

Final Terms

STANDARD CHARTERED PLC

and

STANDARD CHARTERED BANK

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

Debt Issuance Programme

U.S.\$1,000,000,000 3.516 per cent. Fixed Rate Reset Dated Subordinated Notes due 2030

Issued by

Standard Chartered PLC

Joint Lead Managers

**Credit Suisse Securities (Europe) Limited
Société Générale
Standard Chartered Bank
UBS AG London Branch**

Co-Managers

**CCB International Capital Limited
Emirates NBD Bank PJSC
First Abu Dhabi Bank PJSC
KEXIM BANK (UK) LIMITED
Lloyds Bank Corporate Markets plc
Samba Capital and Investment Management Company
The Toronto-Dominion Bank
United Overseas Bank Limited**

The date of the Final Terms is 8 November 2019.

The Notes have not been and will not be registered under the U.S. Securities Act of 1933 (the "Securities Act") or with any securities regulatory authority of any State or other jurisdiction of the United States. The Notes are issued in registered form ("Registered Notes") and may be offered and sold outside the United States to non-U.S. persons in reliance on Regulation S under the Securities Act.

The Notes have not been approved or disapproved by the U.S. Securities and Exchange Commission, or any securities regulatory authority of any State or other jurisdiction of the United States, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of Notes or the accuracy or adequacy of this document. Any representation to the contrary is a criminal offence in the United States.

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one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended or superseded, “MiFID II”); (ii) a customer within the meaning of Directive 2002/92/EC (as amended, “IMD”), where that customer would not qualify as a professional client as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(10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Directive 2003/71/EC (as amended or superseded, the “Prospectus Directive”). 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.

MIFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ELIGIBLE COUNTERPARTIES ONLY TARGET MARKET – Solely for the purposes of 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 eligible counterparties and professional clients only, each as defined in MiFID II; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a “distributor”) should take into consideration the manufacturers’ target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers’ target market assessment) and determining appropriate distribution channels.

NOTIFICATION UNDER SECTION 309B OF THE SECURITIES AND FUTURES ACT, CHAPTER 289 OF SINGAPORE – The Notes are prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Prospectus dated 18 June 2019 which, together with the supplementary Prospectuses dated 1 August 2019 and 30 October 2019 constitute (with the exception of certain sections) a base prospectus (the “Base Prospectus”) for the purposes of the Prospectus Directive (Directive 2003/71/EC, including amendments thereto) (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.

1	Issuer:	Standard Chartered PLC
2	(i) Series Number:	174
	(ii) Tranche Number:	1
	(iii) Date on which the Notes will be consolidated and form a single Series:	Not Applicable
3	Currency or Currencies:	United States Dollars (“ U.S.\$ ”)

4	Aggregate Nominal Amount:	
	(i) Series:	U.S.\$1,000,000,000
	(ii) Tranche:	U.S.\$1,000,000,000
5	Issue Price:	99.989 per cent. of the Aggregate Nominal Amount
6	Denominations:	U.S.\$200,000 and integral multiples of U.S.\$1,000 in excess thereof
7	Calculation Amount:	U.S.\$1,000
8	(i) Issue Date:	12 November 2019
	(ii) Interest Commencement Date:	Issue Date
9	Maturity Date:	12 February 2030
10	Interest Basis:	Reset Notes
11	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
12	Change of Interest:	Not Applicable
13	Put/Call Options:	Issuer Call Regulatory Capital Call
14	(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

15	Fixed Rate Note Provisions	Not Applicable
16	Floating Rate Note Provisions	Not Applicable
17	Reset Note Provisions	Applicable
	(i) Initial Rate of Interest:	3.516 per cent. per annum
	(ii) First Margin:	+1.85 per cent. per annum
	(iii) Subsequent Margin:	Not Applicable
	(iv) Interest Payment Dates:	12 February and 12 August in each year, commencing on 12 August 2020 to (and including) the Maturity Date
	(v) First Interest Payment Date:	12 August 2020
	(vi) Fixed Coupon Amount up to (but excluding) the First Reset Date:	U.S.\$17.58 per Calculation Amount
	(vii) Broken Amount(s):	U.S.\$26.37 per Calculation Amount payable on the Interest Payment Date falling on 12 August 2020
	(viii) First Reset Date:	12 February 2025
	(ix) Second Reset Date:	Not Applicable

(x) Subsequent Reset Date:	Not Applicable
(xi) Reset Rate:	Reference Bond
(xii) Relevant Screen Page:	Not Applicable
(xiii) Mid-Swap Rate:	Not Applicable
(xiv) Mid-Swap Maturity:	Not Applicable
(xv) Day Count Fraction (Condition 4(k)):	30/360
(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(k)):	Not Applicable
(xxi) Benchmark Discontinuation:	Not Applicable
18 Zero Coupon Note Provisions	Not Applicable

PROVISIONS RELATING TO REDEMPTION


19 Issuer Call	Applicable
(i) Optional Redemption Date(s):	12 February 2025
(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)
20 Regulatory Capital Call	Applicable
(i) Redeemable on days other than Interest Payment Dates (Condition 5(e)):	Yes
21 Loss Absorption Disqualification Event Call	Not Applicable
22 Put Option	Not Applicable
23 Final Redemption Amount of each Note	U.S.\$1,000 per Calculation Amount
24 Early Redemption Amount	
(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

- 25 Form of Notes:** Registered Notes
Global Certificate exchangeable for Definitive Certificates in the limited circumstances specified in the permanent Global Certificate
- 26 New Global Note:** Not Applicable
- 27 Business Day Jurisdiction(s) (Condition 6(h)) or other special provisions relating to Payment Dates:** London and New York
- 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 FCA 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 12 November 2019. |
| (iii) Estimated total expenses of admission to trading: | £4,560 |

2 RATINGS

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| Ratings | The Notes to be issued are expected to be assigned the following ratings:
S&P: BBB-

Moody's: Baa2

Fitch: A- |
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3 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

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

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| Indication of yield: | See "General Information" on page 153 of the Base Prospectus.
Calculated as 3.516 per cent. on the Issue Date in respect of the period from (and including) the Issue Date to (but excluding) the First Reset 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. |
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5 OPERATIONAL INFORMATION

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| (i) ISIN: | XS2078692014 |
| (ii) Common Code: | 207869201 |
| (iii) Any clearing system(s) other than Euroclear Bank SA/NV, Clearstream | Not Applicable |

Banking SA, the CMU Service, DTC and the relevant identification number(s):

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| (iv) Delivery: | Delivery free of payment |
| (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 |
| (vii) Legal Entity Identifier: | U4LOSYZ7YG4W3S5F2G91 |
| (viii) Intended to be held in a manner which would allow Eurosystem eligibility: | No. <i>Whilst the designation is specified as "no" at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Notes are capable of meeting them the Notes may then be deposited with one of the ICSDs as common safekeeper, and registered in the name of a nominee of one of the ICSDs acting as common safekeeper. Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.</i> |

6 DISTRIBUTION

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| (i) Method of distribution: | Syndicated |
| (ii) If syndicated: | |
| (A) Names of Managers: | Joint Lead Managers
Credit Suisse Securities (Europe) Limited
Société Générale
Standard Chartered Bank
UBS AG London Branch |
| | Co-Managers
CCB International Capital Limited
Emirates NBD Bank PJSC
First Abu Dhabi Bank PJSC
KEXIM BANK (UK) LIMITED
Lloyds Bank Corporate Markets plc
Samba Capital and Investment Management Company
The Toronto-Dominion Bank
United Overseas Bank Limited |
| (B) Stabilising Manager(s) (if any): | Standard Chartered Bank |

(iii) If non-syndicated, name of Dealer:

Not Applicable

(iv) US Selling Restrictions:

Reg. S Compliance Category 2; TEFRA not applicable