

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

**If you are in any doubt as to the action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant, fund manager or other independent financial adviser authorised under the Financial Services and Markets Act 2000 ("FSMA") if you are in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.**

This document, which comprises a supplementary prospectus relating to Standard Chartered PLC and the Rights Issue prepared in accordance with the Prospectus Rules of the FCA made under section 73A of FSMA, has been approved by the FCA in accordance with section 87A of FSMA and made available to the public in accordance with Rule 3.2 of the Prospectus Rules. The Company intends to request that the FCA provides a certificate of approval and a copy of this document to the relevant competent authorities in the Republic of Ireland. This document can also be obtained on request from the Company's Receiving Agent, Computershare Investor Services PLC, or from Computershare Hong Kong Investor Services Limited.

Subject to the restrictions set out below and in the Prospectus (as defined below), if you have sold or otherwise transferred all of your Existing Ordinary Shares (other than ex-rights) held in certificated form before 23 November 2015 in the case of Existing Ordinary Shares held on the UK register of members (the "UK ex-rights date") or before 17 November 2015 in the case of Existing Ordinary Shares held on the Hong Kong register of members (the "HK ex-rights date"), please send this document, together with any Provisional Allotment Letter, duly renounced, if and when received, as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for onward delivery to the purchaser or transferee. This document, the Prospectus and/or the Provisional Allotment Letter should not, however, be distributed, forwarded to or transmitted in or into any jurisdiction where to do so might constitute a violation of local securities laws or regulations including, but not limited to (subject to certain exceptions), the United States and the Excluded Territories. Please refer to paragraph 9 of Part IX (*Terms of the Rights Issue*) of the Prospectus if you propose to send this document, the Prospectus and/or the Provisional Allotment Letter outside the United Kingdom, Republic of Ireland or Hong Kong. If you have sold or otherwise transferred all or some of your Existing Ordinary Shares (other than ex-rights) held in uncertificated form on the UK register before the UK ex-rights date, a claim transaction will automatically be generated by Euroclear which, on settlement, will have transferred the appropriate number of Nil Paid Rights to the purchaser or transferee. If you have sold or transferred only part of your holding of Existing Ordinary Shares (other than ex-rights) held in certificated form before the UK ex-rights date or HK ex-rights date (as appropriate), you should immediately consult the stockbroker, bank or other agent through whom the sale or transfer was effected. Instructions regarding split applications are set out in Part IX (*Terms of the Rights Issue*) of the Prospectus and the Provisional Allotment Letter.

**The distribution of this document, and/or the Prospectus and/or the Provisional Allotment Letter and/or the transfer of Nil Paid Rights, Fully Paid Rights and/or New Ordinary Shares into jurisdictions other than the United Kingdom, Republic of Ireland or Hong Kong may be restricted by law and therefore persons into whose possession this document and/or any accompanying documents come should inform themselves about and observe any such restrictions. Any failure to comply with any such restrictions may constitute a violation of the securities laws of such jurisdictions. In particular, subject to certain exceptions, this document, the Prospectus and the Provisional Allotment Letter should not be distributed, forwarded to or transmitted in or into the United States or any of the Excluded Territories.**

The Existing Ordinary Shares have been admitted to the premium segment of the Official List, to trading on the London Stock Exchange's main market for listed securities and to listing on the Main Board of the Hong Kong Stock Exchange. In respect of the New Ordinary Shares (nil paid): UK Admission became effective and dealings on the London Stock Exchange commenced at 8.00 a.m. on 23 November 2015; and HK Admission became effective and dealings on the Hong Kong Stock Exchange commenced at 9.00 a.m. on 25 November 2015.



# Standard Chartered PLC

(Incorporated as a public limited company in England and Wales with registered number 966425)  
(HK Stock Code 2888)

## Supplementary Prospectus

### 2 for 7 Rights Issue of 728,432,451 New Ordinary Shares at 465 pence each

**J.P. Morgan Cazenove**  
Sponsor, Joint Global Coordinator  
and Joint Bookrunner

**BofA Merrill Lynch**  
Joint Global Coordinator  
and Joint Bookrunner

Barclays  
Joint Lead Manager

BNP PARIBAS  
Joint Lead Manager

Goldman Sachs International  
Joint Lead Manager

UBS Investment Bank  
Joint Lead Manager

This document is supplemental to and must be read in conjunction with the prospectus published by Standard Chartered PLC on 18 November 2015 (the "Prospectus"). You should read the whole of this document. Shareholders and any other person contemplating a purchase of Nil Paid Rights, Fully Paid Rights or New Ordinary Shares should review, in particular, the risk factors set out in Part II (*Risk Factors*) of the Prospectus for a discussion of certain risks and uncertainties and other factors that should be considered when deciding on what action to take in relation to the Rights Issue and deciding whether or not to purchase the Nil Paid Rights, Fully Paid Rights or New Ordinary Shares.

The latest time and date for acceptance and payment in full for the New Ordinary Shares by holders of the Nil Paid Rights is 11.00 a.m. (UK time) and 4.00 p.m. (Hong Kong time) on 10 December 2015. The procedure for acceptance and payment is set out in Part IX (*Terms of the Rights Issue*) of the Prospectus and, for Qualifying Non-CREST Shareholders and Qualifying Non-CCASS Shareholders only, in the accompanying Provisional Allotment Letter. Qualifying CREST Shareholders should refer to paragraph 5 and Qualifying CCASS Shareholders should refer to sub-paragraph 6(c) of Part IX (*Terms of the Rights Issue*) of the Prospectus.

Each of J.P. Morgan Cazenove, Merrill Lynch International, Barclays, Bank PLC ("Barclays"), BNP Paribas, Goldman Sachs International and UBS Limited is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulatory Authority and is acting exclusively for the Company and for no one else in connection with the Rights Issue, will not regard any other person (whether or not a recipient of this document or the Prospectus) as its client in relation to the Rights Issue and will not be responsible to anyone other than the Company for providing the protections afforded to its clients or for providing advice in connection with the Rights Issue or any other matter referred to in this document or the Prospectus.

Except for the responsibilities and liabilities, if any, which may be imposed on J.P. Morgan Cazenove, Merrill Lynch International, Barclays, BNP Paribas, Goldman Sachs International and UBS Limited by FSMA, the regulatory regime established thereunder or otherwise under law, each of J.P. Morgan Cazenove, Merrill Lynch International, Barclays, BNP Paribas, Goldman Sachs International and UBS Limited does not accept any responsibility whatsoever for the contents of this document or the Prospectus and no representation, express or implied is made by any of J.P. Morgan Cazenove, Merrill Lynch International, Barclays, BNP Paribas, Goldman Sachs International or UBS Limited in relation to the contents of this document or the Prospectus, including as to their accuracy, completeness or verification or regarding the legality of any investment in the Nil Paid Rights, the Fully Paid Rights or the New Ordinary Shares by any person under the laws applicable to such person or for any other statement made or purported to be made by it, or on its behalf, in connection with the Company, the Nil Paid Rights, the Fully Paid Rights, the New Ordinary Shares or the Rights Issue, and nothing in this document or the Prospectus is or shall be relied upon as, a promise or representation in this respect, whether as to the past or the future. To the fullest extent permissible, each of J.P. Morgan Cazenove, Merrill Lynch International, Barclays, BNP Paribas, Goldman Sachs International and UBS Limited accordingly disclaims all and any responsibility or liability whether arising in tort, contract or otherwise (except as referred to above) which it might otherwise have in respect of this document or the Prospectus or any such statement.

The Underwriters, and any of their respective affiliates, may, in accordance with applicable legal and regulatory provisions, engage in transactions in relation to the Nil Paid Rights, the Fully Paid Rights, the New Ordinary Shares and/or related instruments for their own account otherwise than in connection with the Rights Issue subject to certain restrictions contained in the Underwriting Agreement. Accordingly, references in this document or the Prospectus to Nil Paid Rights, Fully Paid Rights and New Ordinary Shares being offered or placed should be read as including any offering or placement of Nil Paid Rights, Fully Paid Rights and New Ordinary Shares to any of the Underwriters or any of their respective affiliates acting in such capacity. In addition, certain of the Underwriters or their affiliates may enter into financing arrangements with investors in connection with which such Underwriters (or their affiliates) may from time to time acquire, hold or dispose of Nil Paid Rights, Fully Paid Rights and New Ordinary Shares. Except as required by applicable law or regulation, the Underwriters do not propose to make any public disclosure in relation to such transactions.

This document includes particulars given in compliance with the Hong Kong Listing Rules for the purpose of giving information with regard to the Company. Hong Kong Exchanges and Clearing Limited, the Hong Kong Stock Exchange, the Securities and Futures Commission and HKSCC take no responsibility for the contents of this document, 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 document.

## NOTICE TO OVERSEAS SHAREHOLDERS

EXCEPT AS OTHERWISE SET OUT IN THE PROSPECTUS, THE RIGHTS ISSUE DESCRIBED IN THIS DOCUMENT AND THE PROSPECTUS IS NOT BEING MADE TO SHAREHOLDERS OR INVESTORS IN THE UNITED STATES OR ANY OF THE EXCLUDED TERRITORIES. Subject to certain exceptions, neither this document, nor the Prospectus, nor the Provisional Allotment Letter constitutes, or will constitute, or forms part of any offer or invitation to sell or issue, or any solicitation of any offer to purchase or subscribe for, Nil Paid Rights, Fully Paid Rights or New Ordinary Shares to any Shareholder with a registered address in, or who is resident or located in, the United States or any of the Excluded Territories. None of the Nil Paid Rights, the Fully Paid Rights or the New Ordinary Shares has been or will be registered under the relevant laws of any state, province or territory of the United States or any of the Excluded Territories. Neither this document, nor the Prospectus, nor the Provisional Allotment Letter constitutes an offer to sell or issue, or a solicitation of any offer to purchase or subscribe for New Ordinary Shares or any offer or solicitation to take up entitlements to Nil Paid Rights or Fully Paid Rights in any jurisdiction in which such offer or solicitation is unlawful. Subject to certain exceptions, neither this document nor the Provisional Allotment Letter should be distributed in or into the United States or any of the Excluded Territories. Overseas Shareholders are referred to paragraph 9 of Part IX (*Terms of the Rights Issue*) of the Prospectus for further details.

None of the Nil Paid Rights, the Fully Paid Rights, the New Ordinary Shares or the Provisional Allotment Letters has been or will be registered under the Securities Act or under the applicable securities laws of any state, province or territory of the United States. Accordingly, unless a relevant exemption from such requirements is available, neither the Nil Paid Rights, the Fully Paid Rights, the New Ordinary Shares or the Provisional Allotment Letters may, subject to certain exceptions, be offered, sold, taken up, renounced or delivered, directly or indirectly, within the United States. There will be no public offer of Nil Paid Rights, Fully Paid Rights or New Ordinary Shares in the United States. Shareholders who believe that they, or persons on whose behalf they hold Ordinary Shares, are eligible for an exemption from such requirements should refer to Part IX (*Terms of the Rights Issue*) of the Prospectus to determine whether and how they may participate. Overseas Shareholders and any person who has a registered address in, or is otherwise resident or located in, any country outside the United Kingdom, Republic of Ireland or Hong Kong and any person (including, without limitation, nominees, custodians and trustees) who has a contractual or other legal obligation to forward this document, the Prospectus or a Provisional Allotment Letter to a jurisdiction outside the United Kingdom, Republic of Ireland or Hong Kong should read paragraph 9 of Part IX (*Terms of the Rights Issue*) of the Prospectus.

None of the Nil Paid Rights, the Fully Paid Rights, the New Ordinary Shares or the Provisional Allotment Letters has been approved or disapproved by the SEC, any state securities commission in the United States or any regulatory authority in the United States, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of the Nil Paid Rights, the Fully Paid Rights or the New Ordinary Shares, or the accuracy or adequacy of this document. Any representation to the contrary is a criminal offence in the United States.

The Underwriters may arrange for the offer in the United States of New Ordinary Shares, Nil Paid Rights and Fully Paid Rights not taken up in the Rights Issue only to persons reasonably believed to be QIBs in reliance on an exemption from the registration requirements of the Securities Act. Any such persons are notified that such offers are being made in reliance on an exemption from the registration requirements of the Securities Act.

In addition, until 40 days after the commencement of the Rights Issue, an offer, sale or transfer of the Nil Paid Rights, the Fully Paid Rights, the New Ordinary Shares or the Provisional Allotment Letters within the United States by a dealer (whether or not participating in the Rights Issue) may violate the registration requirements of the Securities Act.

## NOTICE TO ALL INVESTORS

Except where the context otherwise requires, capitalised terms have the meanings ascribed to them in Part XX (*Definitions and Interpretation*) of the Prospectus. To the extent there is any inconsistency between a statement in this document and a statement in the Prospectus, the statement in this document will prevail.

Any reproduction or distribution of this document, in whole or in part, and any disclosure of its contents or use of any information herein for any purposes other than in considering an investment in Nil Paid Rights, Fully Paid Rights or New Ordinary Shares, is prohibited. By accepting delivery of, or accessing, this document, each offeree of the Nil Paid Rights, Fully Paid Rights or New Ordinary Shares agrees to the foregoing.

The contents of this document are not to be construed as legal, business, financial or tax advice. None of the Company or the Underwriters, or any of their respective representatives, is making any representation to any offeree or purchaser of the New Ordinary Shares regarding the legality of an investment in the New Ordinary Shares by such offeree or purchaser under the laws applicable to such offeree or purchaser. Each prospective investor should consult his, her or its own legal adviser, business adviser, financial adviser or tax adviser for legal, financial, business or tax advice in connection with the purchase of the New Ordinary Shares. In making an investment decision, each investor must rely on their own examination, analysis and enquiry of the Company and the terms of the Rights Issue, including the merits and risks involved.

Investors also acknowledge that: (i) they have not relied on any of J.P. Morgan Cazenove, Merrill Lynch International, Barclays, BNP Paribas, Goldman Sachs International or UBS Limited (or any of their respective affiliates) in connection with any investigation of the accuracy of any information contained in this document or the Prospectus or their investment decision; (ii) they have relied only on the information contained in this document and the Prospectus in making their relevant decision; and (iii) no person has been authorised to give any information or to make any representation concerning the Company or its subsidiaries or Nil Paid Rights, Fully Paid Rights or New Ordinary Shares (other than as contained in this document) and, if given or made, any such other information or representation should not be relied upon as having been authorised by the Company or any of J.P. Morgan Cazenove, Merrill Lynch International, Barclays, BNP Paribas, Goldman Sachs International or UBS Limited (or any of their respective affiliates).

A copy of each of the documents specified in the paragraph headed "Documents registered with the Registrar of Companies" in Part IV (Documents Registered with the Registrar of Companies in Hong Kong) of this document has been registered with the Registrar of Companies in Hong Kong as required by Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance. The Registrar of Companies in Hong Kong and the Securities and Futures Commission of Hong Kong take no responsibility for the contents of this document.

This document will not be posted to Qualifying Shareholders but is available on the Company's website at <http://investors.sc.com/en/disclaimer-page.cfm>, except that Qualifying Shareholders on the Hong Kong branch register (other than those who have agreed or are taken to have agreed to receive corporate communications by electronic means) will receive a printed copy of this document.

The distribution of this document and/or the Prospectus and the offer and sale of Nil Paid Rights, Fully Paid Rights or New Ordinary Shares in certain jurisdictions may be restricted by law. No action has been or will be taken by the Company, or any of J.P. Morgan Cazenove, Merrill Lynch International, Barclays, BNP Paribas, Goldman Sachs International or UBS Limited (or any of their respective affiliates), to permit a public offering of Nil Paid Rights, Fully Paid Rights or New Ordinary Shares where this would be in breach of applicable securities laws of any jurisdiction. Other than in the UK, Hong Kong and the Republic of Ireland no action has been taken or will be taken to permit the possession or distribution of this document and/or the Prospectus (or any other offering or publicity materials relating to the Nil Paid Rights, Fully Paid Rights or New Ordinary Shares) in any jurisdiction where action for that purpose may be required or where doing so is restricted by law. Accordingly, neither this document, nor the Prospectus, nor any advertisement, nor any other offering material may be distributed or published in any jurisdiction except under circumstances that will result in compliance with any applicable laws and regulations. Persons into whose possession this document comes are required to inform themselves about and observe any such restrictions, including those in the preceding paragraphs. Any failure to comply with such restrictions may constitute a violation of the securities laws of any such jurisdiction. For further information on the manner of distribution of Nil Paid Rights, Fully Paid Rights or New Ordinary Shares, and the transfer restrictions to which they are subject, see Part VI (*General Information*) of the Prospectus.

The information provided at paragraphs 5 "Service of process and enforcement of judgments", 6 "Information regarding forward-looking statements", 7 "Information not contained in this document" and 8 "No incorporation of website information" of Part VI (*General Information*), which apply to the Prospectus, also applies *mutatis mutandis* to this document.

## NOTICE TO NEW HAMPSHIRE RESIDENTS

**NEITHER THE FACT THAT A REGISTRATION STATEMENT OR AN APPLICATION FOR A LICENCE HAS BEEN FILED UNDER CHAPTER 421-B OF THE NEW HAMPSHIRE UNIFORM SECURITIES ACT WITH THE STATE OF NEW HAMPSHIRE NOR THE FACT THAT A SECURITY IS EFFECTIVELY REGISTERED OR A PERSON IS LICENSED IN THE STATE OF NEW HAMPSHIRE CONSTITUTES A FINDING BY THE SECRETARY OF STATE OF NEW HAMPSHIRE THAT ANY DOCUMENT FILED UNDER RSA 421-B IS TRUE, COMPLETE AND NOT MISLEADING. NEITHER ANY SUCH FACT NOR THE FACT THAT AN EXEMPTION OR EXCEPTION IS AVAILABLE FOR A SECURITY OR A TRANSACTION MEANS THAT THE SECRETARY OF STATE HAS PASSED IN ANY WAY UPON THE MERITS OR QUALIFICATIONS OF, OR RECOMMENDED OR GIVEN APPROVAL TO, ANY PERSON, SECURITY OR TRANSACTION. IT IS UNLAWFUL TO MAKE, OR CAUSE TO BE MADE, TO ANY PROSPECTIVE PURCHASER, CUSTOMER OR CLIENT, ANY REPRESENTATION INCONSISTENT WITH THE PROVISIONS OF THIS PARAGRAPH.**

## AVAILABLE INFORMATION

The Company has agreed that, for so long as any Ordinary Shares are "restricted securities" within the meaning of Rule 144(a)(3) under the Securities Act, the Company will, during any period in which it is neither subject to Section 13 or 15(d) of the US Securities Exchange Act of 1934 as amended (the "Securities Exchange Act"), nor exempt from reporting pursuant to Rule 12g3-2(b) thereunder, provide to any holder or beneficial owner of such restricted securities or to any prospective purchaser of such restricted securities designated by such holder or beneficial owner upon the request of such holder, beneficial owner or prospective purchaser, the information required to be provided by Rule 144A(d)(4) under the Securities Act.

The date of this document is 1 December 2015.

## **WHERE TO FIND HELP**

If you have questions, please telephone the Shareholder Helpline on the numbers set out below. The UK helpline is available from 6.00 a.m. to 5.30 p.m. (UK time) on any Business Day and will remain open until 31 December 2015 and the Hong Kong helpline is available from 9.00 a.m. to 6.00 p.m. (Hong Kong time) Monday to Friday and will remain open until 31 December 2015.

### **Shareholder Helpline telephone numbers:**

**0370 702 0138 (from inside the UK) or +44 370 702 0138 (from outside the UK)**

**2862 8648 (from inside Hong Kong) or +852 2862 8648 (from outside Hong Kong)**

Please note that, for legal reasons, the Shareholder Helpline will only be able to provide information contained in this document and information relating to the Company's register of members and will be unable to give advice on the merits of the Rights Issue or to provide financial, tax or investment advice.

### **Persons who hold Ordinary Shares through Computershare Company Nominees Limited (the Standard Chartered ShareCare Nominee Account)**

Persons who hold Ordinary Shares via the Standard Chartered ShareCare Nominee Account will have received, via Computershare Company Nominees Limited, a Form of Election which they should complete and return in accordance with the instructions set out on that form if they wish to participate in the Rights Issue. If you have any questions, you should contact the Shareholder Helpline on the numbers set out above.

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# PART I

## STRESS TEST RESULTS

**THIS DOCUMENT IS SUPPLEMENTAL TO, AND SHOULD BE READ IN CONJUNCTION WITH, THE PROSPECTUS.**

### 1. Introduction

On 18 November 2015, Standard Chartered published the Prospectus. The Letter from the Chairman contained in Part VIII of the Prospectus explained that a supplementary prospectus would be issued after the results of the 2015 Bank of England stress test were announced.

### 2. 2015 Bank of England Stress Test

Earlier today, the Bank of England announced the results of the 2015 stress test ("**Stress Test**") which showed that the Group met both the threshold CET1 Capital ratio and Tier 1 Leverage Ratio requirements after the impact of strategic management actions.

The PRA did not require the Group to submit a revised capital plan.

The Stress Test applied a hypothetical stress scenario to the Group's balance sheet position as at 31 December 2014 and compared the theoretical CET1 Capital ratio and Tier 1 Leverage Ratio positions of the Group before and after the impact of strategic management actions.

The results of the Stress Test showed that:

- The Group had a CET1 Capital ratio of 5.1 per cent. before the impact of strategic management actions, and 5.4 per cent. after the impact of strategic management actions compared with the threshold CET1 Capital ratio of 4.5 per cent.
- The Group had a Tier 1 Leverage Ratio of 2.8 per cent. before the impact of strategic management actions, and 3.0 per cent. after the impact of strategic management actions, compared with the 3 per cent. minimum Tier 1 Leverage Ratio requirement.

Standard Chartered believes that the results demonstrate the Group's resilience to a marked slowdown across the key markets in which it operates.

The PRA judged that in the hypothetical stress scenario the Group's Tier 1 Capital Ratio after strategic management actions reduced to 5.9 per cent. which was below the Tier 1 minimum capital requirement of 6 per cent. This assessment did not include the AT1 Capital issued by the Group in April 2015.

A number of actions taken since 31 December 2014 have strengthened the Group's capital and leverage position. As disclosed in the Prospectus:

- The Group has reported an increase in its CET1 Capital ratio from 10.7 per cent. at the start of 2015 to 11.5 per cent. as at 30 June 2015<sup>1</sup>.
- The Group issued US\$2 billion of AT1 securities in April 2015 and reported an increase in its Tier 1 Leverage Ratio from 4.5 per cent. at the start of 2015 to 5.0 per cent. as at 30 June 2015<sup>2</sup>.
- The fully underwritten Rights Issue is expected to raise GB£3.3 billion (net of expenses), or approximately US\$5.1 billion<sup>3</sup>.

In addition, the Rights Issue (as at 30 June 2015) would have on a *pro forma* basis increased the Group's CET1 Capital ratio to approximately 13.1 per cent., Tier 1 Leverage Ratio to approximately 5.6 per cent. and the Tier 1 Capital Ratio to approximately 14.5 per cent.

The Group is operating with capital levels above current minimum regulatory requirements and has a number of additional levers at its disposal to further manage capital.

### 3. Timetable

The timetable for the Rights Issue remains unchanged (please refer to pages 48 and 49 of the Prospectus). Accordingly, the latest time for acceptance and payment is 4.00 p.m. (Hong Kong time) and 11.00 a.m. (UK time) on 10 December 2015.

1 As at 30 September 2015, the Group's CET1 Capital ratio was 11.4 per cent.

2 As at 30 September 2015, the Group's Tier 1 Leverage Ratio was 4.8 per cent.

3 Based on GB£1:US\$1.5429, being the exchange rate as at 2 November 2015.

## PART II

### SUPPLEMENTARY UNAUDITED PRO FORMA FINANCIAL INFORMATION

The supplementary unaudited *pro forma* financial information set out in this Part II (*Supplementary Unaudited Pro Forma Financial Information*) has been prepared on the basis set out in the notes below and in a manner consistent with the accounting policies adopted by the Company in its FY 2014 financial statements to illustrate the effect of the Rights Issue on the consolidated net assets of the Company as if it had occurred on 30 June 2015. The unaudited *pro forma* financial information has been prepared for illustrative purposes only and, because of its nature, the *pro forma* statement of financial information addresses a hypothetical situation and does not, therefore, represent the Group's actual financial position or results following the Rights Issue.

#### Basis of preparation

The financial information as at 30 June 2015 has been extracted without material adjustment from the Company's unaudited condensed consolidated historical financial information for H1 2015. No account has been taken of the trading activity or other transactions of the Group which have occurred since H1 2015.

#### Rights Issue adjustment\*

The adjustment of GB£3.4 billion comprises the gross proceeds of issuing 728,432,451 New Ordinary Shares at 465 pence per New Ordinary Share less expenses estimated to be incurred in connection with the Rights Issue of GB£74.5 million (exclusive of VAT).

	As at 30 June 2014 No 1 Unaudited	Adjustments for Rights Issue Note 2, 3 and 4	Pro forma net assets Unaudited
	(US\$ million)		
<b>Assets</b>			
Cash and balances at central banks	77,274	5,111	82,385
Financial assets held at fair value through profit or loss	29,809	-	29,809
Derivative financial instruments	60,858	-	60,858
Loans and advances to banks	80,425	-	80,425
Loans and advances to customers	279,188	-	279,188
Investment securities	111,231	-	111,231
Other assets	37,809	-	37,809
Current tax assets	387	-	387
Prepayments and accrued income	2,563	-	2,563
Interests in Associates	1,991	-	1,991
Goodwill and Intangible assets	5,223	-	5,223
Property, plant and equipment	7,740	-	7,740
Deferred tax assets	458	-	458
<b>Total assets</b>	<b>694,956</b>	<b>5,111</b>	<b>700,067</b>
<b>Liabilities</b>			
Deposits by banks	49,707	-	49,707
Customer accounts	377,479	-	377,479
Financial liabilities held at fair value through profit or loss	25,328	-	25,328
Derivative financial instruments	58,651	-	58,651
Debt securities in issue	71,165	-	71,165
Other liabilities	34,313	-	34,313
Current tax liabilities	781	-	781
Accruals and deferred income	5,206	-	5,206



	As at 30 June 2014 No 1 Unaudited	Adjustments for Rights Issue Note 2, 3 and 4	Pro forma net assets Unaudited
	(US\$ million)		
Subordinated liabilities and other borrowed funds	22,197	-	22,197
Deferred tax liabilities	273	-	273
Provisions for liabilities and charges	103	-	103
Retirement benefit obligations	409	-	409
Total liabilities	645,612	-	645,612
Net assets (note 5)	47,567	5,111	52,678
Net tangible assets (note 5)	42,344	5,111	47,455
Shares in issue (number in millions) (notes 6 and 7)	2,547	728	3,275
<b>Net assets per share (cents)</b>	<b>1,868</b>	<b>0</b>	<b>1,608</b>
<b>Net tangible assets per share (cents)</b>	<b>1,663</b>	<b>0</b>	<b>1,449</b>
<b>Key Capital Measures (note 8)</b>			
<b>Common Equity Tier 1 Capital</b>	<b>37,567</b>	<b>5,111</b>	<b>42,678</b>
<b>RWA</b>	<b>326,171</b>		<b>326,171</b>
<b>CET1 Capital ratio (note 9)</b>	<b>11.5%</b>	<b>1.6%</b>	<b>13.1%</b>
<b>Tier 1 Capital (transitional position)</b>	<b>42,317</b>	<b>5,111</b>	<b>47,428</b>
<b>Tier 1 Capital (end point) (note 10)</b>	<b>39,534</b>	<b>5,111</b>	<b>44,645</b>
<b>Tier 1 Leverage Ratio (note 11)</b>	<b>5.0%</b>	<b>0.6%</b>	<b>5.6%</b>
<b>Total leverage exposure (end point) (note 2)</b>	<b>789,336</b>	<b>5,111</b>	<b>794,447</b>
<b>Tier 1 Capital ratio (note 13)</b>	<b>13.0%</b>	<b>1.6%</b>	<b>14.5%</b>

Notes:

- (1) Information on the net assets and net tangible assets of the Group as at 30 June 2015 has been extracted without material adjustment from the unaudited condensed consolidated historical financial information of the Group for H1 2015 as referred to in Part XIX (*Documents Incorporated by Reference*) of the Prospectus.
- (2) The Company proposes to raise approximately GB£3.4 billion before expenses by means of the Rights Issue. The proceeds of the Rights Issue have been included in cash and balances at central banks.
- (3) The expenses of the Rights Issue have been estimated at GB£74.5 million (excluding any amounts in respect of VAT) and have been deducted from cash and balances at central banks.
- (4) The exchange rate used is GB£1:US\$1.5429 (being the exchange rate as at 2 November 2015, the latest practicable date prior to the announcement of the Rights Issue)
- (5) Net assets are after deducting minority interests of US\$277 million and Preference Shares Classified as Equity (including premium) of US\$1,500 million. Net tangible assets are also stated net of goodwill and intangible assets at 30 June 2015.
- (6) Number of shares in issue at 30 June 2015 of 2,547 million after deducting own shares held in employee trusts aggregating 2.5 million.
- (7) No account has been taken of any Ordinary Shares which may have been issued on the exercise of options granted or which may be granted under the Standard Chartered Share Schemes after 30 June 2015.
- (8) The key capital measures include unaudited *pro forma* regulatory capital ratios of the Group before and immediately after the Rights Issue as if it had occurred on 30 June 2015. The 30 June 2015 historical unadjusted amounts and ratios have been extracted from the Company's unaudited condensed consolidated historical financial information for H1 2015. For the purpose of calculating RWA, the information presented assumes proceeds of the Rights Issue are held at a 0 per cent. risk weight.
- (9) The CET1 Capital ratio is calculated as the Group's Common Equity Tier 1 Capital divided by the Group's RWA.
- (10) The Group's Tier 1 Capital (end point) is the Tier 1 Capital (transitional position) net of Additional Tier 1 Capital subject to phase out.
- (11) For disclosure purposes as defined by the PRA, the Tier 1 Leverage Ratio is calculated as the Group's Tier 1 Capital (end point) divided by the Group's Total leverage exposure (end point).
- (12) Total leverage exposure (end point) comprises the sum of, 'Total on balance sheet assets', 'Regulatory consolidation adjustments', 'Total derivative adjustments', Counterparty risk leverage exposure measure for SFTs, 'Regulatory deductions and other adjustments' and Off-balance sheet items as disclosed in the 2015 H1 Interim Report.
- (13) The Tier 1 Capital ratio is calculated as the Group's Tier 1 Capital (transitional position) divided by the Group's RWA.

\*No account has been taken of the trading results of the Group since 30 June 2015.

The Directors  
Standard Chartered PLC  
1 Basinghall Avenue  
London EC2V 5DD

1 December 2015

Ladies and Gentlemen

Standard Chartered PLC

We report on the pro forma financial information (the 'Pro forma financial information') set out in Part II of the Supplementary Prospectus dated 1 December 2015, which has been prepared on the basis described therein, for illustrative purposes only, to provide information about how the rights issue might have affected the financial information presented on the basis of the accounting policies adopted by Standard Chartered PLC in preparing the financial statements for the period ended 30 June 2015.

#### **I. Opinion required by paragraph 7 of Annex II of the Prospectus Directive Regulation:**

The opinion set out in this Part I is required by paragraph 7 of Annex II of the Prospectus Directive Regulation and is given for the purpose of complying with that paragraph and for no other purpose.

#### **Responsibilities**

It is the responsibility of the directors of Standard Chartered PLC to prepare the Pro forma financial information in accordance with Annex II of the Prospectus Directive Regulation.

It is our responsibility to form an opinion, as required by paragraph 7 of Annex II of the Prospectus Directive Regulation, as to the proper compilation of the Pro forma financial information and to report that opinion to you.

In providing this opinion we are not updating or refreshing any reports or opinions previously made by us on any financial information used in the compilation of the Pro forma financial information, nor do we accept responsibility for such reports or opinions beyond that owed to those to whom those reports or opinions were addressed by us at the dates of their issue.

Save for any responsibility arising under Prospectus Rule 5.5.3R (2)(f) to any person as and to the extent there provided, to the fullest extent permitted by law we do not assume any responsibility and will not accept any liability to any other person for any loss suffered by any such other person as a result of, arising out of, or in connection with this report or our statement, required by and given solely for the purposes of complying with paragraph 23.1 of Annex I of the Prospectus Directive Regulation, consenting to its inclusion in the Supplementary Prospectus.

#### **Basis of Opinion**

We conducted our work in accordance with the Standards for Investment Reporting issued by the Auditing Practices Board in the United Kingdom. The work that we performed for the purpose of making this report, which involved no independent examination of any of the underlying financial information, consisted primarily of comparing the unadjusted financial information with the source documents, considering the evidence supporting the adjustments and discussing the Pro forma financial information with the directors of Standard Chartered PLC.

We planned and performed our work so as to obtain the information and explanations we considered necessary in order to provide us with reasonable assurance that the Pro forma financial information has been properly compiled on the basis stated and that such basis is consistent with the accounting policies of Standard Chartered PLC.

Our work has not been carried out in accordance with auditing or other standards and practices generally accepted in the United States of America or other jurisdictions, apart from the United Kingdom, and accordingly should not be relied upon as if it had been carried out in accordance with those standards and practices.



## **Opinion**

In our opinion:

- the Pro forma financial information has been properly compiled on the basis stated; and
- such basis is consistent with the accounting policies of Standard Chartered PLC.

## **II. Opinion required by paragraph 4.29 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”):**

The opinion set out in this Part II is required by paragraph 4.29 of the Hong Kong Listing Rules and with reference to Accounting Guideline 7 “Preparation of Pro Forma Financial Information for inclusion in Investment Circulars” issued by the Hong Kong Institute of Certified Public Accountants and is given for the purpose of complying with that paragraph and for no other purpose.

## **Responsibilities**

It is the responsibility of the directors of Standard Chartered PLC to prepare the Unaudited Pro forma statement of net assets in accordance with Paragraph 4.29 of the Hong Kong Listing Rules and with reference to Accounting Guideline 7 “Preparation of Pro Forma Financial Information for inclusion in Investment Circulars” issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”).

It is our responsibility to form an opinion, as required by paragraph 4.29(7) of the Hong Kong Listing Rules, on the Unaudited Pro forma statement of net assets and to report our opinion to you. In providing this opinion, we are not updating or refreshing any reports or opinions previously made by us on any financial information used in the compilation of the Unaudited Pro forma statement of net assets, nor do we accept responsibility for such reports or opinions beyond that owed to those to whom those reports or opinions were addressed by us at the dates of their issue.

Save for any responsibility arising under the Hong Kong Listing Rules to any person as and to the extent there provided, to the fullest extent permitted by law we do not assume any responsibility and will not accept any liability to any other person for any loss suffered by any such other person as a result of, arising out of, or in connection with this report or our statement, required by and given solely for the purposes of complying with the Hong Kong Listing Rules, consenting to its inclusion in the Supplementary Prospectus.

## **Basis of Opinion**

We conducted our work in accordance with Hong Kong Standard on Investment Circular Reporting Engagements 300 “Accountants’ Reports on Pro Forma Financial Information in Investment Circulars” issued by the HKICPA. Our work consisted primarily of comparing the unadjusted financial information with source documents, considering the evidence supporting the adjustments and discussing the Unaudited Pro forma statement of net assets with the directors of Standard Chartered PLC. The engagement did not involve independent examination of any of the underlying financial information. Our work did not constitute an audit or review made in accordance with Hong Kong Standards on Auditing or Hong Kong Standards on Review Engagements issued by the HKICPA, and accordingly, we do not express any such audit or review assurance on the Unaudited Pro forma statement of net assets and net tangible assets.

We planned and performed our work so as to obtain the information and explanations we considered necessary in order to provide us with reasonable assurance that the Unaudited Pro forma statement of net assets has been properly compiled by the directors of Standard Chartered PLC on the basis stated, that such basis is consistent with the accounting policies of Standard Chartered PLC and that the adjustments are appropriate for the purposes of the Unaudited Pro forma statement of net assets as disclosed pursuant to paragraph 4.29(1) of the Hong Kong Listing Rules. The Unaudited Pro forma statement of net assets is for illustrative purposes only, and because of its hypothetical nature, it does not provide any assurance or indication that any event will take place in the future and may not be indicative of the financial position of Standard Chartered PLC at the date stated or any future date.

Our work has not been carried out in accordance with auditing or other standards and practices generally accepted in the United States of America or other jurisdictions apart from Hong Kong and accordingly should not be relied upon as if it had been carried out in accordance with those standards and practices.

**Opinion**

In our opinion:

- the Unaudited Pro forma statement of net assets has been properly compiled by the directors of Standard Chartered PLC on the basis stated;
- such basis is consistent with the accounting policies of Standard Chartered PLC; and
- the adjustments are appropriate for the purposes of the Unaudited Pro forma statement of net assets as disclosed pursuant to Paragraph 4.29(1) of the Hong Kong Listing Rules.

**Declaration**

For the purposes of Prospectus Rule 5.5.3R (2)(f) we are responsible for this report as part of the Supplementary Prospectus and declare that we have taken all reasonable care to ensure that the information contained in this report is, to the best of our knowledge, in accordance with the facts and contains no omission likely to affect its import. This declaration is included in the Supplementary Prospectus in compliance with paragraph 1.2 of Annex I of the Prospectus Directive Regulation.

Yours faithfully

**KPMG LLP**

## PART III

### ADDITIONAL INFORMATION

#### 1. Persons responsible

##### (a) *UK compliant responsibility statement*

The Company and the Directors accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Company and the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

##### (b) *Hong Kong compliant responsibility statement*

This document, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Hong Kong Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this document is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters, the omission of which would make any statement herein or this document misleading.

#### 2. *Withdrawal rights*

Qualifying Shareholders are reminded of their statutory withdrawal rights in respect of the Rights Issue under Section 87Q(4) of FSMA, which arise upon publication of this document.

Persons wishing to exercise withdrawal rights must do so by lodging in person or sending a signed written notice of withdrawal to the relevant Registrar. In the case of UK Shareholders such notice must be received by the close of business on 3 December 2015, being the second Business Day after the date of publication of this document (the “**UK Withdrawal Deadline**”). In the case of HK Shareholders such notice must be received by close of business on 7 December 2015, being the second HK Business Day after the date of publication, or, where applicable, deemed receipt, of this document in Hong Kong (the “**HK Withdrawal Deadline**”). A withdrawal notice must relate to all the New Ordinary Shares in respect of which a previous application has been made.

The notice of withdrawal must include the full name and address of the person wishing to exercise withdrawal rights and, in the case of certificated Shareholders, the Shareholder Reference Number, Identifier or, as applicable, the Entitlement Number set out on the cover page of the Provisional Allotment Letter or, in the case of uncertificated Shareholders who are CREST Members, the participant ID and the member account ID of such CREST Member. Qualifying CCASS Shareholders should contact their Intermediary and provide their Intermediary with instructions or make arrangements with their Intermediary in relation to the withdrawal of a previous application. They should check with their Intermediary to establish the latest time by which they can give instructions for the exercise of withdrawal rights as such latest time may be earlier than the deadline given above. The procedure for withdrawal by CCASS Participants will be in accordance with the “General Rules of CCASS”, the “CCASS Operational Procedures” and any other requirements of CCASS.

For further details, Shareholders should contact Computershare Investor Services PLC on 0370 702 0138 (from inside the UK) or +44 370 702 0138 (from outside the UK) or Computershare Hong Kong Investor Services Limited on 2862 8648 (from inside Hong Kong) or on +852 2862 8648 (from outside Hong Kong).

UK Shareholders should send withdrawal notices to the UK Registrar at: Computershare Investor Services PLC, Corporate Actions Projects, Bristol BS99 6AH, United Kingdom. HK Shareholders should send withdrawal notices to the HK Registrar at: Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong.

Withdrawal is effective at the time of receipt of the withdrawal notice by the relevant Registrar, as applicable. A valid withdrawal notice is irrevocable. Notice of withdrawal given by any other means or which is deposited with or received by the relevant Registrar after the UK Withdrawal Deadline or the HK Withdrawal Deadline, as applicable, will not constitute a valid withdrawal. Furthermore, the exercise of withdrawal rights is not permitted after payment by the relevant person in respect of their New Ordinary Shares in full and the allotment of the New Ordinary Shares to such person becoming unconditional. In such circumstances, Shareholders are advised to consult their professional advisers.

Provisional allotments of entitlements to New Ordinary Shares which are the subject of a valid withdrawal notice will be deemed to be declined. Such entitlements to New Ordinary Shares will be subject to the provisions of sub-paragraph 8(a) of Part IX (*Terms of the Rights Issue*) of the Prospectus as if the entitlement had not been validly taken up.

### **3. General**

- a) KPMG LLP, whose address is 15 Canada Square, London E14 5GL, United Kingdom, has given and has not withdrawn its consent to the inclusion in this document of its report in Part II (*Supplementary Unaudited Pro Forma Financial Information*) in the form and context in which it appears and has authorised the contents of that report for the purposes of Prospectus Rule 5.5.3R (2)(f). As the New Ordinary Shares have not been and will not be registered under the Securities Act, KPMG has not filed and will not file a consent under the Securities Act.
- b) KPMG LLP, whose address is 15 Canada Square, London E14 5GL, United Kingdom, has given and has not withdrawn its consent to the inclusion in this document of its report in Part II (*Supplementary Unaudited Pro Forma Financial Information*) in the form and context in which it appears and has authorised the contents of that report for the purposes of paragraph 5(2) of Appendix 1, Part B of the Hong Kong Listing Rules.

### **4. Documents on display**

In addition to those documents set out in paragraph 17 of Part XVI (*Additional Information*) of the Prospectus, copies of the following documents will be available for inspection during normal business hours on each Business Day from the date of this document up to and including 10 December 2015 at the Company's principal place of business at 1 Basinghall Avenue, London EC2V 5DD and at the offices of Slaughter and May in Hong Kong at 47th Floor, Jardine House, One Connaught Place, Central, Hong Kong:

- a) this document; and
- b) the consent letters referred to in sub-paragraphs 3(a) and (b) of this Part III (*Additional Information*).

Copies of the documents described above will be made available free of charge upon request.

**PART IV**  
**DOCUMENTS REGISTERED WITH THE REGISTRAR OF COMPANIES**  
**IN HONG KONG**

A copy of each of this document and the written consent given by KPMG LLP as referred to in paragraph 3 of Part III (*Additional Information*) have been registered with the Registrar of Companies in Hong Kong.

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