This Supplement (the “Supplement”, which definition shall also include all information incorporated by reference herein) to the Standard Chartered Bank (“SCB”) registration document dated 8 July, 2013 (the “SCB Registration Document”, which definition includes the registration document as supplemented by a supplement dated 21 August, 2013 relating thereto (“Supplement No.1”) and a supplement dated 16 January, 2014 relating thereto (“Supplement No.2”) and includes all information incorporated by reference therein) constitutes a supplement to the SCB Registration Document for the purposes of Article 16 of Directive 2003/71/EC, as amended and is prepared in connection with the U.S.$ 10,000,000,000 Structured Product Programme (the “Programme”). Terms defined in the SCB Registration Document have the same meaning when used in this Supplement, unless otherwise defined.

This Supplement is supplemental to, updates, should be read in conjunction with and forms part of the SCB Registration Document.

This Supplement has been approved by the Central Bank of Ireland (the “Central Bank”), as competent authority under the Prospectus Directive. The Central Bank only approves this Supplement as meeting the requirements imposed under Irish and EU law pursuant to the Prospectus Directive.

SCB accepts responsibility for the information contained in this Supplement. To the best of the knowledge of SCB (who has taken all reasonable care to ensure that such is the case), the information contained or incorporated in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

Documents Incorporated by Reference

The following documents, which have been previously published and which have been filed with the Central Bank, are hereby incorporated by reference in, and form part of, the SCB Registration Document:


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<th>SCPLC 2013 Annual Report</th>
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<td>Our performance in our markets</td>
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No significant change

There has been no significant change in the financial or trading position of SCB and its subsidiaries since 31 December, 2013.

No material adverse change

There has been no material adverse change in the prospects of SCB and its subsidiaries since 31 December, 2013.

No litigation

Save in relation to the matters described in the section of the SCPLC 2013 Annual Report entitled “Risk review – Regulatory compliance, reviews, requests for information and investigations”, 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 SCB Registration Document, 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.
Description of Standard Chartered Bank

The Description of Standard Chartered Bank set out on pages 19 and 20 of the Standard Chartered Bank Registration Document dated 8 July, 2013 and incorporated by reference into the Base Prospectus shall be amended as follows:

1. by the deletion of the second paragraph thereof and the substitution of the following therefor:

“The Group is an international banking and financial services group particularly focused on the markets of Asia, Africa and the Middle East. As at 31 December, 2013, the Group had a network of around 1,700 offices and outlets in 70 markets and over 86,000 employees worldwide. SCB is a wholly-owned indirect subsidiary of SCPLC.”; and

2. by the deletion of the section “Business Divisions” and the substitution of the following therefor:

“Business Divisions

The business of the Group, through SCB and its subsidiaries, is organised into three client segment groups, supported by five product groups across eight regions.

Client Segment Groups

Corporate & Institutional Clients

Corporate & Institutional Clients offers a range of capabilities including working capital and cash management solutions, clearing, trade finance, foreign exchange and investment solutions that support business expansion.

Global Corporates: comprises major multinational corporations and large business groups which have sophisticated, cross-border needs requiring high levels of international service.

Local Corporates: typically clients with operations in three geographies or less.

Financial Institutions: covers Banks, Investor clients, Insurance companies, Broker Dealers, Public Sector names (including Central Banks, Sovereign Wealth Funds and Development Organisations) and other types of financial institutions.

Commercial & Private Banking Clients

Commercial Clients: serves medium-sized business clients who are managed by named relationship managers, which broadly speaking implies corporate clients with sales turnover from USD10m to 100-150m.

Private Banking Clients: dedicated to giving high net worth clients highly personalised service, access to top-tier global and local investment managers and first-class credit and transaction banking facilities from its highly-rated commercial bank.

Retail Clients
Priority & International Clients: is responsible for managing and servicing high value segment customers and delivering a distinct and differentiated customer experience to them.

Personal & Preferred Clients: provides banking products and services to a broader consumer market. Operating under a portfolio driven model, Personal Banking (including Preferred Banking) provides consistently high quality services through multiple and convenient channels like phone-banking, ATMs, internet, mobile and SMS banking.

Business Clients: serves small business clients, sole proprietors, partnerships and private companies offering solutions such as working capital, business expansion, business protection and yield enhancement.

Product Groups

Corporate Finance: provides bespoke solutions in the areas of Advisory & Infrastructure Finance, Strategic Finance, Structured Trade Finance & Financing Solutions, Structured Finance and Principal Finance.


Transaction Banking: provides integrated working capital solutions such as Cash Management, Trade and Securities Services.

Wealth Management: oversees and sources Funds, Structured Products, Treasury Services and Insurance.

Retail Products: provides consumer banking services such as Transaction Banking, Mortgages, Credit Cards and Personal Loans.

Regions

As of 1 January, 2014, the Group implemented a simplified structure of eight geographic regions: Greater China, Middle East, North Africa and Pakistan (“MENAP”), The Association of South East Asian Nations (“ASEAN”), North East Asia, South Asia, Africa, Europe and The Americas.”.

General

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the SCB Registration Document by this Supplement and (b) any other statement in or incorporated by reference in the SCB Registration Document, the statements in (a) above will prevail.

For as long as the SCB Registration Document remains valid with the Central Bank, copies of this Supplement and the SCB Registration Document will be available on the website of the Central Bank at www.centralbank.ie.

Save as disclosed in this Supplement (including any documents incorporated by reference herein), no other significant new factor, material mistake or inaccuracy relating to information
included in the SCB Registration Document has arisen or been noted, as the case may be, since the publication of Supplement No.2.