

FINAL TERMS

## STANDARD CHARTERED PLC

and

## STANDARD CHARTERED BANK

**U.S.\$77,500,000,000**

### **Debt Issuance Programme**

**USD 189,800,000 million 4.21% Fixed Rate Notes due September 2023**

**Issued by**  
**Standard Chartered Bank**

**Standard Chartered Bank**

The date of the Final Terms is 13<sup>th</sup> September2022

#### **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2014/65/EU (as amended “MiFID II”); (ii) a customer within the meaning of Directive (EU) 2016/97 as amended or superseded (the “IDD”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified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 2001 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, the Issuer has determined, and hereby notifies all persons (including all relevant persons as defined in Section 309A(1) of the SFA), that the Notes 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 15th June 2022 which, together with the supplementary Prospectuses dated 29<sup>th</sup> July 2022 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/credit-ratings-fixed-income/capital-securities-in-issue/#debtissuance> and copies may be obtained from 1 Basinghall Avenue, London EC2V 5DD.

<b>1.</b>	Issuer:	Standard Chartered Bank
<b>2.</b>	(i) Series Number:	233
	[(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 ("USD")
<b>4.</b>	Aggregate Nominal Amount:	
	(i) Series:	USD 189,800,000
	(ii) Tranche:	USD 189,800,000
<b>5.</b>	Issue Price:	100.00% per cent. of the Aggregate Nominal Amount
<b>6.</b>	Denominations:	USD 200,000 and integral multiples of USD1,000 in excess thereof
<b>7.</b>	Calculation Amount:	USD 1,000
<b>8.</b>	(i) Issue Date:	16 <sup>th</sup> September 2022
	(ii) Interest Commencement Date:	16 <sup>th</sup> September 2022
<b>9.</b>	Maturity Date:	11 <sup>th</sup> September 2023
<b>10.</b>	Interest Basis:	4.21 per cent Fixed Rate
<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 per cent. of their nominal amount
<b>12.</b>	Change of Interest:	Not Applicable
<b>13.</b>	Put/Call Options:	Not Applicable
<b>14.</b>	(i) Status of the Notes:	Senior, Unsecured
	(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**

<b>15.</b>	Fixed Rate Note Provisions	Applicable
(i)	Rate of Interest:	4.21 per cent. per annum payable annually in arrear on each Interest Payment Date
(ii)	Interest Payment Date(s):	The first and last Coupon Payment Date is 11 September 2023 subject to adjustment in accordance with Modified Following Business Day Convention
(iii)	Fixed Coupon Amount:	Not Applicable
(iv)	Broken Amount(s):	USD 41.52 per Calculation Amount
(v)	Day Count Fraction (Condition 4(j)):	30/360, Unadjusted
(vi)	Determination Dates:	Not Applicable
(vii)	Relevant Currency:	USD
<b>16.</b>	Floating Rate Note Provisions	Not Applicable
<b>17.</b>	<b>Reset Note Provisions</b>	Not Applicable
<b>18.</b>	<b>Zero Coupon Note Provisions</b>	Not Applicable

#### **PROVISIONS RELATING TO REDEMPTION**

<b>19.</b>	<b>Issuer Call</b>	Not Applicable
<b>20.</b>	<b>Regulatory Capital Call</b>	Not Applicable
<b>21.</b>	<b>Loss Absorption Disqualification Event Call</b>	Not Applicable
<b>22.</b>	<b>Clean-up Call</b>	Not Applicable
<b>23.</b>	<b>Put Option</b>	Not Applicable
<b>24.</b>	<b>Final Redemption Amount of each Note</b>	USD 1,000 per Calculation Amount
<b>25.</b>	<b>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	USD 1,000 per Calculation Amount

Disqualification Event or  
on event of default:

(ii) Redeemable on days other than Interest Payment Dates (Condition 5(c)):

(iii) Unmatured Coupons to become void upon early redemption (Bearer Notes only) (Condition 6(f)):

#### 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:** New York and London

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

#### THIRD PARTY INFORMATION

The ratings definitions provided in Part B, Item 2 of these Final Terms has been extracted from the websites of S&P and Moody's. The Issuer confirms that such information has been accurately reproduced and that, so far as it is aware, and is able to ascertain from information published by S&P and Moody's, no facts have been omitted which would render the reproduced information inaccurate or misleading.

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 London Stock Exchange's main market with effect from 16 <sup>th</sup> September 2022
(iii)	Estimated total expenses of admission to trading:	GBP 5,080

### 2. RATINGS

Ratings:	The Notes to be issued are expected to be assigned the following ratings:
	S&P: A-1
	Moody's: P-1

### 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 Dealer 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 213 of the Base Prospectus.
	Calculated as 4.21% 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. Floating Rate Notes only – HISTORIC INTEREST RATES

Not Applicable

### 6. REASONS FOR THE OFFER AND ESTIMATED NET PROCEEDS

Estimated net proceeds:	USD 189,800,000.00
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## 7. OPERATIONAL INFORMATION

(i)	ISIN:	XS2533125725
(ii)	Common Code:	253312572
(iv)	FISN:	The FISN for the Notes will be set out on the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN.
(v)	CFI Code:	The CFI for the Notes will be set out on the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN.
(vi)	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
(vii)	Delivery:	Delivery against payment
(viii)	Names and addresses of initial Paying Agent(s):	The Bank of New York Mellon, London Branch One Canada Square, London E14 5AL, United Kingdom
(ix)	Names and addresses of additional Paying Agent(s) (if any):	Not Applicable
(x)	Legal Entity Identifier:	RILFO74KP1CM8P6PCT96
(xi)	Intended to be held in a manner which would allow Eurosystem eligibility:	<i>No. Whilst the designation is specified as "no" at the date of these Final Terms, should the Eurosystem 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. Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.</i>
(xii)	Relevant Benchmarks	Not Applicable

**8. DISTRIBUTION**

- (i) Method of distribution: Non-syndicated
- (ii) If syndicated:
  - (a) Names of Managers: Not Applicable
  - (b) Stabilisation Manager(s) (if any): Not Applicable
- (iii) If non-syndicated, name of Dealer: Standard Chartered Bank
- (iv) U.S. Selling Restrictions: Reg S Compliance Category 2; TEFRA D