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## **STANDARD CHARTERED PLC**

**渣打集團有限公司**

*(Incorporated as a public limited company in England and Wales with registered number 966425)  
(Stock Code: 02888)*

### **Issuance of SGD 750,000,000 Fixed Rate Resetting Perpetual Subordinated Contingent Convertible Securities**

Standard Chartered PLC (the "**Company**") intends to issue SGD 750,000,000 Fixed Rate Resetting Perpetual Subordinated Contingent Convertible Securities (ISIN XS2013525253 and Common Code 201352525) (the "**Securities**") on 3 July 2019 (the "**Issue Date**").

Application has been made to The Stock Exchange of Hong Kong Limited (the "**Hong Kong Stock Exchange**") for the listing of, and permission to deal in, the Securities as a debt issue to professional investors (as defined in Chapter 37 of the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange) and to professional investors (as defined in the Securities and Futures Ordinance (Cap. 571) of Hong Kong) (together, "**Professional Investors**") only on the Main Board of the Hong Kong Stock Exchange. Application has also been made to the Hong Kong Stock Exchange for the listing of, and permission to deal in, the Ordinary Shares to be issued upon any Conversion of the Securities. The denominations of the Securities will be SGD 250,000. The Securities will be subject to the terms and conditions (the "**Terms and Conditions**" or "**Condition(s)**") set out in the offering circular dated 28 June 2019 relating to the Securities (the "**Offering Circular**").

The Structuring Adviser and Bookrunner in respect of the issue of the Securities is Standard Chartered Bank and the Joint Lead Managers in respect of the issue of the Securities are Credit Suisse Securities (Europe) Limited, Oversea-Chinese Banking Corporation Limited, Société Générale, UBS AG London Branch and United Overseas Bank Limited (the "**Joint Lead Managers**"), and together with the Structuring Adviser and Bookrunner, the "**Managers**").

**Standard Chartered PLC**

*Registered Office and Group Head Office:*

1 Basinghall Avenue

London EC2V 5DD

United Kingdom

*Incorporated in England with limited liability. Registered in England: number 966425*

## **Subscription Agreement**

The Company and the Managers have entered into a Subscription Agreement dated 28 June 2019 (the "**Issue Agreement Date**") in relation to the Securities (the "**Subscription Agreement**"). Pursuant to the Subscription Agreement, each of the Managers has agreed jointly and severally to subscribe and pay for the Securities to be issued by the Company on the Issue Date in an aggregate principal amount of SGD 750,000,000.

## **Conditions precedent to the Subscription Agreement**

The Managers' obligations to subscribe and pay for the Securities are subject to the satisfaction of a number of conditions, including:

- (1) the truth and correctness of representations and warranties of the Company in all material respects contained in the Subscription Agreement as at the Issue Agreement Date and on the Issue Date;
- (2) there having been, since the Issue Agreement Date, no adverse change (nor any development involving a prospective adverse change of which the Company is, or might reasonably be expected to be, aware) in the financial or trading position or prospects of the Company or of the Group (as defined below), respectively which is or would be material in the context of the issue of the Securities;
- (3) there having been, since the Issue Agreement Date, no circumstances such as to prevent or to a material extent restrict payment for the Securities in the manner contemplated by the Subscription Agreement or to a material extent prevent or restrict settlement of transactions in the Securities in the market or otherwise, or no change in national or international political, legal, tax or regulatory conditions or no calamity or emergency which has, in the reasonable opinion of the Bookrunner (on behalf of the Managers) (after prior consultation with the Company if practicable), caused a substantial deterioration in the price and/or value of the Securities to be issued;
- (4) the Company having been permitted to issue the Securities under, and having complied with, and the Securities complying with, all relevant laws and directives and all consents and approvals of any court, governmental department or other regulatory body which are required for the Securities to be issued and for the performance of their terms and the terms of the trust deed, agency agreement, conversion calculation agency agreement and subscription agreement having been obtained (including, without limitation, the Prudential Regulation Authority's non-objection to the issue, on the basis of the Conditions, of the Securities as additional tier 1 capital of the Company); and
- (5) the Hong Kong Stock Exchange having agreed to list the Securities on the Main Board of the Hong Kong Stock Exchange, subject only to the issue of the Certificates (as

defined below).

Except for condition (5), the above conditions may be waived in whole or in part by the Bookrunner (on behalf of the Managers).

### **Subscribers**

The Company intends to offer and sell the Securities to no less than six independent placees (who will be independent individual, corporate and/or institutional investors). To the best of the Directors' knowledge, information and belief, each of the placees (and their respective ultimate beneficial owners) will be third parties independent of the Company and are not connected persons (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Hong Kong Listing Rules**")) of the Company.

### **Principal terms of the Securities**

The principal terms of the Securities are summarised as follows. Capitalised terms used in this announcement but not defined have the meaning set out in the Offering Circular.

The following is a summary of, and is qualified by, the more detailed information set out in the Offering Circular to be published in connection with the Securities. Any decision to invest in the Securities should be based on a consideration of the Offering Circular as a whole, including the documents incorporated by reference therein.

<i>Issuer</i>	Standard Chartered PLC
<i>Group</i>	The Company and its Subsidiaries.  For these purposes:  “ <b>Subsidiaries</b> ” has the meaning given to it in Section 1159 of the United Kingdom Companies Act 2006.
<i>Description of the Company</i>	The Company is the ultimate holding company of the Group, an international banking and financial services group particularly focused on the markets of Asia, Africa and the Middle East. The Company was incorporated in England and Wales as a public limited company in 1969.
<i>Description of the Securities</i>	SGD 750,000,000 Fixed Rate Resetting Perpetual Subordinated Contingent Convertible Securities.
<i>Issue Date</i>	3 July 2019.
<i>Perpetual Securities</i>	The Securities are perpetual securities and have no fixed maturity or fixed redemption date.
<i>Issue Price</i>	100 per cent.
<i>Initial Fixed Interest Rate</i>	The Securities bear interest in respect of the period from (and including) the Issue Date to (but excluding) 3 October 2024 at

a fixed rate of 5.375 per cent. per annum, being (i) the interpolated Singapore Dollar swap offer rate for a maturity of 5.25 years in respect of the period from (and including) the Issue Date to (but excluding) 3 October 2024 determined on 25 June 2019 plus (ii) the Margin.

*Reset Dates*

3 October 2024 (the “**First Reset Date**”) and each date falling five, or an integral multiple of five, years after the First Reset Date.

*Reset Rate of Interest*

The Interest Rate will be reset on each Reset Date. From (and including) each Reset Date to (but excluding) the next following Reset Date, the Interest Rate will be a fixed rate equal to the then applicable Reset Reference Rate plus the Margin.

*Benchmark Event*

A Benchmark Event will occur in relation to the Swap Rate (or component part thereof) when any Reset Rate of Interest remains to be determined by reference to such Swap Rate if:

- (a) the Swap Rate (or component part thereof) has ceased to be published for at least five consecutive business days or has ceased to exist;
- (b) a public statement has been made by the administrator of the Swap Rate (or component part thereof) that it has ceased or that it will cease publishing such rate permanently or indefinitely (in circumstances where no successor administrator has been appointed that will continue publication of such rate);
- (c) a public statement has been made by the supervisor of the administrator of the Swap Rate (or component part thereof) that such rate has been or will be permanently or indefinitely discontinued;
- (d) a public statement has been made by the supervisor of the administrator of the Swap Rate (or component part thereof) that such rate will be prohibited from being used, either generally or in respect of the Securities, or that such use will be subject to restrictions or adverse consequences;
- (e) an official announcement has been made by the regulatory supervisor of the administrator of the Swap Rate (or component part thereof) at any time after the Issue Date that such rate is no longer representative;  
or
- (f) it becoming unlawful for any Paying and Conversion Agent, the Company or any other party to calculate

any payments due to be made to any Securityholder using the Swap Rate (or component part thereof),

provided that in the case of (b), (c) or (d) above the Benchmark Event shall occur on the date of the cessation of publication of the Swap Rate, the discontinuation of the Swap Rate or the prohibition of use of the Swap Rate (or in each case a component part thereof), as the case may be, and not the date of the relevant public statement.

Upon the occurrence of a Benchmark Event, the provisions of Condition 5(i) shall apply to the Securities and accordingly the Company will use reasonable endeavours to appoint an Independent Adviser, at its own expense, to determine a Successor Relevant Rate or, if such Independent Adviser is unable to determine a Successor Relevant Rate, an Alternative Relevant Rate and, in each case, an Adjustment Spread (if any) (in any such case, acting in good faith and in a commercially reasonable manner) for the purposes of determining the Reset Rate of Interest applicable to the Securities for all future Reset Periods.

For these purposes:

**“Alternative Relevant Rate”** means the rate which the Independent Adviser or Company (as the case may be) determines has replaced the Swap Rate (or component part thereof) in customary market usage in the international capital debt markets for the purpose of determining floating rates of interest in respect of notes denominated in Singapore dollars for a comparable period to the Reset Period or, if the Independent Adviser or Company (as the case may be) determines that there is no such rate, such other rate as the Independent Adviser or Company (as the case may be) determines in its discretion is most comparable to the Swap Rate (or component part thereof).

**“Adjustment Spread”** means a spread (which may be positive, negative or zero) or a formula or methodology for calculating a spread, in each case to be applied to a Successor Relevant Rate or an Alternative Relevant Rate (as applicable) and is the spread, formula or methodology which:

- (a) in the case of a Successor Relevant Rate, is formally recommended in relation to the replacement of the Swap Rate (or component part thereof) with such Successor Relevant Rate by any Relevant Nominating Body; or
- (b) in the case of a Successor Relevant Rate for which no such recommendation has been made or, in the case

of an Alternative Relevant Rate, the relevant Independent Adviser or the Company (as applicable) determines is recognised or acknowledged as being in customary market usage in international debt capital markets transactions which reference the Swap Rate (or component part thereof), where such rate has been replaced by such Successor Relevant Rate or Alternative Relevant Rate (as applicable); or

- (c) if no such customary market usage is recognised or acknowledged, the relevant Independent Adviser or the Company (as applicable) in its discretion determines is recognised or acknowledged as being the industry standard for over-the-counter derivative transactions which reference the Swap Rate (or component part thereof), where such rate has been replaced by such Successor Relevant Rate or Alternative Relevant Rate (as applicable).

**“Reset Period”** means the period from (and including) the First Reset Date to (but excluding) the next Reset Date, and each successive period from and including a Reset Date to but excluding the next succeeding Reset Date.

**“Swap Rate”** means the Singapore Dollar swap offer rate for a maturity of five years appearing on the Screen Page under the caption “Tullett Prebon – Rates – Interest Rate Swaps – Asia Pac – SGD” and the column headed “Ask” for purposes of determining the Reset Reference Rate.

**“Successor Relevant Rate”** means the rate which has been formally published, endorsed, approved, recommended or recognised as a successor or replacement to the Swap Rate (or component part thereof) by any Relevant Nominating Body.

<i>Margin</i>	3.683 per cent. per annum, being the initial credit spread on the Securities.
<i>Interest Payment Dates</i>	Subject as provided in the Terms and Conditions, interest on the Securities will be payable semi-annually in arrear on 3 April and 3 October in each year, commencing on 3 October 2019.
<i>Cancellation of Interest Payments</i>	<p>If the Company does not make an Interest Payment or part thereof on the relevant Interest Payment Date, such non-payment shall evidence:</p> <p>(i) the non-payment and cancellation of such Interest Payment (or relevant part thereof) by reason of it not being due in accordance with the provisions described</p>

under "*Solvency Condition*" below;

- (ii) the cancellation of such Interest Payment (or relevant part thereof) in accordance with the provisions described under "*Restrictions on Interest Payments*" below;
- (iii) the cancellation of such Interest Payment (or relevant part thereof) in accordance with Condition 7(c); or as appropriate;
- (iv) the Company's exercise of its discretion otherwise to cancel such Interest Payment (or relevant part thereof) as described under "*Interest Payments Discretionary*" below,

and accordingly such interest shall not in any such case be due and payable.

*Interest Discretionary Payments* Interest on the Securities is due and payable only at the sole and absolute discretion of the Company, subject to the additional restrictions set out in the Terms and Conditions. Accordingly, the Company may at any time elect to cancel any Interest Payment (or part thereof) which would otherwise be payable on any Interest Payment Date.

*Restrictions on Interest Payments* The Company shall cancel any Interest Payment (or, as appropriate, part thereof) on the Securities in respect of any Interest Payment Date to the extent that the Company has an amount of Distributable Items on such Interest Payment Date that is less than the sum of (i) all payments (other than redemption payments which do not reduce Distributable Items) made or declared by the Company since the end of the last financial year of the Company and prior to such Interest Payment Date on or in respect of any Parity Securities, the Securities and any Junior Securities and (ii) all payments (other than redemption payments which do not reduce Distributable Items) payable by the Company (and not cancelled or deemed cancelled) on such Interest Payment Date (x) on the Securities (including any Additional Amounts which would be payable by the Company in respect of the Interest Payment payable on such Interest Payment Date if such Interest Payment were not cancelled or deemed cancelled) and (y) on or in respect of any Parity Securities or any Junior Securities, in the case of each of (i) and (ii), excluding any payments already accounted for in determining the Distributable Items of the Company.

*Solvency Condition* Other than in a winding-up or administration of the Company or in relation to the cash component of any Conversion Shares Offer Consideration, all payments in respect of or arising from

(including any damages for breach of any obligations under) the Securities are conditional upon the Company being solvent at the time of payment by the Company and no principal, interest or other amount shall be due and payable in respect of or arising from the Securities except to the extent that the Company could make such payment and still be solvent immediately thereafter.

The Company shall, for these purposes, be considered to be solvent if both (x) it is able to pay its debts owed to its Senior Creditors as they fall due and (y) its Assets exceed its Liabilities.

For these purposes:

**“Conversion Shares Offer Consideration”** means in respect of each Security and as determined by the Conversion Calculation Agent: (i) if all of the Ordinary Shares to be issued and delivered on Conversion are sold in the Conversion Shares Offer, the *pro rata* share of the cash proceeds from the sale of such Ordinary Shares attributable to such Security translated, if necessary, into Singapore Dollars at the Prevailing Rate on the date specified by the Company (less any foreign exchange transaction costs) (rounded down if necessary to the nearest whole multiple of SGD 0.01), (ii) if some but not all of such Ordinary Shares are sold in the Conversion Shares Offer, (x) the *pro rata* share of the cash proceeds from the sale of such Ordinary Shares attributable to such Security translated, if necessary, into Singapore Dollars at the Prevailing Rate on the date specified by the Company (less any foreign exchange transaction costs) (rounded down if necessary to the nearest whole multiple of SGD 0.01) and (y) the *pro rata* share of such Ordinary Shares not sold pursuant to the Conversion Shares Offer attributable to such Security rounded down to the nearest whole number of Ordinary Shares, and (iii) if no Ordinary Shares are sold in a Conversion Shares Offer, the relevant Ordinary Shares attributable to such Security rounded down to the nearest whole number of Ordinary Shares, subject in the case of (i) and (ii)(x) above to deduction from any such cash proceeds of an amount equal to the *pro rata* share of any stamp duty, stamp duty reserve tax, or any other capital, issue, transfer, registration, financial transaction or documentary tax that may arise or be paid as a consequence of the transfer of any interest in such Ordinary Shares to the Conversion Shares Depositary as a consequence of the Conversion Shares Offer.

*Status*

The Securities will constitute direct, unsecured and subordinated obligations of the Company, and will rank *pari passu* and without any preference among themselves.



If:

- (a) an order is made, or an effective resolution is passed for the winding-up of the Company (subject to certain exceptions as set out in the Terms and Conditions); or
- (b) an administrator of the Company is appointed and such administrator declares, or gives notice that it intends to declare and distribute a dividend,

then,

(1) if such events specified in (a) or (b) above occur before the date on which a Conversion Trigger Event occurs, there shall be payable by the Company in respect of each Security (in lieu of any other payment by the Company) such amount, if any, as would have been payable to the Securityholder if, on the day preceding the commencement of such winding-up or administration and thereafter, such Securityholder were the holder of one of a class of preference shares in the capital of the Company ("Notional Preference Shares") ranking in priority to the holders of the Ordinary Shares, having an equal right to a return of assets in such winding-up or administration to, and so ranking *pari passu* with, the holders of the Existing Preference Shares (if any remain outstanding) and the holders of any securities of the Company ranking or expressed to rank *pari passu* with any of the Existing Preference Shares or the Securities in such winding-up or administration, and ranking in priority to the holders of any other class of shares in issue or deemed to be in issue for the time being in the capital of the Company but ranking junior to the holders of any shares which may be issued or deemed to be issued by the Company which, by their terms, rank in priority to the Notional Preference Shares in such winding-up or administration, and ranking junior to the claims of Senior Creditors, and on the assumption that the amount that such holder was entitled to receive in respect of each Notional Preference Share, on a return of assets in such winding-up or such administration, were an amount equal to the principal amount of the relevant Security together with, to the extent not otherwise included within the foregoing, any other amounts attributable to the Security, including any accrued but unpaid interest thereon (to the extent not cancelled) and any damages awarded for breach of any obligations; and

(2) if such events specified in (a) or (b) above occur on or after the date on which a Conversion Trigger Event occurs but the relevant Ordinary Shares to be issued and delivered to the Conversion Shares Depositary on Conversion in accordance with Condition 7 have not been so delivered, there shall be payable by the Company in respect of each Security (in lieu of

any other payment by the Company) such amount, if any, as would have been payable to the Securityholder if, on the day preceding the commencement of the winding-up or administration and thereafter, such Securityholder were the holder of such number of Ordinary Shares as that Securityholder would have been entitled to receive on Conversion.

*Optional Redemption*

Subject to certain conditions, the Company may, at its option, redeem the Securities, in whole but not in part, on any Reset Date at 100 per cent. of their principal amount, together with any accrued but unpaid interest (which excludes any interest cancelled or deemed cancelled as described above) to (but excluding) the date fixed for redemption.

*Early Redemption due to a Capital Disqualification Event*

Subject to certain conditions, if at any time a Capital Disqualification Event has occurred, the Company may, at its option, redeem the Securities, in whole but not in part, on any date at 100 per cent. of their principal amount, together with any accrued but unpaid interest (which excludes any interest cancelled or deemed cancelled as described above) to (but excluding) the date fixed for redemption.

*Early Redemption due to a Tax Event*

Subject to certain conditions, if at any time a Tax Event has occurred, the Company may, at its option, redeem the Securities, in whole but not in part, on any date at 100 per cent. of their principal amount, together with any accrued but unpaid interest (which excludes any interest cancelled or deemed cancelled as described above) to (but excluding) the date fixed for redemption.

*Purchase*

Subject to certain conditions, the Company (or any Subsidiary of the Company) or any holding company of the Company or any other Subsidiary of such holding company may, at any time, purchase or procure others to purchase beneficially for its account Securities in any manner and at any price.

*Conditions to Redemption or Purchase*

Any redemption or purchase of the Securities by or on behalf of the Company or its Subsidiaries is subject to:

- (i) the Company giving notice to the Relevant Regulator and the Relevant Regulator granting permission (or, as applicable, not making any objection) to the Company to redeem or purchase the relevant Securities (in each case to the extent, and in the manner, required by the relevant Capital Regulations) and to such redemption or purchase not being prohibited by the Capital Regulations;
- (ii) in respect of any redemption proposed to be made prior to the fifth anniversary of the Issue Date, if and to the

extent then required under the Capital Regulations (A) in the case of redemption following the occurrence of a Tax Event, the Company having demonstrated to the satisfaction of the Relevant Regulator that the relevant change or event is material and was not reasonably foreseeable by the Company as at the Issue Date or (B) in the case of redemption following the occurrence of a Capital Disqualification Event, the Company having demonstrated to the satisfaction of the Relevant Regulator that the relevant change was not reasonably foreseeable by the Company as at the Issue Date;

- (iii) in the case of any redemption of the Securities, the Company being solvent (as described in the Terms and Conditions) both immediately prior to and immediately following such redemption;
- (iv) in the case of any redemption of the Securities, no Conversion Trigger Notice having been given; and
- (v) compliance by the Company with any alternative or additional pre-conditions to redemption or purchase, as applicable, set out in the relevant Capital Regulations for the time being.

For these purposes:

**“Capital Regulations”** means, at any time, the laws, regulations, requirements, standards, guidelines and policies (including, without limitation, any delegated or implementing acts such as regulatory technical standards) relating to capital adequacy (including, without limitation, as to leverage) and/or minimum requirement for own funds and eligible liabilities, in each case for credit institutions, of or otherwise applied by either (i) the Relevant Regulator, or (ii) any other national or European authority, in each case then in effect in the United Kingdom (or in such other jurisdiction in which the Company may be organised or domiciled) and applicable to the Company or the Group, including, as at the date hereof, CRD IV, BRRD and related regulatory technical standards.

**“BRRD”** means Directive 2014/59/EU establishing an EU-wide framework for the recovery and resolution of credit institutions and investment firms, as may be amended or replaced from time to time;

**“CRD IV”** means the legislative package consisting of Directive 2013/36/EU on access to the activity of credit institutions and the prudential supervision of credit institutions and investment firms and Regulation (EU) No. 575/2013 on prudential requirements for credit institutions and investment firms of the

European Parliament and of the Council of 26 June 2013, each as may be amended or replaced from time to time.

**“Relevant Regulator”** means the Bank of England, in its capacity as the UK Prudential Regulation Authority or the then relevant regulatory body with primary responsibility for the prudential supervision of the Company and the Group.

*Conversion*

If the Conversion Trigger Event occurs, each Security shall be automatically and irrevocably discharged and satisfied by its Conversion into Ordinary Shares, credited as fully paid, and the issuance of such Ordinary Shares to the Conversion Shares Depository to be held on trust for the Securityholders. The Conversion shall occur without delay upon the occurrence of a Conversion Trigger Event.

*Conversion Trigger Event*

The Conversion Trigger Event shall occur if at any time the CET1 Ratio is less than 7.00 per cent. The CET1 Ratio is calculated on a consolidated and fully loaded basis.

For these purposes:

**“CET1 Capital”** means, at any time, the sum, expressed in U.S. Dollars, of all amounts that constitute Common Equity Tier 1 Capital of the Group as at such date, less any deductions from Common Equity Tier 1 Capital of the Group required to be made as at such date, in each case as calculated by the Company on a consolidated and fully loaded basis in accordance with the Capital Regulations applicable to the Group as at such date (which calculation shall be binding on the Trustee and the Securityholders).

**“CET1 Ratio”** means, at any time, the ratio of CET1 Capital as at such date to the Risk Weighted Assets as at the same date, expressed as a percentage and on the basis that all measures used in such calculation shall be calculated on a fully loaded basis.

**“Risk Weighted Assets”** means, at any time, the aggregate amount, expressed in U.S. Dollars, of the risk weighted assets of the Group as at such date, as calculated by the Company on a consolidated and fully loaded basis in accordance with the Capital Regulations applicable to the Group on such date (which calculation shall be binding on the Trustee and the Securityholders) and where the term “risk weighted assets” means the risk weighted assets or total risk exposure amount, as calculated by the Company in accordance with the Capital Regulations applicable to the Group at the relevant time.

*Conversion Price*

The Conversion Price per Ordinary Share in respect of the Securities is SGD 10.909, subject to certain anti-dilution

adjustments as described in the Terms and Conditions. As at 25 June 2019, the Conversion Price was equivalent to a price of £6.332, translated into Singapore Dollars at an exchange rate of SGD 1 = £0.580.

*Conversion Shares Offer*

Not later than the tenth London business day following the Conversion Date, the Company may, in its sole and absolute discretion, make an election that the Conversion Shares Depositary (or an agent on its behalf) will make an offer, in the Company's sole and absolute discretion, of all or some of the Ordinary Shares to be delivered on Conversion to, in the Company's sole and absolute discretion, all or some of the Company's Shareholders at such time, such offer to be at a cash price per Ordinary Share being no less than the Conversion Price (translated, if necessary, from Singapore Dollars into the currency (or currencies) in which such Ordinary Shares are being offered to all or some of the Company's Shareholders as aforesaid at the then prevailing rate as determined by the Company in its sole discretion). The Company may, on behalf of the Conversion Shares Depositary, appoint a Conversion Shares Offer Agent to act as placement or other agent to facilitate the Conversion Shares Offer.

The Conversion Shares Offer Period shall end no later than 40 London business days after the giving of the Conversion Shares Offer Notice by the Company.

Upon expiry of the Conversion Shares Offer Period, the Conversion Shares Depositary will provide notice to the Holders of the Securities of the composition of the Conversion Shares Offer Consideration (and of the deductions to the cash component, if any, of the Conversion Shares Offer Consideration (as set out in the definition of Conversion Shares Offer Consideration)) per Calculation Amount. The Conversion Shares Offer Consideration shall be held on trust by the Conversion Shares Depositary for the Securityholders. The cash component of any Conversion Shares Offer Consideration shall be payable by the Conversion Shares Depositary to the Holders of the Securities in Singapore Dollars and whether or not the Solvency Condition is satisfied.

*Trustee*

BNY Mellon Corporate Trustee Services Limited.

*Principal Paying and  
Conversion Agent*

The Bank of New York Mellon, London Branch.

*Interest Calculation Agent*

The Bank of New York Mellon, London Branch.

*Conversion Calculation  
Agent*

Conv-Ex Advisors Limited.

<i>Registrar and Transfer Agent</i>	The Bank of New York Mellon SA/NV, Luxembourg Branch
<i>Conversion Shares Depository</i>	To be determined by the Company prior to the time of any Conversion.
<i>Ordinary Shares</i>	The Ordinary Shares to be delivered following Conversion will be delivered credited as fully paid and will rank <i>pari passu</i> in all respects with all fully paid Ordinary Shares in issue on the Conversion Date, save as provided in the Terms and Conditions.
<i>Form</i>	The Securities will be represented by registered certificates (each a “ <b>Certificate</b> ”), without coupons, and initially will be represented by a Global Certificate which will be deposited on or about the Issue Date with a common depository on behalf of Clearstream, Luxembourg and/or Euroclear and registered in the name of such depository or its nominee.
<i>Denomination</i>	SGD 250,000.
<i>Listing</i>	Application has been made to the Hong Kong Stock Exchange for permission to deal in, and for the listing of the Securities by way of a debt issue to Professional Investors only, on the Main Board of the Hong Kong Stock Exchange. Application has also been made to the Hong Kong Stock Exchange for the listing of, and permission to deal in, the Ordinary Shares to be issued upon any Conversion of the Securities.
<i>Clearing</i>	The Securities have been accepted for clearing by Clearstream, Luxembourg and Euroclear.
<i>ISIN</i>	XS2013525253
<i>Common Code</i>	201352525
<i>FISN</i>	STANDARD CHART./5.375 CONV B PERP
<i>CFI Code</i>	DCFJPR
<i>Ratings</i>	The Securities are expected to be rated Ba1 by Moody's Investors Service Singapore Pte. Limited, BB- by S&P Global Ratings Hong Kong Limited and BB+ by Fitch Ratings Ltd.
<i>Governing law</i>	English law.
<i>LEI code of the Company</i>	U4LOSYZ7YG4W3S5F2G91.

## **Waiver granted by the Hong Kong Stock Exchange and specific mandate for the issuance of the Securities**

The Company announced on 22 March 2019 that it had applied for, and the Hong Kong Stock Exchange had on 26 February 2019 granted, a waiver from strict compliance with the requirements of Rule 13.36(1) of the Hong Kong Listing Rules pursuant to which the Company was permitted to seek (and, if approved, utilise) an authority (the "**Specific Mandate**") to issue contingent convertible securities ("**ECAT1 Securities**") (and to allot Ordinary Shares into which they may be converted or exchanged) representing up to 20 per cent. of the Company's issued share capital as at 14 March 2019.

At the 2019 annual general meeting of the Company, the shareholders of the Company approved the Specific Mandate allowing the Company to allot Ordinary Shares or rights to subscribe for Ordinary Shares to persons other than existing shareholders in connection with the issue of ECAT1 Securities up to an aggregate nominal amount of U.S.\$330,996,724 (or 661,993,448 shares), equivalent to approximately 20 per cent. of the Company's issued Ordinary Share capital of U.S.\$1,654,483,622 as at 14 March 2019. Such Specific Mandate is effective until the Company's annual general meeting in 2020 or if earlier, the close of business on 7 August 2020, and is in addition to any general mandate to allot Ordinary Shares granted by the shareholders at the 2019 annual general meeting of the Company. The Specific Mandate is also independent of any use of the ECAT1 Securities specific mandates granted at the Company's 2014, 2015, 2016, 2017 and 2018 annual general meetings. The Company expects to seek similar authorities on an annual basis. For further details, please refer to the notice of the 2019 annual general meeting of the Company dated 25 March 2019 and the announcement of the Company dated 9 May 2019 disclosing the poll results of such meeting.

The Company has obtained all necessary consents, approvals and authorisations in the United Kingdom in connection with the issue and performance of the Securities. The issue of the Securities was authorised by resolutions of a committee of the Company's Board of Directors passed on 18 June 2019.

Accordingly, the issuance of the Securities is not subject to further approval by the shareholders of the Company.

### **Application for listing**

Application has been made to Hong Kong Stock Exchange for the listing of, and permission to deal in, the Securities as a debt issue to the Professional Investors only on the Main Board of the Hong Kong Stock Exchange. Application has also been made to the Hong Kong Stock Exchange for the listing of, and permission to deal in, the Ordinary Shares to be issued upon any Conversion of the Securities.

### **Reasons for the issuance of the Securities and use of proceeds**

The net proceeds from the issue of the Securities will be used for the general business purposes of the Group and to strengthen further the regulatory capital base of the Group.

The aggregate gross proceeds from the issuance of the Securities are expected to be SGD 750,000,000. The net proceeds from the issuance of the Securities, after the deduction of

commission, are expected to be SGD 744,375,000.

### Fund raising activities in the past twelve months

The Company has not carried out any issue of equity securities (save and except the issue of Ordinary Shares by the Company pursuant to the Scrip Dividend Scheme and the Share Plans) during the 12 months immediately preceding the date of this announcement. For these purposes, "**Scrip Dividend Scheme**" means the scrip alternative scheme of the Company for shareholders of the Company to elect to receive dividends wholly or partly in the form of new fully-paid Ordinary Shares instead of in cash, and "**Share Plans**" means the issuances by the Company of Ordinary Shares to certain of its directors and employees pursuant to or in connection with the grant of share awards, share option schemes, or share saving schemes of the Company (including but not limited to the 2011 Standard Chartered Share Plan, the 2001 Performance Share Plan, the 2006 Restricted Share Scheme, 2007 Supplementary Restricted Share Scheme and the 2013 Sharesave Plan).

### Effects on shareholding structure of the Company

In the event a Conversion Trigger Event occurs and assuming full conversion of the Securities at their initial conversion price takes place, the Securities will be convertible into approximately 68,750,572 Ordinary Shares representing approximately 2.1096 per cent. of the issued Ordinary Share capital of the Company as at 27 June 2019 and approximately 2.0660 per cent. of the issued Ordinary Share capital of the Company as enlarged by the issue of such Ordinary Shares.

The Ordinary Shares to be issued upon Conversion of the Securities will rank *pari passu* in all respects with the Ordinary Shares in issue on the Conversion Date.

The following table summarises the potential effects on the shareholding structure of the Company as a result of the issuance of the Securities by reference to the information on shareholdings as at 27 June 2019 (being the latest practicable date prior to the release of this announcement) and assuming full conversion of the Securities<sup>1</sup>:

Share Capital	As at 27 June 2019		Assuming the Securities are fully converted into Ordinary Shares at their initial conversion price	
	Number of shares	% of total issued shares	Number of shares	% of the total enlarged issued shares
Ordinary Shares of U.S.\$0.50 each in issue	3,258,910,174	94.3460	3,327,660,746	94.4564
8.25 per cent. non-cumulative irredeemable preference shares of £1.00 each	99,250,000	2.8733	99,250,000	2.8172
7.375 per cent. non-cumulative irredeemable preference shares of	96,035,000	2.7802	96,035,000	2.7260



£1.00 each

6.409 per cent. non-cumulative redeemable preference shares of U.S.\$5.00 each	7,500	0.0002	7,500	0.0002
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7.014 per cent. non-cumulative redeemable preference shares of U.S.\$5.00 each	7,500	0.0002	7,500	0.0002
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<b>Total issued shares</b>	<u>3,454,210,174</u>	<u>100.0000%</u>	<u>3,522,960,746</u>	<u>100.0000%</u>
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Notes:

1. The information in the above table is for illustrative purposes only, and it only shows the potential effects on the shareholding structure of the Company in connection with the Securities (but not any other securities issued or to be issued by the Company).

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By Order of the Board  
**Amanda Mellor**  
*Group Company Secretary*

Hong Kong, 28 June 2019

As at the date of this announcement, the Board of Directors of Standard Chartered PLC comprises:

*Chairman:*

Mr José María Viñals Iñiguez

*Executive Directors:*

William Thomas Winters and Andrew Nigel Halford

*Independent Non-Executive Directors:*

Dr Louis Chi-Yan Cheung; David Philbrick Conner; Dr Byron Elmer Grote; Christine Mary Hodgson (Senior Independent Director); Gay Huey Evans, OBE; Naguib Kheraj (Deputy Chairman); Dr Ngozi Okonjo-Iweala; David Tang; Carlson Tong and Jasmine Mary Whitbread

## DISCLAIMER – INTENDED ADDRESSEES

This announcement does not constitute an offer of any securities for sale. No action has been taken in any jurisdiction to permit a public offering of the Securities where such action is required. The offer and sale of the Securities may be restricted by law in certain jurisdictions.

The Securities and any Ordinary Shares which may be delivered upon Conversion of the Securities have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "**Securities Act**") or with any securities regulatory authority of any state or other jurisdiction of the United States. Subject to certain exceptions, the Securities and any Ordinary Shares which may be delivered upon Conversion of the Securities may not be offered, sold or delivered in the United States, as defined in Regulation S under the Securities Act, and may not be offered or sold to, or for the account or benefit of, U.S. persons as defined in Regulation S under the Securities Act. No public offering of the Securities will be made in the United States.

The Securities are complex financial instruments and are not a suitable or appropriate investment for all investors. In some jurisdictions, regulatory authorities have adopted or published laws, regulations or guidance with respect to the offer or sale of securities such as the Securities to retail investors.

In particular, in June 2015, the U.K. Financial Conduct Authority (the "**FCA**") published the Product Intervention (Contingent Convertible Instruments and Mutual Society Shares) Instrument 2015 (the "**PI Instrument**"). In addition, (i) on 1 January 2018, the provisions of Regulation (EU) No. 1286/2014 on key information documents for packaged and retail and insurance-based investment products ("**PRIIPs**") became directly applicable in all EEA member states and (ii) the Markets in Financial Instruments Directive 2014/65/EU (as amended or superseded) ("**MiFID II**") was required to be implemented in EEA member states by 3 January 2018. Together the PI Instrument, PRIIPs and MiFID II are referred to as the "**Regulations**".

The Regulations set out various obligations in relation to (i) the manufacture and distribution of financial instruments and (ii) the offering, sale and distribution of packaged retail and insurance-based investment products and certain contingent write down or convertible securities, such as the Securities.

Potential investors in the Securities should inform themselves of, and comply with, any applicable laws, regulations or regulatory guidance with respect to any resale of the Securities (or any beneficial interests therein) including the Regulations.

Each Manager is required to comply with some or all of the Regulations. By purchasing, or making or accepting an offer to purchase, any Securities (or a beneficial interest in such Securities) from the Company and/or the Managers each prospective investor represents, warrants, agrees with and undertakes to the Company and each of the Managers that:

1. it is not a retail client (as defined in MiFID II);
2. whether or not it is subject to the Regulations, it will not:
  - (A) sell or offer the Securities (or any beneficial interest therein) to retail clients (as defined in MiFID II) or
  - (B) communicate (including the distribution of this document) or approve an invitation or inducement to participate in, acquire or underwrite the Securities (or any beneficial interests therein) where that invitation or inducement is addressed to or disseminated in such a way that it is likely to be received by a retail client (in each case within the meaning of the Regulations).

In selling or offering the Securities or making or approving communications relating to the Securities it may not rely on the limited exemptions set out in the PI Instrument; and

3. it will at all times comply with all applicable laws, regulations and regulatory guidance (whether inside or outside the EEA) relating to the promotion, offering, distribution and/or sale of the Securities (or any beneficial interests therein), including (without limitation) MiFID II and any other applicable laws, regulations and regulatory guidance relating to determining the appropriateness and/or suitability of an investment in the Securities (or any beneficial interests therein) by investors in any relevant jurisdiction.

The Securities 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 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 MiFID II; or (ii) a customer within the meaning of Directive 2002/92/EC ("**IMD**"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently no key information document required by PRIIPs for offering or selling the Securities or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Securities or otherwise making them available to any retail investor in the EEA may be unlawful under PRIIPs.

The Securities are not intended to be initially placed and may not be initially placed to "connected persons" of the Company under the Hong Kong Listing Rules.

This announcement does not constitute nor form a part of any offer or solicitation to purchase or subscribe for securities in Singapore or elsewhere. Any Securities and/or the Ordinary Shares to be delivered following Conversion, if offered, will not be sold or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than (i) to an institutional investor (as defined in Section 4A of the Securities and Futures Act, Chapter 289 of Singapore, as modified or amended from time to time ("**SFA**")) pursuant to Section 274 of the SFA, (ii) to a relevant person (as defined in Section 275(2) of the SFA) pursuant to Section 275(1) of the SFA, or any person pursuant to Section 275(1A) of the SFA, and in accordance with the conditions specified in Section 275 of the SFA, or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Notification under Section 309B(1) of the SFA: In connection with Section 309B of the SFA, the Securities and the Ordinary Shares to be delivered following Conversion are prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) 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).

The distribution of this announcement in certain jurisdictions may be restricted by law. Persons into whose possession this announcement comes are required to inform themselves about and to observe any such restrictions.

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