

Final Terms

**STANDARD CHARTERED PLC**

and

**STANDARD CHARTERED BANK**

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

**Debt Issuance Programme**

**U.S.\$750,000,000 3.603 per cent. Fixed Rate Reset Dated Subordinated Notes due 2033 (the “Notes”)**

Issued by

**Standard Chartered PLC**

**Joint Lead Managers**

**Goldman Sachs & Co. LLC  
J.P. Morgan Securities LLC  
Morgan Stanley & Co. LLC  
Standard Chartered Bank**

**Co-Managers**

**Agricultural Bank of China Limited Hong Kong Branch  
BNY Mellon Capital Markets, LLC  
Emirates NBD Bank PJSC  
First Abu Dhabi Bank  
Industrial and Commercial Bank of China (Asia) Limited  
Natixis Securities Americas LLC  
Rand Merchant Bank, a division of FirstRand Bank Ltd (London Branch)  
Scotia Capital (USA) Inc.  
Wells Fargo Securities, LLC**

The date of the Final Terms is 5 January 2022.

## 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 REGISTERED FORM (“REGISTERED NOTES”) AND MAY BE OFFERED AND SOLD (I) IN THE UNITED STATES OR TO U.S. PERSONS IN RELIANCE ON RULE 144A UNDER THE SECURITIES ACT (“RULE 144A”) ONLY TO QUALIFIED INSTITUTIONAL BUYERS (“QIBS”), AS DEFINED IN RULE 144A AND (II) OUTSIDE THE UNITED STATES TO NON-U.S. PERSONS IN RELIANCE ON 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.

**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2014/65/EU (as amended “**MiFID II**”); (ii) a customer within the meaning of Directive (EU) 2016/97 as amended or superseded (the “**IDD**”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified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 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.

**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 manufacturers' 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 manufacturers' target market assessment) and determining appropriate distribution channels.

**NOTIFICATION UNDER SECTION 309B OF THE SECURITIES AND FUTURES ACT (CHAPTER 289) 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 15 June 2021 which, together with the supplementary Prospectuses dated 11 August 2021, 3 November 2021 and 4 January 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/> and copies may be obtained from 1 Basinghall Avenue, London EC2V 5DD.

- |    |  |   |
|----|--|---|
| 1. | Issuer:  | Standard Chartered PLC                    |
| 2. | (i) Series Number:   | 198                                       |
|    | (ii) Tranche Number:   | 1   |
|    | (iii) Date on which the Notes will be consolidated and form a single Series: | Not Applicable                            |
| 3. | Currency or Currencies:  | United States Dollars (" <b>U.S.\$</b> ") |
| 4. | Aggregate Nominal Amount:  |   |

	(i)	Series:	U.S.\$750,000,000
	(ii)	Tranche:	U.S.\$750,000,000
5.		Issue Price:	100 per cent. of the Aggregate Nominal Amount
6.		Denominations:	U.S.\$200,000 and integral multiples of U.S.\$1,000 in excess thereof
7.		Calculation Amount:	U.S.\$1,000
8.	(i)	Issue Date:	12 January 2022
	(ii)	Interest Commencement Date:	Issue Date
9.		Maturity Date:	12 January 2033
10.		Interest Basis:	Reset Notes (see paragraph 17 below)
11.		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
12.		Change of Interest:	Not Applicable
13.		Put/Call Options:	Issuer Call Regulatory Capital Call
14.	(i)	Status of the Notes:	Dated Subordinated
	(ii)	Date Board approval for issuance of Notes obtained:	Not Applicable

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

15.		<b>Fixed Rate Note Provisions</b>	Not Applicable
16.		<b>Floating Rate Note Provisions</b>	Not Applicable
17.		<b>Reset Note Provisions</b>	Applicable
	(i)	Initial Rate of Interest:	3.603 per cent. per annum
	(ii)	First Margin:	1.900 per cent. per annum
	(iii)	Subsequent Margin:	Not Applicable
	(iv)	Interest Payment Dates:	12 January and 12 July in each year, commencing on 12 July 2022
	(v)	First Interest Payment Date:	12 July 2022

(vi)	Fixed Coupon Amount up to (but excluding) the First Reset Date:	U.S.\$18.015 per Calculation Amount
(vii)	Broken Amount(s):	Not Applicable
(viii)	First Reset Date:	12 January 2032
(ix)	Second Reset Date:	Not Applicable
(x)	Subsequent Reset Date:	Not Applicable
(xi)	Reset Rate:	Reference Bond
(xii)	Relevant Screen Page:	Not Applicable
(xiii)	Mid-Swap Rate:	Not Applicable
(xiv)	Mid-Swap Floating Leg Benchmark:	Not Applicable
(xv)	Mid-Swap Maturity:	Not Applicable
(xvi)	U.S. Treasury Rate Maturity:	Not Applicable
(xvii)	Day Count Fraction (Condition 4(k)):	30/360
(xviii)	Relevant Time:	Not Applicable
(xix)	Interest Determination Dates:	Not Applicable
(xx)	Business Day Convention:	Not Applicable
(xxi)	Relevant Currency:	U.S. dollars
(xxii)	Relevant Financial Centre(s) (Condition 4(k)):	Not Applicable
(xxiii)	Benchmark Discontinuation:	Not Applicable
	– Lookback/Suspension Period	Not Applicable

**18. Zero Coupon Note Provisions** Not Applicable

**PROVISIONS RELATING TO REDEMPTION**

<b>19.</b>	Issuer Call	Applicable
(i)	Optional Redemption Date(s):	12 January 2032
(ii)	Call Option Redemption Amount(s) and method, if	U.S.\$1,000 per Calculation Amount

	any, of calculation of such amount(s):	
(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:	As per Condition 5(d)
<b>20.</b>	<b>Regulatory Capital Call</b>	Applicable
	Redeemable on days other than Interest Payment Dates (Condition 5(e)):	Yes
<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>	U.S.\$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 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>26.</b> | <b>Form of Notes:</b>  | Registered Notes<br><br>Unrestricted Global Certificate registered in the name of a nominee for a common depository for Euroclear and Clearstream, Luxembourg exchangeable for Definitive Certificates in the limited circumstances specified in the Unrestricted Global Certificate<br><br>Restricted Global Certificate registered in the name of a nominee for DTC exchangeable for Definitive Certificates in the limited circumstances specified in the Restricted Global Certificate |
| <b>27.</b> | <b>New Global Note:</b>  | No   |
| <b>28.</b> | <b>Business Day Jurisdiction(s) (Condition 6(h)) or other special provisions relating to Payment Dates:</b>  | London and New York  |
| <b>29.</b> | <b>Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature):</b> | No   |

## THIRD PARTY INFORMATION

The rating definitions provided in Part B, Item 2 of these Final Terms have been extracted from the websites of S&P, Fitch 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, Fitch and Moody's (as applicable), no facts have been omitted which would render the reproduced information inaccurate or misleading.

Signed on behalf of the Issuer:

By:   
\_\_\_\_\_

*Duly authorised*

Richard Staff  
MD, Head, Capital Issuance & Term Funding



## 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 12 January 2022. |
| (iii) | Estimated total expenses of admission to trading: | £6,000  |

### 2. RATINGS

- Ratings:
- The Notes to be issued are expected to be assigned the following ratings:
- S&P: BBB-
- An obligation rated 'BBB' exhibits adequate protection parameters. However, adverse economic conditions or changing circumstances are more likely to weaken the obligor's capacity to meet its financial commitments on the obligation. The minus (-) sign shows relative standing within the rating categories.
- (Source: S&P,  
[https://www.standardandpoors.com/en\\_US/web/guest/article/-/view/sourceId/504352](https://www.standardandpoors.com/en_US/web/guest/article/-/view/sourceId/504352))
- Moody's: Baa2
- An obligation rated 'Baa' is judged to be medium-grade and subject to moderate credit risk and as such may possess certain speculative characteristics. The modifier '2' indicates a mid-range ranking.
- (Source: Moody's,  
<https://www.moodys.com/ratings-process/Ratings-Definitions/002002>)
- Fitch: BBB+
- An obligation rated 'BBB' indicates that expectations of default are currently low. The capacity for payment of financial commitments is considered adequate, but adverse business or economic conditions are more likely to impair this capacity. The modifier "+" appended to the rating denotes relative status within major rating categories.

(Source, Fitch Ratings,  
<https://www.fitchratings.com/products/rating-definitions>)

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

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. YIELD

Indication of yield: See "General Information" on page 215 of the Base Prospectus.

Calculated as 3.603 per cent. on the Issue Date in respect of the period from (and including) the Issue Date to (but excluding) the First Reset 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: U.S.\$746,625,000

### 6. OPERATIONAL INFORMATION

(i) ISIN:

(a) Unrestricted Global Registered Certificate: XS2428496710

(b) Restricted Global Registered Certificate: US853254CH12

(ii) Common Code:

Unrestricted Global Registered Certificate: 242849671

(iii) CUSIP Number:

Restricted Global Registered Certificate: 853254CH1

(iv) FISN:

(a) Unrestricted Global Registered Certificate: The FISN for the Notes will be as 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.

- (b) Restricted Global Registered Certificate: The FISN for the Notes will be as 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:
- (a) Unrestricted Global Registered Certificate: The CFI Code for the Notes will be as 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.
- (b) Restricted Global Registered Certificate: The CFI Code for the Notes will be as 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 free of payment in respect of the Unrestricted Notes and delivery free of payment in respect of the Restricted Notes
- (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: U4LOSZY7YG4W3S5F2G91
- (xi) Intended to be held in a manner which would allow Eurosystem eligibility: 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, 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 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.*

(xii) Relevant Benchmark Not Applicable

## 7. DISTRIBUTION

(i) Method of distribution: Syndicated

(ii) If syndicated:

(a) Names of Managers:

**Joint Lead Managers**

Goldman Sachs & Co. LLC

J.P. Morgan Securities LLC

Morgan Stanley & Co. LLC

Standard Chartered Bank

**Co-Managers**

Agricultural Bank of China Limited Hong Kong Branch

BNY Mellon Capital Markets, LLC

Emirates NBD Bank PJSC

First Abu Dhabi Bank

Industrial and Commercial Bank of China (Asia) Limited

Natixis Securities Americas LLC

Rand Merchant Bank, a division of FirstRand

Bank Ltd (London Branch)

Scotia Capital (USA) Inc.

Wells Fargo Securities, LLC

(b) Stabilisation  
Manager(s) (if any):

Standard Chartered Bank

(iii) If non-syndicated, name of Dealer: Not Applicable

(iv) U.S. Selling Restrictions:

Reg. S Compliance Category 2; TEFRA not applicable

Rule 144A: Qualified Institutional Buyers only