



Standard Chartered PLC

(Incorporated as a public limited company in England and Wales with registered number 966425)

Standard Chartered Bank

(Incorporated with limited liability in England by Royal Charter with reference number ZC 18)

Standard Chartered Bank (Hong Kong) Limited

(Incorporated with limited liability in Hong Kong: Number 875305)

U.S.\$57,500,000,000 Debt Issuance Programme

This supplement (the “**Supplement**”, which definition shall also include all information incorporated by reference herein) to the base prospectus dated 10 October 2013 (the “**Base Prospectus**”, which definition includes the base prospectus and all information incorporated by reference therein, as supplemented by the supplementary prospectuses dated 14 January 2014, 18 March 2014, 8 April 2014 and 30 May 2014) constitutes a supplementary prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000 (“**FSMA**”) and is prepared in connection with the U.S.\$57,500,000,000 Debt Issuance Programme (the “**Programme**”) established by Standard Chartered PLC (“**SCPLC**”), Standard Chartered Bank (“**SCB**”) and Standard Chartered Bank (Hong Kong) Limited (“**SCBHK**”) (each of SCPLC, SCB and SCBHK in such capacity an “**Issuer**” and together the “**Issuers**”). Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

This Supplement is supplemental to, updates, must be read in conjunction with and forms part of the Base Prospectus and any other supplements to the Base Prospectus issued by the Issuers.

The purpose of this Supplement is:

1. to incorporate by reference: (i) the unaudited interim report of SCPLC, its subsidiaries and its subsidiary undertakings (together referred to as the “**Group**”) for the six months ended 30 June 2014 (the “**Interim Report**”); (ii) SCBHK’s unaudited interim statements for the six months ended 30 June 2014 (the “**Interim Statements**”) (each as announced on 6 August 2014); and (iii) an announcement dated 19 August 2014 concerning a final settlement with the New York State Department of Financial Services;
2. to update certain details relating to the Directors of SCPLC and SCBHK;
3. to update the disclosures of the Issuers in the Base Prospectus relating to legal proceedings; and
4. to update the no significant change statements of the Issuers in the Base Prospectus.

This Supplement has been approved by the United Kingdom Financial Conduct Authority (the “**FCA**”), which is the United Kingdom competent authority for the purposes of Directive 2003/71/EC (the “**Prospectus Directive**”) and relevant implementing measures in the United Kingdom, as a supplement to the Base Prospectus. The Base Prospectus constitutes a base prospectus prepared in compliance with the Prospectus Directive and relevant implementing measures in the United Kingdom for the purpose of giving information with regard to the issue of Notes under the Programme.

The Issuers accept responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuers (which have taken all reasonable care to ensure that such is the case), the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this Supplement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Supplement.

New Documents Incorporated by Reference

The following documents, which have been previously published and which have been filed with the FCA, are hereby incorporated in, and form part of, this Supplement:

1. the unaudited interim results of the Group for the six months ended 30 June 2014 (as announced on 6 August 2014);
2. SCBHK's unaudited Interim Financial Information Disclosure Statements for the six months ended 30 June 2014 (as announced by SCBHK on 6 August 2014); and
3. the Group's announcement of 19 August 2014 in respect of the final settlement with the New York State Department of Financial Services regarding deficiencies in the anti-money laundering transaction surveillance system at its New York branch.

Recent Developments – SCPLC and SCBHK

Byron Grote has been appointed an Independent Non-Executive Director of SCPLC with effect from 1 July 2014.

Edward Wai Sun Cheng has been appointed as an Independent Non-Executive Director of SCBHK with effect from 3 April 2014.

Katherine King Suen Tsang has resigned as a Non-Executive Director of SCBHK with effect from 28 May 2014 and Norman Lyle has resigned as an Independent Non-Executive Director of SCBHK with effect from 1 April 2014.

General Information

Save in relation to the matters described in the "Regulatory compliance, reviews, requests for information and investigations" section on page 30 of the Interim Report and the Group's announcement of 19 August 2014 (which are incorporated by reference herein), there are no, nor have there been any, governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which SCPLC is aware) during the twelve months preceding the date of this Supplement, which may have, or have had in the recent past, significant effects on the financial position or profitability of SCPLC and/or the Group nor is SCPLC aware that any such proceedings are pending or threatened.

Save in relation to the matters described in the "Regulatory compliance, reviews, requests for information and investigations" section on page 30 of the Interim Report and the Group's announcement of 19 August 2014 (which are incorporated by reference herein), there are no, nor have there been any, governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which SCB is aware) during the twelve months preceding the date of this Supplement, which may have, or have had in the recent past, significant effects on the financial position or profitability of SCB and/or the Group nor is SCB aware that any such proceedings are pending or threatened.

Save in relation to the matters described in the "Regulatory compliance, reviews, requests for information and investigations" section on page 30 of the Interim Report and the Group's announcement of 19 August 2014 (which are incorporated by reference herein), there are no, nor have there been any, governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which SCBHK is aware) during the twelve

months preceding the date of this Supplement, which may have, or have had in the recent past, significant effects on the financial position or profitability of SCBHK and its subsidiaries nor is SCBHK aware that any such proceedings are pending or threatened.

There has been no significant change in the financial or trading position of SCPLC and its subsidiaries since 30 June 2014, the date to which SCPLC and its subsidiaries' last published interim financial information (as set out in the Interim Report) was prepared.

There has been no significant change in the financial or trading position of SCB and its subsidiaries since 31 December 2013, the date to which SCB and its subsidiaries' last published financial information (as set out in SCB's audited annual accounts for the year ended 31 December 2013 released on 28 March 2014) was prepared.

There has been no significant change in the financial or trading position of SCBHK and its subsidiaries since 30 June 2014, the date to which SCBHK and its subsidiaries' last published interim financial information (as set out in the Interim Statements) was prepared.

General

Copies of all documents incorporated by reference in this Supplement may be obtained (without charge) from the website of the Regulatory News Service operated by the London Stock Exchange at: <http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html> and are available, during usual business hours on any weekday (Saturdays, Sundays and public holidays excepted), for inspection at the registered office of the Issuers and at the office of the Issuing and Paying Agent, as set out in the Base Prospectus.

If documents which are incorporated by reference into this Supplement themselves incorporate any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this Supplement for the purposes of the Prospectus Directive except where such information or other documents are specifically incorporated by reference or attached to this Supplement. The websites which are referred to in the documents which are incorporated by reference into this Supplement do not form part of this Supplement for the purposes of the Prospectus Directive. The parts of the above mentioned documents which are not incorporated by reference are either not relevant for investors or are covered elsewhere within the Base Prospectus.

To the extent that there is any inconsistency between: (a) any statement in this Supplement or any statement incorporated by reference into this Supplement; and (b) any other statement in or incorporated by reference into, the Base Prospectus or any previous supplement, the statements in (a) above will prevail.

Save as disclosed in this Supplement and the supplementary prospectuses dated 14 January 2014, 18 March 2014, 8 April 2014 and 30 May 2014, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus since the publication of the Base Prospectus.