

**Final Terms**

**STANDARD CHARTERED PLC**

and

**STANDARD CHARTERED BANK**

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

**Debt Issuance Programme**

U.S.\$100,000,000 Zero Coupon Callable Notes due 2049

**Issued by**

**Standard Chartered PLC**

**Sole Bookrunner and Lead Manager**

**Standard Chartered Bank (Taiwan) Limited**

**Co-Manager**

**President Securities Corporation**

The date of the Final Terms is 17 May 2019.

The Notes have not been and will not be registered under the U.S. Securities Act of 1933 (the "**Securities Act**") or with any securities regulatory authority of any State or other jurisdiction of the United States. The Notes may be subject to U.S. tax law requirements. Subject to certain exceptions, the Notes may not be offered, 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.

## 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.

There are no manufacturers for the purposes of MiFID II. Any person offering, selling or recommending the Notes (a “**distributor**”) should consider (i) the target market for the Notes to be 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 to be appropriate. 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 target market) 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:	169
	(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.\$100,000,000
	(ii) Tranche:	U.S.\$100,000,000
<b>5</b>	Issue Price:	100 per cent. of the Aggregate Nominal Amount
<b>6</b>	Denominations:	U.S.\$1,000,000
<b>7</b>	Calculation Amount:	U.S.\$1,000,000

<b>8</b>	(i) Issue Date:	4 June 2019
	(ii) Interest Commencement Date:	Not Applicable
<b>9</b>	Maturity Date:	4 June 2049, subject to adjustment in accordance with the Following Business Day Convention
<b>10</b>	Interest Basis:	Zero Coupon
<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 the Final Redemption Amount
<b>12</b>	Change of Interest:	Not Applicable
<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>	Not Applicable
<b>16</b>	<b>Floating Rate Note Provisions</b>	Not Applicable
<b>17</b>	<b>Reset Note Provisions</b>	Not Applicable
<b>18</b>	<b>Zero Coupon Note Provisions</b>	Applicable
	(i) Amortisation Yield (Condition 5(b)):	4.90 per cent. per annum
	(ii) Day Count Fraction (Condition 4(j)):	30/360
	(iii) Relevant Currency:	United States Dollars

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

<b>19</b>	<b>Issuer Call</b>	Applicable						
	(i) Optional Redemption Dates:	4 June 2024, 4 June 2029, 4 June 2034, 4 June 2039 and 4 June 2044, subject to adjustment in accordance with the Following Business Day Convention						
	(ii) Call Option Redemption Amount(s) and method, if any, of calculation of such amount(s):	The relevant Call Option Redemption Amount will be the amount set out next to the corresponding Optional Redemption Date below:						
		<table> <thead> <tr> <th>Optional Redemption Date:</th> <th>Call Option Redemption Amount per Calculation Amount (U.S.\$)</th> </tr> </thead> <tbody> <tr> <td>4 June 2024</td> <td>1,270,215.60</td> </tr> <tr> <td>4 June 2029</td> <td>1,613,447.66</td> </tr> </tbody> </table>	Optional Redemption Date:	Call Option Redemption Amount per Calculation Amount (U.S.\$)	4 June 2024	1,270,215.60	4 June 2029	1,613,447.66
Optional Redemption Date:	Call Option Redemption Amount per Calculation Amount (U.S.\$)							
4 June 2024	1,270,215.60							
4 June 2029	1,613,447.66							

	4 June 2034	2,049,426.38
	4 June 2039	2,603,213.36
	4 June 2044	3,306,642.21
(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.\$4,200,148.50 per Calculation Amount	
<b>24 Early Redemption Amount</b>		
(i) Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or due to Loss Absorption Disqualification Event or on event of default:	As per Condition 5(b)	
(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>	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
<b>26 New Global Note:</b>	Yes
<b>27 Business Day Jurisdiction(s) (Condition 6(h)) or other special provisions relating to Payment Dates:</b>	London, New York and Taipei
<b>28 Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature):</b>	No

Signed on behalf of the Issuer:

A handwritten signature in black ink, consisting of several fluid, connected strokes.

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 and the Taipei Exchange (“**TPEX**”) in the Republic of China
- (ii) Admission to trading: Application has been made by the Issuer (or on its behalf) (i) for the Notes to be admitted to trading on the London Stock Exchange’s Regulated Market with effect from 4 June 2019; and (ii) to the TPEX for the listing and trading of the Notes on the TPEX. The Notes will be traded on TPEX pursuant to the applicable rules of the TPEX. The effective date of listing of the Notes on the TPEX is expected to be on or about 4 June 2019.
- TPEX is not responsible for the content of this document, the Base Prospectus and any supplement or amendment thereto and no representation is made by TPEX as to the accuracy or completeness of this document, the Base Prospectus and any supplement or amendment thereto. TPEX expressly disclaims any and all liability for any losses arising from, or as a result of the reliance on, all or part of the contents of this document, the Base Prospectus and any supplement or amendment thereto. The admission of the Notes to listing and trading on the TPEX shall not be taken as an indication of the merits of the Issuer or the Notes.
- (iii) Estimated total expenses of admission to trading: £4,500 in relation to admission to trading of the Notes on the Regulated Market of the London Stock Exchange and NTD100,000 in relation to the listing and trading of the Notes on the TPEX

### 2 RATINGS

- Ratings
- The Notes to be issued are expected to be assigned the following ratings:
- S&P: BBB+  
Moody’s: A2  
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 OPERATIONAL INFORMATION

(i) ISIN:	XS1999840710
(ii) Common Code:	199984071
(iii) FISN:	STANDARD CHARTE/ZERO CPNEMTN 204906
(iv) CFI Code:	DTZXFB
(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 against payment
(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

#### 5 DISTRIBUTION

(i) Method of distribution:	Syndicated
(ii) If syndicated:	
(A) Names of Managers:	<b>Sole Bookrunner and Lead Manager</b> Standard Chartered Bank (Taiwan) Limited
	<b>Co- Manager</b> President Securities Corporation
(B) Stabilising Manager(s) (if any):	Not Applicable
(iii) If non-syndicated, name of Dealer:	Not Applicable
(iv) US Selling Restrictions:	Reg. S Compliance Category 2; TEFRA D