

FINAL TERMS

**STANDARD CHARTERED PLC**  
and  
**STANDARD CHARTERED BANK**  
**U.S.\$77,500,000,000**  
**Debt Issuance Programme**

USD 100 million Floating Rate Notes due June 2026 (the “Notes”)

Issued by

**Standard Chartered Bank**

Dealer

**Standard Chartered Bank**

The date of the Final Terms is 21<sup>st</sup> June 2023

**PART A – CONTRACTUAL TERMS**

**THE NOTES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT 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 BEARER FORM (“BEARER NOTES”) THAT ARE SUBJECT TO U.S. TAX LAW REQUIREMENTS. SUBJECT TO CERTAIN EXCEPTIONS, THE NOTES MAY NOT BE OFFERED OR SOLD OR DELIVERED WITHIN THE UNITED STATES OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, U.S. PERSONS (AS DEFINED IN REGULATION S (“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.**

**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 (the “**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2014/65/EU (as amended “**MiFID II**”); (ii) a customer within the meaning of Directive (EU) 2016/97 as amended or superseded (the “**IDD**”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified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 Article 2 of Regulation (EU) 2017/1129 (the “**EU Prospectus Regulation**”). Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the “**EU 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 EU PRIIPs Regulation.

**PROHIBITION OF SALES TO UK 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 United Kingdom (the “UK”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of the domestic law of the UK by virtue of the European Union (Withdrawal) Act 2018 (the “EUWA”); (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the “FSMA”) and any rules or regulations made under the FSMA to implement the IDD, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of the domestic law of the UK by virtue of the EUWA (“UK MiFIR”); or (iii) not a qualified investor as defined in Article 2 of the EU Prospectus Regulation as it forms part of the domestic law of the UK by virtue of the EUWA (the “UK Prospectus Regulation”). Consequently, no key information document required by the EU PRIIPs Regulation as it forms part of the domestic law of the UK by virtue of the EUWA (the “UK PRIIPs Regulation”) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK 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 manufacturer’s 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 manufacturer’s target market assessment) and determining appropriate distribution channels.

**UK MiFIR 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 only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook (“COBS”), and professional clients, as defined in UK MiFIR; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any distributor should take into consideration the manufacturer’s target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer’s target market assessment) and determining appropriate distribution channels.

**NOTIFICATION UNDER SECTION 309B OF THE SECURITIES AND FUTURES ACT 2001 OF SINGAPORE, AS MODIFIED OR AMENDED FROM TIME TO TIME (THE “SFA”) AND THE SECURITIES AND FUTURES (CAPITAL MARKETS PRODUCTS) REGULATIONS 2018 OF SINGAPORE (THE “CMP REGULATIONS 2018”)** – In connection with Section 309B of the SFA and the CMP Regulations 2018, the Issuer has determined, and hereby notifies all persons (including all relevant persons as defined in Section 309A(1) of the SFA), that the Notes are prescribed capital markets products (as defined in the CMP Regulations 2018) and Excluded Investment Products (as defined in the MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and the 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 15th June 2023 which constitutes (with the exception of certain sections) a base prospectus (the “Base Prospectus”) for the purposes of the UK Prospectus Regulation. This document constitutes the Final Terms of the Notes described herein for the

purposes of the UK Prospectus Regulation and must be read in conjunction with the Base Prospectus in order to obtain all the relevant information. The Base Prospectus is available for viewing at 1 Basinghall Avenue, London EC2V 5DD and <https://www.sc.com/en/investors/credit-ratings-fixed-income/capital-securities-in-issue/#debtissuance> and copies may be obtained from 1 Basinghall Avenue, London EC2V 5DD.

1. Issuer: Standard Chartered Bank
2. (i) Series Number: 265  
(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.\$100,000,000  
(ii) Tranche: U.S.\$100,000,000
5. Issue Price: 100 per cent of the Aggregate Nominal Amount
6. Denominations: and integral multiples of U.S.\$ thereof
7. Calculation Amount:
8. (i) Issue Date: 23rd June 2023  
(ii) Interest Commencement Date: 23rd June 2023
9. Maturity Date: The Interest Payment Date falling on or nearest to 23<sup>rd</sup> June 2026
10. Interest Basis: SOFR Compound Daily + 1.10 per cent Floating Rate
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: Not Applicable
14. (i) Status of the Notes: Senior, Unsecured, Unsubordinated  
(ii) Date Board approval for issuance of Notes: Not Applicable

obtained:

(iii) Events of Default: Restrictive Events of Default

#### PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

|        |  |   |
|--------|--|---|
| 15.    | Fixed Rate Note Provisions   | Not Applicable  |
| 16.    | Floating Rate Note Provisions  | Applicable  |
| (i)    | Interest Period(s):  | The period beginning on (and including) the Issue Date and ending on (but excluding) the First Interest Payment Date and each successive period beginning on (and including) an Interest Payment Date and ending on (but excluding) the next succeeding Interest Payment Date |
| (ii)   | Interest Payment Dates:  | Coupon will be payable quarterly in arrears' on 23rd March, 23rd June, 23rd September and 23rd December of each year, from (and including) 23rd September 2023 up to (and including) the Maturity Date  |
| (iii)  | First Interest Payment Date:   | 23rd September 2023   |
| (iv)   | Business Day Convention:   | Modified Following Business Day Convention  |
| (v)    | Relevant Financial Centre(s) (Condition 4(k)):   | New York and London   |
| (vi)   | Interest Period Date(s):   | As per Conditions   |
| (vii)  | Calculation Agent:   | The Bank of New York Mellon, London Branch 160 Queen Victoria Street, London EC4V 4LA United Kingdom  |
| (viii) | Party responsible for calculating the Rate(s) of Interest and Interest Amount(s) (if not the Calculation Agent): | Not Applicable  |
| (ix)   | Page (Condition 4(c)):   |   |
|        | – Relevant Time:   | 3:00 p.m (New York time)  |
|        | – Interest Determination Date:   | The date which is five U.S. Government Securities Business Days prior to each Interest Payment Date   |

|   |                                     |  |
|---|-------------------------------------|--|
| – | Primary Source for Floating Rate:   | As per Condition 4(c)(ii)(B)(a)                  |
| – | Relevant Financial Centre:          | New York and London                              |
| – | Benchmark:                          | SOFR   |
| – | Effective Date:                     | Not Applicable                                   |
| – | Specified Duration:                 | Not Applicable                                   |
| – | SOFR Rate Cut Off Date:             | Not Applicable                                   |
| – | Lookback Days:                      | Not Applicable                                   |
| – | SOFR Benchmark:                     | SOFR Compound                                    |
| – | SOFR Compound:                      | SOFR Compound with SOFR Observation Period Shift |
| – | SOFR Observation Shift Days:        | 5 U.S. Government Securities Business Days       |
| – | Interest Accrual Period End Dates:  | Not Applicable                                   |
| – | Interest Payment Delay:             | Not Applicable                                   |
| – | SOFR Index Start:                   | Not Applicable                                   |
| – | SOFR Index End:                     | Not Applicable                                   |
| – | SONIA Benchmark:                    | Not Applicable                                   |
| – | SONIA Observation Method:           | Not Applicable                                   |
| – | SONIA Observation Look-Back Period: | Not Applicable                                   |
| – | SONIA Observation Shift Period:     | Not Applicable                                   |
| – | Fallback Page:                      | Not Applicable                                   |
| – | €STR Benchmark:                     | Not Applicable                                   |
| – | €STR Observation Method:            | Not Applicable                                   |

- €STR Observation Look-Back Period: Not Applicable
- €STR Observation Shift Period: Not Applicable
- Relevant Number Not Applicable
- D: Not Applicable
- SORA Observation Method: Not Applicable
- SORA Observation Look Back Period: Not Applicable
- SORA Observation Shift Period: Not Applicable

- (x) Representative Amount: Not Applicable
- (xi) Linear Interpolation: Not Applicable
- (xii) Margin(s): +1.10 per cent. per annum
- (xiii) Minimum Interest Rate: 0 per cent. per annum
- (xiv) Maximum Interest Rate: Not Applicable
- (xv) Day Count Fraction (Condition 4(k)): Actual/360, Adjusted
- (xvi) Rate Multiplier: Not Applicable
- (xvii) Benchmark Discontinuation: Benchmark Discontinuation (SOFR)
  - Lookback/ Suspension Period: Not Applicable

**17. Reset Note Provisions** Not Applicable

**18. Zero Coupon Note Provisions** Not Applicable

**PROVISIONS RELATING TO REDEMPTION**

|     |  |                                    |
|-----|--|------------------------------------|
| 19. | <b>Issuer Call</b>   | Not Applicable                     |
| 20. | <b>Regulatory Capital Call</b>   | Not Applicable                     |
| 21. | <b>Loss Absorption Disqualification Event Call</b>   | Not Applicable                     |
| 22. | <b>Clean-up Call</b>   | Not Applicable                     |
| 23. | <b>Put Option</b>  | Not Applicable                     |
| 24. | <b>Final Redemption Amount of each Note</b>  | U.S.\$1,000 per Calculation Amount |
| 25. | <b>Early Redemption Amount</b>   |                                    |
|     | (i) Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons, due to Regulatory Capital Event or due to Loss Absorption Disqualification 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)):  | No                                 |
|     | (iii) Unmatured Coupons to become void upon early redemption (Bearer Notes only) (Condition 6(f)):   | Not Applicable                     |

**HONG KONG SFC CODE OF CONDUCT <sup>1</sup>**

|     |  |                |
|-----|--|----------------|
| 26. | <b>Rebates:</b>  | Not Applicable |
| 27. | <b>Contact email addresses of the Overall Coordinators where underlying investor information in relation to omnibus orders should be sent:</b> | Not Applicable |
| 28. | <b>Marketing and Investor Targeting Strategy:</b>  | Not Applicable |

<sup>1</sup> To be included if there are in-scope Managers for the purposes of paragraph 21 of the Hong Kong SFC Code, e.g. if any of the Managers undertake "placing" or "bookbuilding" activities in Hong Kong.

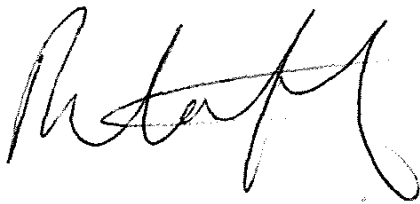
**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

- |            |  |   |
|------------|--|---|
| <b>29.</b> | <b>Form of Notes:</b>  | Bearer Notes<br><br>Temporary Global Note exchangeable for a permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the permanent Global Note |
| <b>30.</b> | <b>New Global Note:</b>  | No  |
| <b>31.</b> | <b>Business Day Jurisdiction(s) (Condition 6(h)) or other special provisions relating to Payment Dates:</b>  | New York and London   |
| <b>32.</b> | <b>Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature):</b> | No  |

**THIRD PARTY INFORMATION**

The ratings definitions provided in Part B, Item 2 of these Final Terms has been extracted from the websites of S&P and Moody's. The Issuer confirms that such information has been accurately reproduced and that, so far as it is aware, and is able to ascertain from information published by S&P and Moody's, no facts have been omitted which would render the reproduced information inaccurate or misleading.

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 London Stock Exchange' main market with effect from 23 <sup>rd</sup> June 2023. |
| (iii) | Estimated total expenses of admission to trading: | £ 3,950.00  |

### **2. RATINGS**

- |          |   |
|----------|---|
| Ratings: | The Notes to be issued are expected to be assigned the following ratings: |
|          | S&P: A+   |
|          | Moody's: A1   |

### **3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE**

Save for any fees payable to the Dealers, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

The Dealers 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 – Not Applicable**

### **5. HISTORIC INTEREST RATES**

Details of historic SOFR rates can be obtained from the NY Federal Reserve's Website.

### **6. REASONS FOR THE OFFER AND ESTIMATED NET PROCEEDS**

- |                         |                    |
|-------------------------|--------------------|
| Estimated net proceeds: | U.S.\$ 100,000,000 |
|-------------------------|--------------------|

### **7. OPERATIONAL INFORMATION**

- |       |              |   |
|-------|--------------|---|
| (i)   | ISIN:        | XS2639598841  |
| (ii)  | Common Code: | 263959884   |
| (iii) | FISN:        | The FISN for the Notes will be as set out on the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN. |

- (iv) CFI Code: CFI Code: The CFI Code for the Notes will be as set out on the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN.
- (v) Any clearing system(s) other than Euroclear Bank SA/NV, Clearstream Banking, SA, the CMU , DTC and the relevant identification number(s): Not Applicable
- (vi) Delivery: Delivery against payment
- (vii) Names and addresses of initial Paying Agent(s): The Bank of New York Mellon, London Branch, 160 Queen Victoria Street, London EC4V 4LA, United Kingdom
- (viii) Names and addresses of additional Paying Agent(s) (if any): Not Applicable
- (ix) Legal Entity Identifier: RILFO74KP1CM8P6PCT96
- (x) Intended to be held in a manner which would allow Eurosystem eligibility:
- No. 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. .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.*
- (xi) Relevant Benchmark[s] Amounts payable under the Notes will be calculated by reference to SOFR which is provided by the NY Federal Reserve. As at the date of these Final Terms, the NY Federal Reserve does not appear on the register of administrators and benchmarks established and maintained by the FCA pursuant to Article 36 of Regulation (EU) 2016/1011 as it forms part of the domestic law of the UK by virtue of the EUWA (the "**UK Benchmarks Regulation**").

**8. DISTRIBUTION**

- (i) Method of distribution: Non-syndicated
- (ii) If syndicated:
  - (a) Names of Managers: Not Applicable
  - (b) Stabilisation Manager(s) (if any): Not Applicable
- (iii) If non-syndicated, name of Dealer: Standard Chartered Bank
- (iv) U.S. Selling Restrictions: Reg. S Compliance Category 2 ;TEFRA D