



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)

Standard Chartered Bank (Hong Kong) Limited

(Incorporated with limited liability in Hong Kong: Number 875305)

U.S.\$70,000,000,000 Debt Issuance Programme

This supplement (the “**Supplement**”, which definition shall include all information incorporated by reference herein) to the base prospectus dated 10 October 2014 (the “**Base Prospectus**”, which definition includes the base prospectus and all information incorporated by reference therein, as supplemented by the supplementary prospectuses dated 30 October 2014 and 15 December 2014) 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.\$70,000,000,000 Debt Issuance Programme (the “**Programme**”) established by Standard Chartered PLC (“**SCPLC**”), Standard Chartered Bank (“**SCB**”) and Standard Chartered Bank (Hong Kong) Limited (“**SCBHK**”) (each of SCPLC, SCB and SCBHK 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.

The purpose of this Supplement is to:

1. incorporate by reference: (i) certain sections of the consolidated annual report and audited accounts of SCPLC, its subsidiaries and subsidiary undertakings for the year ended 31 December 2014; (ii) the audited annual accounts of SCB for the year ended 31 December 2014; and (iii) the document entitled “Pillar 3 Disclosures 31 December 2014”;
2. (a) update the disclosures of SCPLC and SCB in the Base Prospectus relating to legal proceedings; and (b) update the no significant change and no material adverse change statements of SCPLC and SCB in the Base Prospectus;
3. update certain details relating to the Directors of SCPLC as further described below; and
4. update the disclosure in the Base Prospectus relating to the credit ratings of the Issuers provided by Standard & Poor’s Hong Kong Limited (“**S&P**”) as further described below.

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 (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.

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.

New Documents Incorporated by Reference

The following documents, which have been previously published and which have been filed with the FCA, are hereby incorporated in, and form part of, this Supplement:

1. the following sections of the consolidated annual report and audited accounts of SCPLC, its subsidiaries and subsidiary undertakings (the “**Group**”) for the year ended 31 December 2014 released on 16 March 2015 (the “**Annual Report**”):
 - (i) Our Business;
 - (ii) The Group in 2014;
 - (iii) Financial Review;
 - (iv) Risk Overview;
 - (v) Risk Profile;
 - (vi) Principal Uncertainties;
 - (vii) Risk Management Approach;
 - (viii) Capital;
 - (ix) Board of Directors;
 - (x) Senior Management;
 - (xi) Corporate Governance;
 - (xii) Directors’ Remuneration Report;
 - (xiii) Other Disclosures;
 - (xiv) Statement of Directors’ Responsibilities;
 - (xv) Financial Statements and Notes (which includes the Independent Auditor’s Report and the audited consolidated financial statements of the Group for the year ended 31 December 2014 and the notes thereto);
 - (xvi) Pages 310 to 325 (inclusive) of Supplementary Financial Information;
2. the audited annual accounts of SCB for the year ended 31 December 2014 (including the audit report thereon) released on 19 March 2015; and
3. the document entitled “Pillar 3 Disclosures 31 December 2014” released by SCPLC on 16 March 2015.

General Information

Save in relation to the matters described in the section of the Annual Report entitled “Regulatory compliance, reviews, requests for information and investigations” on page 103 of the Annual Report, there are no, nor have there been any, governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which SCPLC is aware) during the twelve months preceding the date of the Base Prospectus or during the twelve months preceding the date of this Supplement, which may have, or have had in the recent past,

significant effects on the financial position or profitability of SCPLC and/or the Group nor is SCPLC aware that any such proceedings are pending or threatened.

Save in relation to the matters described in the section of the Annual Report entitled “Regulatory compliance, reviews, requests for information and investigations” on page 103 of the Annual Report, there are no, nor have there been any, governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which SCB is aware) during the twelve months preceding the date of the Base Prospectus or during the twelve months preceding the date of this Supplement, which may have, or have had in the recent past, significant effects on the financial position or profitability of SCB and/or the Group nor is SCB aware that any such proceedings are pending or threatened.

There has been no significant change in the financial or trading position of SCPLC and its subsidiaries since 31 December 2014. There has been no material adverse change in the prospects of SCPLC and its subsidiaries since 31 December 2014.

There has been no significant change in the financial or trading position of SCB and its subsidiaries since 31 December 2014. There has been no material adverse change in the prospects of SCB and its subsidiaries since 31 December 2014.

Recent Developments – SCPLC Board Changes

On 26 February 2015, SCPLC announced the following changes to the SCPLC Board (the “Board”).

William Thomas Winters will join the Group on 1 May 2015. He will be appointed to the Board as Group Chief Executive in June 2015 and will be based in London.

Peter Sands will stand down from the Board and as Group Chief Executive in June 2015.

Sir John Peace, Chairman, has indicated an intention to step down from the Board during the course of 2016.

Jaspal Bindra, Group Executive Director and Chief Executive Officer, Asia, will be stepping down from the Board, with effect from 30 April 2015 and will leave the Group shortly thereafter.

Ruth Markland, Senior Independent Director (“**SiD**”) and Paul Skinner, independent Non-Executive Director (“**iNED**”), will retire from the Board by the end of 2015. Ruth continues as SiD until she retires but will step down from her role as Remuneration Committee Chair with effect from the conclusion of the AGM on 6 May 2015. Christine Hodgson, iNED, will be appointed as Remuneration Committee Chair with effect from 7 May 2015.

Oliver Stocken, iNED, stepped down from the Board on 28 February 2015.

Two new iNEDs, Gay Huey Evans and Jasmine Whitbread, will join the Board with effect from 1 April 2015.

The Group continues to streamline the Board and the intention is for the Board to consist of 14 directors in due course.

The above appointments have received the necessary regulatory approval.

Recent Developments – SCB Court Changes

On 8 January 2015, the Group announced the retirement of Richard Goulding as Chief Risk Officer and Jan Verplancke as Chief Information Officer and Group Head of Technology and Operations, and as Directors of SCB. Both Jan and Richard will stay in their roles (including as Directors of SCB) until their respective successors have been appointed and they will leave on the completion of an appropriate hand-over period.

On 26 February 2015, SCPLC announced changes to the Board. In line with this announcement, the following changes are expected for the SCB Court.

William Thomas Winters is to be appointed as a member of the Court of SCB in June 2015.

Peter Sands is to step down from the Court of SCB in June 2015.

Jaspal Bindra is to step down from the Court of SCB on 30 April 2015.

Credit Ratings Provided by S&P

On 4 February 2015, S&P released an announcement stating that:

- (A) SCPLC's long term senior debt rating has been downgraded from "A (Negative)" to "A-(Stable)";
- (B) SCB's long term senior debt rating has been affirmed at "A+" with the outlook changed from "Negative" to "CreditWatch Negative" to be resolved by early May 2015; and
- (C) SCBHK's long term senior debt rating is unaffected by the announcement.

S&P is not established in the European Union and has not applied for registration under Regulation (EC) No. 1060/2009, as amended.

Notes issued under the Programme may be rated or unrated. When an issue of Notes is rated, its rating will not necessarily be the same as the rating applicable to the Programme. The rating of certain Series of Notes to be issued under the Programme may be specified in the applicable Final Terms. A rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.

General

Copies of the documents 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 documents which are incorporated by reference into this Supplement themselves incorporate 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 Annual Report do not form part of this Supplement for the purposes of the Prospectus Directive. The parts of the above mentioned documents which are not incorporated by reference are either not relevant for investors or are covered elsewhere within the Base Prospectus.

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, the statements in (a) above will prevail.

Save as disclosed in this Supplement and the supplementary prospectuses dated 30 October 2014 and 15 December 2014, 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.