

Final Terms

STANDARD CHARTERED PLC
and
STANDARD CHARTERED BANK
U.S.\$77,500,000,000
Debt Issuance Programme

HKD 784,000,000 Fixed Rate Notes due June 2026

Issued by

Standard Chartered PLC

The date of the Final Terms is 12th June 2023

PART A – CONTRACTUAL TERMS

THE NOTES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT 1933 (THE “SECURITIES ACT”) OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES. THE NOTES ARE ISSUED IN BEARER FORM (“BEARER NOTES”) THAT ARE SUBJECT TO U.S. TAX LAW REQUIREMENTS. SUBJECT TO CERTAIN EXCEPTIONS, THE NOTES MAY NOT BE OFFERED OR SOLD OR DELIVERED WITHIN THE UNITED STATES OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, U.S. PERSONS (AS DEFINED IN REGULATION S (“REGULATION S”) UNDER THE SECURITIES ACT.

THE NOTES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION, OR ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES, NOR HAVE ANY OF THE FOREGOING AUTHORITIES PASSED UPON OR ENDORSED THE MERITS OF THE OFFERING OF NOTES OR THE ACCURACY OR ADEQUACY OF THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENCE IN THE UNITED STATES.

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 (the “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2014/65/EU (as amended “MiFID II”); (ii) a customer within the meaning of Directive (EU) 2016/97 as amended or superseded (the “IDD”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified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 Article 2 of Regulation (EU) 2017/1129 (the “EU Prospectus Regulation”). Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the “EU PRIIPs 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 EU PRIIPs Regulation.

PROHIBITION OF SALES TO UK 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 United Kingdom (the “UK”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of the domestic law of the UK by virtue of the European Union (Withdrawal) Act 2018 (the “EUWA”); (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the “FSMA”) and any rules or regulations made under the FSMA to implement the IDD, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of the domestic law of the UK by virtue of the EUWA (“UK MiFIR”); or (iii) not a qualified investor as defined in Article 2 of the EU Prospectus Regulation as it forms part of the domestic law of the UK by virtue of the EUWA (the “UK Prospectus Regulation”). Consequently, no key information document required by the EU PRIIPs Regulation as it forms part of the domestic law of the UK by virtue of the EUWA (the “UK PRIIPs Regulation”) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

MiFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ELIGIBLE COUNTERPARTIES ONLY TARGET MARKET – Solely for the purposes of each 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.

UK MiFIR PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ELIGIBLE COUNTERPARTIES ONLY TARGET MARKET – Solely for the purposes of each 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 only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook (“COBS”), and professional clients, as defined in UK MiFIR; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any distributor should take into consideration the manufacturer’s target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook 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.

NOTIFICATION UNDER SECTION 309B OF THE SECURITIES AND FUTURES ACT OF SINGAPORE, AS MODIFIED OR AMENDED FROM TIME TO TIME (THE “SFA”) AND THE SECURITIES AND FUTURES (CAPITAL MARKETS PRODUCTS) REGULATIONS 2018 OF SINGAPORE (THE “CMP REGULATIONS 2018”) – In connection with Section 309(B) of the SFA and the CMP Regulations 2018, unless otherwise specified before an offer of Notes, each Issuer has determined, and hereby notifies all persons (including all relevant persons as defined in Section 309A(1) of the SFA), that all Notes issued or to be issued under the Programme are prescribed capital markets products (as defined in the CMP 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).

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Prospectus dated 15 June 2022 which, together with the supplementary Prospectus dated 29th July 2022, 26th October 2022, 16th February 2023 and 26th April 2023 constitutes (with the exception of certain sections) a base prospectus (the “**Base Prospectus**”) for the purposes of the UK Prospectus Regulation. This document constitutes the Final Terms of the Notes described herein for the purposes of the UK Prospectus Regulation and must be read in conjunction with the Base Prospectus in order to obtain all the relevant information. The Base Prospectus is available for viewing at 1 Basinghall Avenue, London EC2V 5DD and <https://www.sc.com/en/investors/> and copies may be obtained from 1 Basinghall Avenue, London EC2V 5DD.

1	Issuer:	Standard Chartered PLC
2	(i) Series Number:	264
	(ii) Tranche Number:	1
	(iii) Date on which the Notes will be consolidated and form a single Series:	Not Applicable
3	Currency or Currencies:	Hong Kong Dollar (“HKD”)
4	Aggregate Nominal Amount:	
	(i) Series:	HKD 784,000,000
	(ii) Tranche:	HKD 784,000,000

5	Issue Price:	100 per cent. of the Aggregate Nominal Amount
6	Denominations:	HKD 1,000,000
7	Calculation Amount:	HKD 1,000,000
8	(i) Issue Date:	14 June 2023
	(ii) Interest Commencement Date:	14 June 2023
9	Maturity Date:	14 June 2026
10	Interest Basis:	4.75 per cent. per annum Fixed Rate
11	Redemption/Payment Basis:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100% of their Notional Amount.
12	Change of Interest:	Not Applicable
13	Put/Call Options:	Issuer Call, Loss Absorption Disqualification Event Call
14	(i) Status of the Notes:	Senior
	(ii) Date Board approval for issuance of Notes obtained:	Not Applicable
	(iii) Events of Default:	Restrictive Events of Default

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15	Fixed Rate Note Provisions	Applicable
	(i) Rate of Interest:	4.75 per cent. per annum payable annually in arrears on each Interest Payment Date
	(ii) Interest Payment Date:	Annually, in arrear, on 14 June, commencing on 14 June 2024 up to, and including, the Maturity Date adjusted in accordance with Modified Following Business Day Convention.
	(iii) Fixed Coupon Amounts:	Not Applicable
	(iv) Broken Amount(s):	Not Applicable
	(v) Day Count Fraction (Condition 4(j)):	Actual / 365 (Fixed), Adjusted
	(vi) Determination Dates:	Not Applicable

(vii) Relevant Currency: HKD

16 Floating Rate Note Provisions Not Applicable

17 Reset Note Provisions Not Applicable

18 Zero Coupon Note Provisions Not Applicable

PROVISIONS RELATING TO REDEMPTION

19 Issuer Call Option Applicable

- (i) Optional Redemption Date(s) 14 June 2025
- (ii) Call Option Redemption Amount(s) and method, if any, of calculation of such amount(s): HKD 1,000,000 per Calculation Amount
- (iii) Make Whole Redemption Amount: Not Applicable
- (iv) If redeemable in part:
 - (a) Minimum Call Option Redemption Amount: Not Applicable
 - (b) Maximum Call Option Redemption Amount: Not Applicable
- (v) Notice Period The date that is 20 Business Days preceding the Issuer Optional Early Redemption Date

20 Regulatory Capital Call Not Applicable

21 Loss Absorption Disqualification Event Call Applicable

Redeemable on days other than Interest Payment Dates (Condition 5(f)): No

22 Clean-up Call Not Applicable

23 Put Option Not Applicable

24 Final Redemption Amount of each Note HKD 1,000,000 per Calculation Amount

25 Early Redemption Amount

- (i) Early Redemption Amount(s) per Calculation Amount payable on HKD 1,000,000 per Calculation Amount

redemption for taxation reasons, due to Regulatory Capital Event or due to Loss Absorption Disqualification Event or on event of default:

- (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

- 26 Form of Notes: Bearer Notes

Temporary Global Note exchangeable for a permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the permanent Global Note
- 27 New Global Note: No
- 28 Business Day Jurisdiction(s) (Condition 6(h)) or other special provisions relating to Payment Dates: Hong Kong, London
- 29 Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): No

Signed on behalf of the Issuer:



By:

Duly authorised

Part B – Other Information

1 LISTING

- | | |
|---|---|
| (i) Listing: | Official List of the FCA 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 main market with effect from 14 June 2023 |
| (iii) Estimated total expenses of admission to trading: | GBP 3,950 |

2 RATINGS

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|---------|---|
| Ratings | The Notes to be issued are expected to be assigned the following ratings: |
| | S&P: BBB+ |
| | Moody's: A3 |
| | Fitch: A |

3 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

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

The Dealers 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 YIELD

- | | |
|----------------------|---|
| Indication of yield: | See "General Information" on page 209 of the Base Prospectus. |
| | Calculated as 4.75% on the Issue Date. |
| | 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. |

5 ESTIMATED NET PROCEEDS

- | | |
|-------------------------|-----------------|
| Estimated net proceeds: | HKD 778,457,120 |
|-------------------------|-----------------|

6 OPERATIONAL INFORMATION

(i) ISIN:	XS2637125951
(ii) CMU Code:	Not Applicable
(iii) Common Code:	263712595
(iv) 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
(v) Delivery:	Free of Payment
(vi) Names and addresses of initial Paying Agent(s):	The Bank of New York Mellon, London Branch One Canada Square, London E14 5AL, United Kingdom
(vii) Names and addresses of additional Paying Agent(s) (if any):	Not Applicable
(viii) Legal Entity Identifier:	U4LOSYZ7YG4W3S5F2G91
(ix) Intended to be held in a manner which would allow Euro system eligibility	No. <i>Whilst the designation is specified as “no” at the date of these Final Terms, should the Euro system eligibility criteria be amended in the future such that the Notes are capable of meeting them the Notes may then be deposited with one of the ICSDs as common safekeeper, and registered in the name of a nominee of one of the ICSDs acting as common safekeeper. Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Euro system monetary policy and intra day credit operations by the Euro system at any time during their life. Such recognition will depend upon the ECB being satisfied that Euro system eligibility criteria have been met.</i>
(x) Relevant Benchmarks	Not Applicable

7 DISTRIBUTION

(i) Method of distribution:	Non-syndicated
(ii) If syndicated:	
(A) Names of Managers:	Not Applicable
(B) Stabilising Manager(s) (if any):	Not Applicable
(iii) If non-syndicated, name of Dealer:	Standard Chartered Bank

(iv) US Selling Restrictions: Reg. S Compliance Category 2; TEFRA D