



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 “**Supplement**”, which definition shall include all information incorporated by reference herein) to the base prospectus dated 14 June 2017 (the “**Base Prospectus**”, which definition includes the base prospectus and all information incorporated by reference therein), as supplemented by the supplementary prospectuses dated 2 August 2017, 9 August 2017 and 2 November 2017, 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.\$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 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. This Supplement is for distribution to professional investors (as defined in Chapter 37 of the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange and in the Securities and Futures Ordinance (Cap. 571) of Hong Kong (together, “**Professional Investors**”)) only. **Investors should not purchase the Notes in the primary or secondary markets unless they are Professional Investors and understand the risks involved. The Notes are only suitable for Professional Investors.**

The Stock Exchange of Hong Kong Limited has not reviewed the contents of this Supplement, other than to ensure that the prescribed form disclaimer and responsibility statements, and a statement limiting distribution of this Supplement to Professional Investors only have been reproduced in this Supplement. Listing of the Programme and the Notes on The Stock Exchange of Hong Kong Limited is not to be taken as an indication of the commercial merits or credit quality of the Programme, the Notes or the Issuers or the quality of disclosure in this Supplement. 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.

The purpose of this Supplement is to:

- (1) incorporate by reference the announcement by SCPLC dated 9 November 2017 entitled “Extension of the Deferred Prosecution Agreements” (by which SCPLC announced that it has agreed to a further extension of its U.S. Deferred Prosecution Agreements until 28 July 2018); and
- (2) supplement the Risk Factors on pages 35 to 38 of the Base Prospectus under the heading “*Risks related to the structure of a particular issue of Notes,*” to include a description of the risk arising from the fact that rates and indices which are deemed to be “benchmarks” are the subject of ongoing national and international regulatory discussions which may lead to reform.

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.

New Documents Incorporated by Reference

The announcement by SCPLC dated 9 November 2017 entitled "Extension of the Deferred Prosecution Agreements" (by which SCPLC announced that it has agreed to a further extension of its U.S. Deferred Prosecution Agreements until 28 July 2018), which has been previously published and which has been filed with the FCA, is hereby incorporated in, and forms part of, this Supplement.

Supplement to Risk Factors in the Base Prospectus

The Risk Factors set out on pages 35 to 38 of the Base Prospectus under the heading "*Risks related to the structure of a particular issue of Notes*" shall be supplemented by, and shall be read together with, the following:

Notes linked to "benchmarks"

The London Interbank Offered Rate ("**LIBOR**"), the Euro Interbank Offered Rate ("**EURIBOR**") and other interest rates or other types of rates and indices which are deemed to be "benchmarks" are the subject of ongoing national and international regulatory discussions which may lead to reform. For example, on 27 July 2017, Andrew Bailey, the Chief Executive of the FCA, announced the FCA's intention to cease sustaining LIBOR from the end of 2021. The FCA has indicated that the current panel banks will voluntarily sustain LIBOR until this point, but the FCA will no longer persuade or compel the panel banks to do so thereafter. It is possible that the LIBOR administrator, ICE Benchmark Administration, and the panel banks could continue to produce LIBOR voluntarily on the current basis after 2021. However, the survival of LIBOR in its current form, or at all, after 2021 is not guaranteed. In addition, on 21 September 2017, the European Central Bank announced that it would be part of a new working group tasked with the identification and adoption of a "risk free overnight rate" which can serve as a basis for an alternative to current benchmarks used in a variety of financial instruments and contracts in the euro area. The potential discontinuation of LIBOR, EURIBOR and/or other benchmarks or changes to the manner in which LIBOR or any other benchmark is administered could lead to adverse consequences in respect of any Floating Rate Notes or Reset Notes where the interest rate applicable to such Notes is determined by reference to LIBOR or any other such benchmark that is subject to reform. This could have a material adverse effect on the market value of an investment in, and the amount payable under, such Notes. In particular, if LIBOR or any such other benchmark is discontinued, interest on affected Floating Rate Notes will be determined in accordance with the fall-back provisions under Condition 4(c) and interest on affected Reset Notes will be determined in accordance with the fall-back provisions under Condition 4(e). The operation of such provisions, being dependent in part upon the availability of third party quotations, is subject to market circumstances and the availability of information at the relevant time. In certain circumstances, the operation of the fall-back provisions may result in the application of a rate based on a rate determined in respect of a prior period. The rate determined in accordance with such

provisions may be lower than the rate which would otherwise have been determined by reference to LIBOR or such other benchmark (if such benchmark had continued to be available) and may be lower than other rates prevailing in respect of other investments in the market at the time. Furthermore, even prior to the implementation of any changes, uncertainty as to the nature of alternative reference rates and as to potential changes to such benchmarks may adversely affect such benchmarks during the term of the relevant Notes, the return on the relevant Notes and the trading market for securities based on the same benchmark.

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 documents which are incorporated by reference into this Supplement do not form part of this Supplement for the purposes of the Prospectus Directive.

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 or the supplementary prospectuses dated 2 August 2017, 9 August 2017 and 2 November 2017, the statements in (a) above will prevail.

Save as disclosed in this Supplement or the supplementary prospectuses dated 2 August 2017, 9 August 2017 and 2 November 2017, 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.