



## **Standard Chartered PLC**

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

## **Standard Chartered Bank**

*(Incorporated with limited liability in England by Royal Charter with reference number ZC18)*

## **U.S.\$77,500,000,000 Debt Issuance Programme**

This supplement (the “**Supplement**”, which definition shall include all information incorporated by reference herein) to the base prospectus dated 19 June 2018 (the “**Base Prospectus**”, which definition includes the base prospectus and all information incorporated by reference therein), as supplemented by the supplementary prospectuses dated 31 July 2018, 21 September 2018, 1 November 2018, 30 November 2018, 7 January 2019, 1 March 2019 and 7 March 2019 constitutes a supplementary prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000 (“**FSMA**”) and is prepared in connection with the U.S.\$77,500,000,000 Debt Issuance Programme (the “**Programme**”) established by Standard Chartered PLC (“**SCPLC**”) and Standard Chartered Bank (“**SCB**”) (each of SCPLC and SCB in such capacity an “**Issuer**” and together the “**Issuers**”). Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

This Supplement is supplemental to, updates, must be read in conjunction with, and forms part of, the Base Prospectus and any other supplements to the Base Prospectus issued by the Issuers. This Supplement is for distribution to professional investors (as defined in Chapter 37 of the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange and in the Securities and Futures Ordinance (Cap. 571) of Hong Kong (together, “**Professional Investors**”)) only. **Investors should not purchase the Notes in the primary or secondary markets unless they are Professional Investors and understand the risks involved. The Notes are only suitable for Professional Investors.**

**The Stock Exchange of Hong Kong Limited has not reviewed the contents of this Supplement, other than to ensure that the prescribed form disclaimer and responsibility statements, and a statement limiting distribution of this Supplement to Professional Investors only have been reproduced in this Supplement. Listing of the Programme and the Notes on The Stock Exchange of Hong Kong Limited is not to be taken as an indication of the commercial merits or credit quality of the Programme, the Notes or the Issuers or the quality of disclosure in this Supplement.** Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this Supplement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Supplement.

The purpose of this Supplement is to:

- (1) incorporate by reference the announcement by SCPLC that it has resolved the previously disclosed investigations into its historical compliance with U.S. sanctions laws and regulations and financial crime controls, as further described below; and
- (2) update the disclosures of SCPLC and SCB in the Base Prospectus relating to legal proceedings.

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

Directive and relevant implementing measures in the United Kingdom for the purpose of giving information with regard to the issue of Notes under the Programme.

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

This Supplement includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Issuers. The Issuers accept full responsibility for the accuracy of the information contained in this Supplement and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

### **New Document Incorporated by Reference**

The announcement by SCPLC dated 9 April 2019 entitled “*Standard Chartered Resolves Legacy Conduct and Control Issues for \$1.1bn; Monitorships Terminated*” (by which SCPLC announced the matters referred to in “*Resolution of investigations and further extension of U.S. Deferred Prosecution Agreements*” below), which has been previously published and which has been filed with the FCA, is hereby incorporated in, and forms part of, this Supplement.

### **Resolution of investigations and further extension of U.S. Deferred Prosecution Agreements**

On 9 April 2019, SCPLC announced it has resolved the previously disclosed investigations by the New York Department of Financial Services (the “**NYDFS**”), the Board of Governors of the Federal Reserve System, the Department of Justice (the “**DOJ**”), the New York County District Attorney’s Office (“**DANY**”) and the Office of Foreign Assets Control (together, the “**U.S. Agencies**”) and the FCA into its historical sanctions compliance and financial crime controls.

Under the terms of the resolutions, the Group will pay a total of \$947 million in monetary penalties to the U.S. Agencies and £102 million to the FCA. The Group took a \$900 million provision which included these matters in the fourth quarter of 2018 and will take a further and final charge of \$190 million in the first quarter of 2019. The Group’s Deferred Prosecution Agreements with the DOJ and DANY have been extended to 9 April 2021. The resolutions include no new compliance monitorships and the monitorships previously imposed by the NYDFS and the DOJ were terminated on 31 December 2018 and 31 March 2019, respectively.

### **General**

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

If the document which is incorporated by reference into this Supplement itself incorporates any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this Supplement for the purposes of the Prospectus Directive except where such information or other documents are specifically incorporated by reference or attached to this Supplement. The websites which are referred to in the document which is incorporated by reference into this Supplement does not form part of this Supplement for the purposes of the Prospectus Directive.

To the extent that there is any inconsistency between: (a) any statement in this Supplement or any statement incorporated by reference into this Supplement; and (b) any other statement in or incorporated by reference into the Base Prospectus or the supplementary prospectuses dated 31 July 2018, 21 September 2018, 1 November 2018, 30 November 2018, 7 January 2019, 1 March 2019 and 7 March 2019, the statements in (a) above will prevail.

Save as disclosed in this Supplement or the supplementary prospectuses dated 31 July 2018, 21 September 2018, 1 November 2018, 30 November 2018, 7 January 2019, 1 March 2019 and 7 March 2019, there has been no other significant new factor, material mistake or

inaccuracy relating to information included in the Base Prospectus since the publication of the Base Prospectus.