



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 ZC 18)

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 prospectus dated 30 October 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. 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; and
2. incorporate the announcement issued by SCPLC on 9 December 2014 in respect of the extension of the Deferred Prosecution Agreements entered into in December 2012 with the US Department of Justice and the New York County District Attorney's Office.

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.

Credit ratings provided by S&P

On 28 November 2014 S&P released an announcement stating that:

- (A) SCPLC's long term senior debt rating has been downgraded to "A" from "A+";
- (B) SCB's long term senior debt rating has been downgraded to "A+" from "AA-"; and
- (C) SCBHK's long term senior debt rating has been affirmed as "AA-".

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.

Extension of Deferred Prosecution Agreements

The announcement issued by SCPLC on 9 December 2014 in respect of the extension of the Deferred Prosecution Agreements entered into in December 2012 with the US Department of Justice and the New York County District Attorney's Office, which has been previously published and which has been filed with the FCA, is hereby incorporated in, and forms part of, this Supplement.

General

Copies of all 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 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.

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 prospectus dated 30 October 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.