

Final Terms

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

U.S.\$1,250,000,000 3.265 per cent. Fixed Rate Reset Dated Subordinated Notes due 2036

Issued by

**Standard Chartered PLC**

**Joint Lead Managers**

**Citigroup Global Markets Inc.**  
**Goldman Sachs International**  
**Morgan Stanley & Co. LLC**  
**SG Americas Securities, LLC**  
**Standard Chartered Bank**

**Co-Managers**

**ABCI Capital Limited**  
**CCB International Capital Limited**  
**Emirates NBD Bank PJSC**  
**First Abu Dhabi Bank PJSC**  
**Natixis Securities Americas LLC**  
**Shanghai Pudong Development Bank Co., Ltd., Hong Kong Branch**  
**The Standard Bank of South Africa Limited**  
**Truist Securities, Inc.**

The date of the Final Terms is 10 November 2020.

**PART A – CONTRACTUAL TERMS**

**PROHIBITION OF SALES TO EEA AND 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 European Economic Area (the “**EEA**”) or 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 (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2014/65/EU (as amended (“**MiFID II**”)); (ii) a customer within the meaning of Directive (EU) 2016/97 as amended or superseded, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as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 the Prospectus Regulation. 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 or in the UK has been prepared and

therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA or in the UK may be unlawful under the 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 manufacturers' 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 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, 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 17 June 2020 which, together with the supplementary Prospectuses dated 6 August 2020 and 30 October 2020, constitutes (with the exception of certain sections) a base prospectus (the “**Base Prospectus**”) for the purposes of the Prospectus Regulation (Regulation (EU) 2017/1129) (the “**Prospectus Regulation**”). This document constitutes the Final Terms of the Notes described herein for the purposes of the 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 copies may be obtained from 1 Basinghall Avenue, London EC2V 5DD.

<b>1</b>	Issuer:	Standard Chartered PLC
<b>2</b>	(i) Series Number:	186
	(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.\$1,250,000,000
	(ii) Tranche:	U.S.\$1,250,000,000
<b>5</b>	Issue Price:	100.000 per cent. of the Aggregate Nominal Amount
<b>6</b>	Denominations:	U.S.\$200,000 and integral multiples of U.S.\$1,000 in excess thereof
<b>7</b>	Calculation Amount:	U.S.\$1,000

<b>8</b>	(i) Issue Date:	18 November 2020
	(ii) Interest Commencement Date:	Issue Date
<b>9</b>	Maturity Date:	18 February 2036
<b>10</b>	Interest Basis:	Reset Notes
<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:	Issuer Call Regulatory Capital Call
<b>14</b>	(i) Status of the Notes:	Dated Subordinated
	(i) Date Board approval for issuance of Notes obtained:	Not Applicable

#### **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>	Applicable
	(i) Initial Rate of Interest:	3.265 per cent. per annum
	(ii) First Margin:	+2.300 per cent. per annum
	(iii) Subsequent Margin:	Not Applicable
	(iv) Interest Payment Dates:	18 February and 18 August in each year, commencing on 18 February 2021 to (and including) the Maturity Date
	(v) First Interest Payment Date:	18 February 2021
	(vi) Fixed Coupon Amount up to (but excluding) the First Reset Date:	U.S.\$16.325 per Calculation Amount
	(vii) Broken Amount(s):	U.S.\$8.160 per Calculation Amount, payable on the Interest Payment Date falling on 18 February 2021
	(viii) First Reset Date:	18 February 2031
	(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
<b>18 Zero Coupon Note Provisions</b>	Not Applicable

## PROVISIONS RELATING TO REDEMPTION

<b>19 Issuer Call</b>	Applicable
(i) Optional Redemption Date(s):	Any day from (and including) 18 November 2030 to (and including) the First Reset Date
(ii) Call Option Redemption Amount(s) and method, if any, of calculation of such amount(s):	U.S.\$1,000 per Calculation Amount
(ii) 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>	Applicable
(i) Redeemable on days other than Interest Payment Dates (Condition 5(e)):	Yes
<b>21 Loss Absorption Disqualification Event Call</b>	Not Applicable
<b>22 Put Option</b>	Not Applicable
<b>23 Final Redemption Amount of each Note</b>	U.S.\$1,000 per Calculation Amount
<b>24 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>25</b>	<b>Form of Notes:</b>	Registered Notes  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 Global Certificate  Restricted Global Certificate registered in the name of a nominee for DTC exchangeable for Definitive Certificates in the limited circumstances specified in the Global Certificate
<b>26</b>	<b>New Global Note:</b>	No
<b>27</b>	<b>Business Day Jurisdiction(s) (Condition 6(h)) or other special provisions relating to Payment Dates:</b>	London and New York
<b>28</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:

A handwritten signature in black ink, appearing to be 'R. Taylor' or similar, written in a cursive style.

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 regulated market with effect from 18 November 2020.
- (iii) Estimated total expenses of £4,790 admission to trading:

### 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/sourceld/504352](https://www.standardandpoors.com/en_US/web/guest/article/-/view/sourceld/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 232 of the Base Prospectus.  
Calculated as 3.265 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.\$1,244,375,000

#### 6 OPERATIONAL INFORMATION

- (i) Unrestricted Notes
  - (a) ISIN: XS2230265246
  - (b) Common Code: 223026524
- (ii) Restricted Notes
  - (a) ISIN: US853254BU32
  - (b) CUSIP Number: 853254 BU3
- (iii) FISN: 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.
- (iv) CFI Code: 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.
- (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 free of payment in respect of the Unrestricted Notes and delivery free of payment in respect of the Restricted Notes
- (vii) Names and addresses of initial Paying Agent(s): The Bank of New York Mellon, London Branch, 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: U4LOSZY7YG4W3S5F2G91
- (x) 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.*

(xi) Relevant Benchmarks: Not Applicable

## **7 DISTRIBUTION**

(i) Method of distribution: Syndicated

(ii) If syndicated:

(A) Names of Managers:

### **Joint Lead Managers**

Citigroup Global Markets Inc.

Goldman Sachs International

Morgan Stanley & Co. LLC

SG Americas Securities, LLC

Standard Chartered Bank

### **Co-Managers**

ABCI Capital Limited

CCB International Capital Limited

Emirates NBD Bank PJSC

First Abu Dhabi Bank PJSC

Natixis Securities Americas LLC

Shanghai Pudong Development Bank Co., Ltd., Hong Kong Branch (incorporated in the PRC with limited liability)

The Standard Bank of South Africa Limited

Truist Securities, Inc.

(B) Stabilisation Manager(s) (if any): Standard Chartered Bank

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

(iv) US Selling Restrictions: Reg. S Compliance Category 2; TEFRA not applicable  
Rule 144A: Qualified Institutional Buyers only