

Final Terms

**STANDARD CHARTERED PLC**

and

**STANDARD CHARTERED BANK**

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

**Debt Issuance Programme**

U.S.\$500,000,000 4.866 per cent. Fixed Rate Reset Dated Subordinated Notes due 2033

Issued by

**Standard Chartered PLC**

**Joint Lead Managers**

**Barclays Capital Inc.**  
**Credit Agricole Securities (USA) Inc.**  
**Goldman Sachs & Co. LLC**  
**J.P. Morgan Securities LLC**  
**Standard Chartered Bank**

**Co-Lead Managers**

**ABN AMRO Securities (USA) LLC**  
**Bank of Communications Co., Ltd. Hong Kong Branch**  
**China Construction Bank Corporation, Singapore Branch**  
**CIMB Bank (L) Limited**  
**Deutsche Bank Securities Inc.**  
**Emirates NBD Bank PJSC**  
**First Abu Dhabi Bank PJSC**  
**Industrial and Commercial Bank of China Limited, Singapore Branch**  
**UBS Securities LLC**  
**United Overseas Bank Limited**

The date of the Final Terms is 12 March 2018.

## 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 (“**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 Regulation (EU) No 1286/2014 (the “**PRIIPs 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 PRIIPS Regulation.

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Prospectus dated 14 June 2017 which, together with the supplementary prospectuses dated 2 August 2017, 9 August 2017, 2 November 2017, 10 November 2017, 7 December 2017 and 1 March 2018 constitute (with the exception of certain sections) a base prospectus (the “**Base Prospectus**”) for the purposes of Directive 2003/71/EC (as amended, 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:	159
	(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.\$500,000,000
	(ii) Tranche:	U.S.\$500,000,000
<b>5</b>	Issue Price:	100 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:	15 March 2018
	(ii) Interest Commencement Date:	Issue Date
<b>9</b>	Maturity Date:	15 March 2033
<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
	(ii) 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:	4.866 per cent. per annum
	(ii) First Margin:	+1.97 per cent. per annum
	(iii) Subsequent Margin:	Not Applicable
	(iv) Interest Payment Dates:	15 March and 15 September in each year, commencing on 15 September 2018 to (and including) the Maturity Date
	(v) First Interest Payment Date:	15 September 2018
	(vi) Fixed Coupon Amount up to (but excluding) the First Reset Date:	U.S.\$24.33 per Calculation Amount
	(vii) Broken Amount(s):	Not Applicable
	(viii) First Reset Date:	15 March 2028
	(ix) Second Reset Date:	Not Applicable
	(x) Subsequent Reset Date:	Not Applicable
	(xi) Reset Rate:	Mid-Swap Rate
	(xii) Relevant Screen Page:	Bloomberg page "USISDA05"
	(xiii) Mid-Swap Rate:	Single Mid-Swap Rate
	(xiv) Mid-Swap Maturity:	three-month
	(xv) Day Count Fraction (Condition 4(j)):	30/360, unadjusted
	(xvi) Relevant Time:	Not Applicable
	(xvii) Interest Determination Dates:	Not Applicable
	(xviii) Business Day Convention:	Following Business Day Convention
	(xix) Relevant Currency:	U.S. dollars

(xx)	Relevant Financial Centre(s) (Condition 4(j)):	Not Applicable
<b>18</b>	<b>Zero Coupon Note Provisions</b>	Not Applicable
<b>PROVISIONS RELATING TO REDEMPTION</b>		
<b>19</b>	<b>Issuer Call</b>	Applicable
(i)	Optional Redemption Date:	15 March 2028
(ii)	Call Option Redemption Amount(s) and method, if any, of calculation of such amount(s):	U.S.\$1,000 per Calculation Amount
(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</b>	<b>Regulatory Capital Call</b>	Applicable
(i)	Redemption Amount per Note:	U.S.\$1,000 per Calculation Amount
<b>21</b>	<b>Loss Absorption Disqualification Event Call</b>	Not Applicable
<b>22</b>	<b>Put Option</b>	Not Applicable
<b>23</b>	<b>Final Redemption Amount of each Note</b>	U.S.\$1,000 per Calculation Amount
<b>24</b>	<b>Early Redemption Amount</b>	
(i)	Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or due to Regulatory Capital 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  Global Certificates exchangeable for Definitive Certificates in the limited circumstances specified in the Global Certificates
<b>26</b>	<b>New Global Note:</b>	No
<b>27</b>	<b>Business Day Jurisdiction(s)</b>	London and New York

(Condition 6(h)) or other special provisions relating to Payment Dates:

**28** Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): No

Signed on behalf of the Issuer:

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
- (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 15 March 2018.
- (iii) Estimated total expenses of admission to trading: £3,650

### 2. RATINGS

- Ratings: The Notes to be issued are expected to be assigned the following ratings:
- S&P: BBB-  
Moody's: Baa1  
Fitch: A-

### 3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE 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. YIELD

- Indication of yield: See "General Information" on page 167 of the Base Prospectus.
- Calculated as 4.866 per cent. on the Issue 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. OPERATIONAL INFORMATION

- (i) Unrestricted Notes
- (a) ISIN: XS1793294841
- (b) Common Code: 179329484
- (ii) Restricted Notes
- (a) ISIN: US853254BK59
- (b) CUSIP Number: 853254BK5

- |       |  |   |
|-------|--|---|
| (iii) | Any clearing system(s) other than Euroclear Bank SA/NV, Clearstream Banking SA, the CMU Service and DTC and the relevant identification number(s): | Not Applicable  |
| (iv)  | Delivery:  | Delivery free of payment in respect of the Restricted Notes and delivery free of payment in respect of the Unrestricted Notes |
| (v)   | Names and addresses of initial Paying Agent(s):  | The Bank of New York Mellon, One Canada Square, London E14 5AL, United Kingdom  |
| (vi)  | Names and addresses of additional Paying Agent(s) (if any):  | Not Applicable  |

## 6 DISTRIBUTION

- |       |                                      |   |
|-------|--------------------------------------|---|
| (i)   | Method of distribution:              | Syndicated  |
| (ii)  | If syndicated:                       |   |
|       | (A) Names of Managers:               | <p><b>Joint Lead Managers</b></p> <p>Barclays Capital Inc.<br/>           Credit Agricole Securities (USA) Inc.<br/>           Goldman Sachs &amp; Co. LLC<br/>           J.P. Morgan Securities LLC<br/>           Standard Chartered Bank</p> <p><b>Co-Lead Managers</b></p> <p>ABN AMRO Securities (USA) LLC<br/>           Bank of Communications Co., Ltd. Hong Kong Branch<br/>           China Construction Bank Corporation, Singapore Branch<br/>           CIMB Bank (L) Limited<br/>           Deutsche Bank Securities Inc.<br/>           Emirates NBD Bank PJSC<br/>           First Abu Dhabi Bank PJSC<br/>           Industrial and Commercial Bank of China Limited, Singapore Branch<br/>           UBS Securities LLC<br/>           United Overseas Bank Limited</p> |
|       | (B) Stabilising Manager(s) (if any): | J.P. Morgan Securities LLC  |
| (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