



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 “**Supplementary Prospectus**”, which definition shall include all information incorporated by reference herein) to the base prospectus dated 17 June 2020 (the “**Base Prospectus**”, which definition includes the base prospectus and all information incorporated by reference therein) as supplemented by the supplementary prospectuses dated 6 August 2020, 30 October 2020 and 6 January 2021, constitutes a supplementary prospectus for the purposes of Article 23 of Regulation (EU) 2017/1129 and any regulatory or implementing technical standards and other delegated or implementing acts adopted under that Regulation, in each case to the extent that they form part of the domestic law of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018 (as may be amended from time to time, including, without limitation, by virtue of the European Union (Withdrawal Agreement) Act 2020) (the “**UK Prospectus Regulation**”), 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 Supplementary Prospectus.

This Supplementary Prospectus 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 from time to time.

This Supplementary Prospectus has been approved by the FCA, as the United Kingdom competent authority under the UK Prospectus Regulation, as a supplement to the Base Prospectus in compliance with the UK Prospectus Regulation.

The Issuers accept responsibility for the information contained in this Supplementary Prospectus. To the best of the knowledge of the Issuers, the information contained in this Supplementary Prospectus is in accordance with the facts and makes no omission likely to affect its import.

1. Purpose of this Supplementary Prospectus

The purpose of this Supplementary Prospectus is to:

- (a) update the Base Prospectus to reflect the introduction of further Eligible Projects by the Group’s revised Sustainability Bond Framework;
- (b) incorporate by reference:
 - (i) the consolidated annual report and audited accounts of SCPLC, its subsidiaries and subsidiary undertakings for the year ended 31 December 2020;
 - (ii) the document entitled “Pillar 3 Disclosures 2020” released by SCPLC on 25 February 2021; and
 - (iii) the audited annual accounts of SCB for the year ended 31 December 2020;
- (c) incorporate by reference the announcement by SCPLC dated 15 February 2021 entitled “Standard Chartered PLC Announces a Change to its Board” (by which SCPLC announced that Dr Ngozi Okonjo-Iweala, an independent non-executive director of SCPLC, will be stepping down from the Board of Directors of SCPLC with effect from 28 February 2021); and
- (d) update the no significant, and no material adverse, change statements in the Base Prospectus.

2. The Revised Sustainability Bond Framework

On 24 February 2021 the Group published its revised Sustainability Bond Framework (the “**Framework**”), updating the framework previously published on 23 April 2019. Amongst other things, the Framework has introduced further Eligible Projects to which the Issuers can apply the net proceeds of an issuance of “Green Bonds” or “Social Bonds”.

The matters described below should be read in conjunction with the Base Prospectus (as supplemented from time to time). The description of the Eligible Projects below supersedes the description of the Eligible Projects set out under the headings “*Eligible Projects – Green Bonds*” and “*Eligible Projects – Social Bonds*” in the section entitled “*Use of Proceeds*” of the Base Prospectus.

2.1 Eligible Projects

(i) Green Bonds

Following the approval of the Framework, the Eligible Projects in respect of “Green Bonds” are as follows:

Renewable Energy (SDG7: Affordable and Clean Energy): Eligible Projects include the generation of energy from renewable sources (including wind power, solar energy, hydropower, waste to energy and geothermal energy), the manufacture of components of renewable energy technology and the construction, maintenance and expansion of associated distribution networks.

Energy Efficiency (SDG9: Industry, Innovation and Infrastructure): Eligible Projects include the development, manufacture and/or installation of energy efficiency technologies and products and financing for the refurbishment or retrofit of existing buildings to make them more energy efficient.

Sustainable Management of Living and Natural Resources (SDG7: Affordable and Clean Energy, SDG14: Life Below Water and SDG15: Life on Land): Eligible Projects include certified forestry-related activities, including the production of forestry-related products and financing for agricultural products.

Pollution Prevention and Control (SDG12: Responsible Consumption): Eligible Projects include the reduction and mitigation of greenhouse gas emissions, soil remediation, waste prevention and reduction, recycling and sorting projects.

Sustainable Water and Wastewater Management (SDG6: Clean Water and Sanitation): Eligible Projects include providing access to adequate sanitation facilities, improving water quality and increasing water-use efficiency through water recycling, treatment (including with respect to wastewater) and reuse.

Clean Transportation (SDG11: Sustainable Cities and Communities): Eligible Projects include, subject to relevant emissions threshold criteria, the financing of public mass passenger transportation, rail transportation (excluding transport dedicated to fossil fuels) and vehicle or rail fleet retrofits etc.

Climate Change Adaptation (SDG15: Life on Land): Eligible Projects include activities that increase the resilience of eco-systems, including integrated watershed management, biodiversity protection and infrastructure including flood defence and early warning systems.

Eco-efficient and/or Circular Economy Adapted Products, Production Technologies and Processes (SDG12: Responsible Consumption): Eligible Projects including financing the development, manufacture and/or distribution of products designed for circularity and/or adaptive re-use.

(ii) Social Bonds

Following the approval of the Framework, the Eligible Projects in respect of “Social Bonds” are as follows:

Access to Financing and Financial Services and Employment Generation including through the Potential Effect of SME Financing and Microfinance (SDG8: Decent Work and Economic Growth and SDG9: Industry, Innovation and Infrastructure): Eligible Projects relate to investments that contribute to expanding access to affordable and responsible financial products and services for poor and vulnerable populations. This includes financing microfinance institutions as well as directly financing organisations that are often unable to gain access to financial products and services, such as small- and medium-sized enterprises. Eligible Projects include loans to microfinance institutions and the direct financing of smaller businesses in populations in least developed, low income and lower middle income Development Assistance Countries as referenced by the Organisation for Economic Co-operation and Development (OECD).

Affordable Basic Infrastructure (SDG6: Clean Water and Sanitation and SDG11: Sustainable Cities and Communities): Eligible Projects relate to activities that expand public access to safe and affordable drinking water and provide access to adequate sanitation facilities, including the financing of water treatment facilities, upgrades to wastewater treatment plants, wastewater discharge infrastructure and water saving systems, technologies and water metering, as well as investment into the development of roads in least developed, low income and lower middle income Development Assistance Countries.

Access to Health Services (SDG3: Good Health and Well-Being): Eligible Projects include financing to construct, equip and operate (a) hospitals, clinics and health care centres for the provision of public/free/subsidised health services and (b) infrastructure and equipment for the provision of emergency medical response and disease control services with the overall objectives of improving access to public services for the wider population and promoting inclusiveness.

Access to Education and Vocational Training (SDG4: Quality Education): Eligible Projects relate to activities that expand access to primary, secondary, adult and vocational education aimed to achieve the inclusion of women and minorities in education and to improve the rate of student attendance including, amongst others, financing the construction of public schools and universities and the construction of student housing and campuses for public schools and universities for targeted populations.

Affordable Housing (SDG1: No Poverty and SDG11: Sustainable Cities and Communities): Eligible Projects include financing access to adequate, safe and affordable housing for targeted populations.

COVID-19 Related Spending: Eligible Projects include financing projects in relation to healthcare, sanitation, food security and the mitigation of the socio-economic impact specifically in relation to COVID-19. Any financing specific to COVID-19 will only be eligible as a sustainable finance asset under the Framework if disbursed before 31 December 2021.

2.2 Note to Investors

Investors and prospective investors should note that the Issuers may further revise the Eligible Projects listed in this Supplementary Prospectus and in the Base Prospectus from time to time and the proceeds of issues of Notes may therefore be allocated to Eligible Projects which are not listed in this Supplementary Prospectus or in the Base Prospectus. Furthermore, there is no obligation whatsoever on the Issuers to allocate any proceeds of any issuance of Notes to finance Eligible Projects.

It should also be noted that there is currently no clear definition (legal, regulatory or otherwise) of, nor market consensus as to what constitutes, a "green", "social" or equivalently labelled project or as to what precise attributes are required for a particular project to be defined as "green", "social" or such other equivalent label, nor can any assurance be given that such a clear definition or consensus will develop over time. Accordingly, no assurance is or can be given to investors that any projects or uses the subject of, or related to, any of the businesses and projects funded with the net proceeds of the issuance of the Notes will meet any or all investor expectations regarding such "green", "social" or other equivalently-labelled performance objectives or that any adverse environmental, social and/or other impacts will not occur during the implementation of any projects or uses the subject of, or related to, any of the businesses and projects funded with the net proceeds of the issuance of the Notes.

See further the section of the Base Prospectus entitled "Risk Factors – 3.8 The use of proceeds of the Notes may not meet investor expectations or requirements".

3. New Documents Incorporated by Reference

The following documents, which have been (a) previously published and (b) filed with the FCA, are hereby incorporated in, and form part of, this Supplementary Prospectus:

1. the consolidated annual report and audited accounts of SCPLC, its subsidiaries and subsidiary undertakings for the year ended 31 December 2020 (the "**SCPLC Report**");
2. the document entitled "Pillar 3 Disclosures 2020" released by SCPLC on 25 February 2021;
3. the audited annual accounts of SCB for the year ended 31 December 2020 (including the audit report thereon) (the "**SCB Report**"); and
4. the announcement by SCPLC dated 15 February 2021 entitled "Standard Chartered PLC Announces a Change to its Board" (by which SCPLC announced that Dr Ngozi Okonjo-Iweala, an independent non-executive director of SCPLC, will be stepping down from the Board of Directors of SCPLC with effect from 28 February 2021).

4. General Information

There has been no significant change in the financial performance or financial position of SCPLC and its subsidiaries since 31 December 2020, being the end of the last financial period for which financial information of SCPLC and its subsidiaries has been published (as set out in the SCPLC Report). There has been no material adverse change in the prospects of SCPLC since 31 December 2020, being the date of its last published audited financial statements.

There has been no significant change in the financial performance or financial position of SCB and its subsidiaries since 31 December 2020, being the end of the last financial period for which financial information of SCB and its subsidiaries has been published (as set out in the SCB Report). There has been no material adverse change in the prospects of SCB since 31 December 2020, being the date of its last published audited financial statements.

5. General

Copies of the documents incorporated by reference in this Supplementary Prospectus 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. This Supplementary Prospectus and copies of the documents incorporated by reference in this Supplementary Prospectus will be available for so long as any Notes are outstanding under the Programme at the website of SCPLC at: <https://www.sc.com/en/investors/>.

To the extent that any document or information incorporated by reference in this Supplementary Prospectus itself incorporates any document or information by reference, either expressly or impliedly, such document or information will not form part of this Supplementary Prospectus for the purposes of the UK Prospectus Regulation, except where such document or information is stated within this Supplementary Prospectus as specifically being incorporated by reference or where this Supplementary Prospectus is specifically defined as including such information. The websites which are referred to in the documents which are incorporated by reference into this Supplementary Prospectus do not form part of this Supplementary Prospectus for the purposes of the UK Prospectus Regulation.

To the extent that there is any inconsistency between: (a) any statement in this Supplementary Prospectus or any statement incorporated by reference into this Supplementary Prospectus; and (b) any other statement in or incorporated by reference into the Base Prospectus, or the supplementary prospectuses dated 6 August 2020, 30 October 2020 and 6 January 2021, the statements in (a) above will prevail.

Save as disclosed in this Supplementary Prospectus or the supplementary prospectuses dated 6 August 2020, 30 October 2020 and 6 January 2021, there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the Base Prospectus since the publication of the Base Prospectus.