



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, 6 January 2021 and 25 February 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) incorporate by reference:
 - (i) the interim management statement for the first quarter of 2021 announced by SCPLC on 29 April 2021 (the “**Interim Management Statement**”); and
 - (ii) the document entitled “Pillar 3 Disclosures 31 March 2021” released by SCPLC on 29 April 2021;
- (b) update the no significant change statement of SCPLC and its subsidiaries in the Base Prospectus; and
- (c) update certain information in the section entitled “*Form of Final Terms*” in the Base Prospectus.

2. 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 Interim Management Statement; and
- 2. the document entitled “Pillar 3 Disclosures 31 March 2021” released by SCPLC on 29 April 2021.

3. General Information

There has been no significant change in the financial performance or financial position of SCPLC and its subsidiaries since 31 March 2021, 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 Interim Management Statement). 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.

4. Form of Final Terms

- (a) The paragraph entitled “**PROHIBITION OF SALES TO EEA AND UK RETAIL INVESTORS**” on page 189 of the Prospectus shall be deleted in its entirety and replaced with the following:

“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 (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 Directive 2014/65/EU (as amended (“**MiFID II**”)); (ii) a customer within the meaning of Directive (EU) 2016/97 as amended or superseded (the “**IDD**”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 (the “**EU Prospectus Regulation**”). Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the “**EU 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 EU PRIIPs Regulation.

PROHIBITION OF SALES TO UK 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 United Kingdom (the “**UK**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 as may be amended or replaced from time to time (including, without limitation, by the European Union (Withdrawal Agreement) Act 2020) (the “**EUWA**”); (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the “**FSMA**”) and any rules or regulations made under the FSMA to implement the IDD, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic UK law by virtue of EUWA (“**UK MiFIR**”); or (iii) not a qualified investor as defined in Article 2 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 UK by virtue of the EUWA (the “**UK Prospectus Regulation**”). Consequently, no key information document required by the EU PRIIPs Regulation as it forms part of domestic UK law by virtue of the EUWA (the “**UK PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.”

- (b) The following shall be added after the existing paragraph entitled “**[MiFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ELIGIBLE COUNTERPARTIES ONLY TARGET MARKET]**” on page 189 of the Prospectus:

“[UK MiFIR PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ELIGIBLE COUNTERPARTIES ONLY TARGET MARKET – Solely for the purposes of [the/each] manufacturer’s product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook (“**COBS**”), and professional clients, as defined in UK MiFIR; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. *[Details of any negative target market to be included if applicable]*. Any distributor should take into consideration the manufacturer[s/s] target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer[s/s] target market assessment) and determining appropriate distribution channels.]”

- (c) The two paragraphs after the existing paragraph entitled “**[NOTIFICATION UNDER SECTION 309B OF THE SECURITIES AND FUTURES ACT (CHAPTER 289) OF SINGAPORE, AS MODIFIED OR AMENDED FROM TIME TO TIME (THE “SFA”) AND THE SECURITIES AND FUTURES (CAPITAL MARKETS PRODUCTS) REGULATIONS 2018 OF SINGAPORE (THE “CMP REGULATIONS 2018”)]**” on page 190 of the Prospectus shall be deleted in their entirety and replaced with the following:

“[Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Prospectus dated [●] June 2020 which[, together with the supplementary Prospectus[es] dated [●] [and [●]],] constitute[s] (with the exception of certain sections) a base prospectus (the “**Base Prospectus**”) for the purposes of the UK Prospectus Regulation. This document constitutes the Final Terms of the Notes described herein for the purposes of the UK Prospectus Regulation and must be read in conjunction with the Base Prospectus in order to obtain all the relevant information. The Base Prospectus is available for viewing at [address] [and] [website] and copies may be obtained from [address].]

[Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the “**Conditions**”) contained in the Trust Deed dated [original date] and set forth in the Prospectus dated [original date]. This document constitutes the Final Terms of the Notes described herein for the purposes of the UK Prospectus

Regulation and must be read in conjunction with the Prospectus dated [●] June 2020 [and the supplementary Prospectus[es] dated [●] [and[●]], which [together] constitute[s] (with the exception of certain sections) a base prospectus (the "**Base Prospectus**") for the purposes of the UK Prospectus Regulation in order to obtain all the relevant information. [The Base Prospectus [and the supplemental prospectus[es]] [is/are] available for viewing at [address] [and] [website] and copies may be obtained from [address].]"

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, 6 January 2021 and 25 February 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, 6 January 2021 and 25 February 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.