cent. of the Aggregate Nominal Amount
<b>6</b>	Denominations:	U.S.\$200,000 and integral multiples of U.S.\$1,000 in excess thereof
<b>7</b>	Calculation Amount:	U.S.\$1,000
<b>8</b>	(i) Issue Date:	21 May 2019
	(ii) Interest Commencement Date:	Issue Date
<b>9</b>	Maturity Date:	The Interest Payment Date falling on or nearest to 21 May 2025
<b>10</b>	Interest Basis:	3.785 per cent. Fixed Rate for the period from (and including) the Issue Date to (but excluding) 21 May 2024 3 month U.S.\$ LIBOR + 1.56 per cent. Floating Rate for the period from (and including) 21 May 2024 to (but excluding) the Maturity Date (see paragraphs 15 and 16 below)
<b>11</b>	Redemption/Payment Basis:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100.000 per cent. of their nominal amount
<b>12</b>	Change of Interest:	Fixed-to-Floating Rate Notes (see paragraphs 15 and 16 below)
<b>13</b>	Put/Call Options:	Issuer Call Loss Absorption Disqualification Event Call
<b>14</b>	(i) Status of the Notes:	Senior
	(ii) Date Board approval for issuance of Notes obtained:	Not Applicable
	(iii) Events of Default:	Non-Restrictive Events of Default

## PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

<b>15</b>	<b>Fixed Rate Note Provisions</b>	Applicable for the period from (and including) the Issue Date to (but excluding) 21 May 2024
	(i) Rate of Interest:	3.785 per cent. per annum payable semi-annually in arrear on each Interest Payment Date
	(ii) Interest Payment Date(s):	21 May and 21 November in each year to (and including) 21 May 2024
	(iii) Fixed Coupon Amount:	U.S.\$18.925 per Calculation Amount
	(iv) Broken Amount:	Not Applicable
	(v) Day Count Fraction (Condition 4(j)):	30/360
	(vi) Determination Dates:	Not Applicable
	(vii) Relevant Currency:	Not Applicable

<b>16 Floating Rate Note Provisions</b>	Applicable for the period from (and including) 21 May 2024 to (but excluding) the Maturity Date
(i) Interest Period(s):	The period beginning on (and including) 21 May 2024 and ending on (but excluding) the First Interest Payment Date and each successive period beginning on (and including) an Interest Payment Date and ending on (but excluding) the next succeeding Interest Payment Date
(ii) Interest Payment Dates:	21 August 2024, 21 November 2024, 21 February 2025 and 21 May 2025, subject to adjustment in accordance with the Business Day Convention below
(iii) First Interest Payment Date:	21 August 2024
(iv) Business Day Convention:	Modified Following Business Day Convention
(v) Relevant Financial Centre(s) (Condition 4(j)):	London
(vi) Manner in which the Rate(s) of Interest is/are to be determined:	Page
(vii) Interest Period Date(s):	Not Applicable
(viii) Party responsible for calculating the Rate(s) of Interest and Interest Amount(s) (if not the Calculation Agent):	Not Applicable
(ix) Page (Condition 4(c)):	
• Relevant Time:	11:00 a.m. London time
• Interest Determination Date:	Second London Business Day prior to the start of the relevant Interest Period
• Primary Source for Floating Rate:	Reuters LIBOR01
• Reference Banks (if Primary Source is "Reference Banks"):	Not Applicable
• Relevant Financial Centre:	London
• Benchmark:	3 month U.S.\$ LIBOR
• Effective Date:	The first day of the relevant Interest Accrual Period
• Specified Duration:	3 months
(x) Linear Interpolation:	Not Applicable
(xi) Margin(s):	+1.56 per cent. per annum
(xii) Minimum Rate of Interest:	Not Applicable
(xiii) Maximum Rate of Interest:	Not Applicable
(xiv) Day Count Fraction (Condition 4(j)):	Actual/360
(xv) Rate Multiplier:	Not Applicable
<b>17 Reset Note Provisions</b>	Not Applicable
<b>18 Zero Coupon Note Provisions</b>	Not Applicable

## PROVISIONS RELATING TO REDEMPTION

<b>19 Issuer Call</b>	Applicable
(i) Optional Redemption Date:	21 May 2024
(ii) Call Option Redemption Amount(s) and method, if any, of calculation of such amount(s):	U.S.\$1,000 per Calculation Amount
(iii) If redeemable in part:	
(a) Minimum Call Option Redemption Amount:	Not Applicable
(b) Maximum Call Option Redemption Amount:	Not Applicable
(iv) Notice period:	As per Condition 5(d)
<b>20 Regulatory Capital Call</b>	Not Applicable
<b>21 Loss Absorption Disqualification Event Call</b>	Applicable
(i) Redeemable on days other than Interest Payment Dates (Condition 5(f)):	Yes
<b>22 Put Option</b>	Not Applicable
<b>23 Final Redemption Amount of each Note</b>	U.S.\$1,000 per Calculation Amount
<b>24 Early Redemption Amount</b>	
(i) Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons, due to Regulatory Capital Event or due to Loss Absorption Disqualification Event or on event of default:	U.S.\$1,000 per Calculation Amount
(ii) Redeemable on days other than Interest Payment Dates (Condition 5(c)):	Yes
(iii) Unmatured Coupons to become void upon early redemption (Bearer Notes only) (Condition 6(f)):	Not Applicable

## GENERAL PROVISIONS APPLICABLE TO THE NOTES

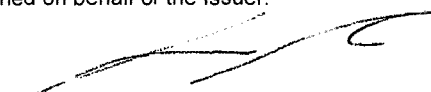
<b>25 Form of Notes:</b>	Registered Notes Global Certificates exchangeable for Definitive Certificates in the limited circumstances specified in the Global Certificates
<b>26 New Global Note:</b>	No
<b>27 Business Day Jurisdiction(s) (Condition 6(h)) or other special provisions relating to Payment Dates:</b>	London and New York

- 28** Talons for future Coupons to be attached No  
to Definitive Notes (and dates on which  
such Talons mature):



Signed on behalf of the Issuer:

By:

  
\_\_\_\_\_

*Duly authorised*

## Part B – Other Information

### 1 LISTING

- |   |  |
|---|--|
| (i) Listing:  | Official List of the UK Listing Authority and trading on the London Stock Exchange   |
| (ii) Admission to trading:                              | Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the London Stock Exchange's regulated market with effect from 21 May 2019. |
| (iii) Estimated total expenses of admission to trading: | £4,560   |

### 2 RATINGS

- |         |   |
|---------|---|
| Ratings | The Notes to be issued are expected to be assigned the following ratings:<br>S&P: BBB+<br>Moody's: A2<br>Fitch: A |
|---------|---|

### 3 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

Save for any fees payable to the Managers, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

The Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

### 4 Fixed Rate Notes only – YIELD

- |                      |  |
|----------------------|--|
| Indication of yield: | See "General Information" on page 147 of the Base Prospectus.<br>For the period from (and including) the Issue Date to (but excluding) 21 May 2024, 3.785 per cent.<br>As set out above, the yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield. |
|----------------------|--|

### 4 Floating Rate Notes only – HISTORIC INTEREST RATES

Details of historic LIBOR rates can be obtained from Reuters LIBOR01.

### 5 OPERATIONAL INFORMATION

- |                        |                                     |
|------------------------|-------------------------------------|
| (i) Unrestricted Notes |                                     |
| (a) ISIN:              | XS2001187405                        |
| (b) Common Code:       | 200118740                           |
| (ii) Restricted Notes  |                                     |
| (a) ISIN:              | US853254BN98                        |
| (b) CUSIP Number:      | 853254 BN9                          |
| (iii) FISN:            | STD CHARTERED P/FXD FR NT 2025 UNSE |

- |  |   |
|--|---|
| (iv) CFI Code:   | DBVUGR  |
| (v) Any clearing system(s) other than Euroclear Bank SA/NV, Clearstream Banking, SA, the CMU Service, DTC and the relevant identification number(s): | Not Applicable  |
| (vi) Delivery:   | Delivery free of payment in respect of the Restricted Notes and delivery free of payment in respect of the Unrestricted Notes |
| (vii) Names and addresses of initial Paying Agent(s):  | The Bank of New York Mellon, One Canada Square, London E14 5AL, United Kingdom  |
| (viii) Names and addresses of additional Paying Agent(s) (if any):   | Not Applicable  |
| (ix) Legal Entity Identifier:  | U4LOSYZ7YG4W3S5F2G91  |

## 6 DISTRIBUTION

- |  |   |
|--|---|
| (i) Method of distribution:              | Syndicated  |
| (ii) If syndicated:                      |   |
| (A) Names of Managers:                   | <p><b>Joint Lead Managers</b></p> <p>Barclays Capital Inc.<br/> BNP Paribas Securities Corp.<br/> BofA Securities, Inc.<br/> Citigroup Global Markets Inc.<br/> Standard Chartered Bank</p> <p><b>Co-Lead Managers</b></p> <p>China CITIC Bank International Limited<br/> Emirates NBD Bank PJSC<br/> First Abu Dhabi Bank PJSC<br/> Landesbank Baden-Württemberg<br/> Natixis Securities Americas LLC<br/> Rand Merchant Bank, a division of FirstRand Bank Limited (London Branch)<br/> Shanghai Pudong Development Bank Co., Ltd., Hong Kong Branch<br/> SMBC Nikko Securities America, Inc.<br/> United Overseas Bank Limited<br/> U.S. Bancorp Investments, Inc.</p> |
| (B) Stabilising Manager(s) (if any):     | BofA Securities, Inc.   |
| (iii) If non-syndicated, name of Dealer: | Not Applicable  |
| (iv) US Selling Restrictions:            | Reg. S Compliance Category 2; TEFRA not applicable<br>Rule 144A: Qualified Institutional Buyers only  |