

Final Terms

**STANDARD CHARTERED PLC**

and

**STANDARD CHARTERED BANK**

**U.S.\$77,500,000,000**

**Debt Issuance Programme**

**JPY 5 billion 5-yr Fixed Rate Notes due October 2028 (the "Notes")**

Issued by

**Standard Chartered Bank**

Dealer

**Standard Chartered Bank**

The date of the Final Terms is 9th October 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2014/65/EU (as amended "MiFID II"); (ii) a customer within the meaning of Directive (EU) 2016/97 as amended or superseded (the "IDD"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified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.

**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 person subsequently offering, selling or recommending the Notes (a "distributor") should take into consideration the manufacturers' 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 manufacturers' target market assessment) and determining appropriate distribution channels.

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 together with the supplementary prospectus dated 28<sup>th</sup> July 2023 and 4 September 2023, 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/> and copies may be obtained from 1 Basinghall Avenue, London EC2V 5DD .

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|-----|--|--|
| 1.  | Issuer:  | Standard Chartered Bank  |
| 2.  | (i) Series Number:   | 277  |
|     | (ii) Tranche Number:   | 1  |
|     | (iii) Date on which the Notes will be consolidated and form a single Series: | Not Applicable   |
| 3.  | Currency or Currencies:  | Japanese Yen ("JPY")   |
| 4.  | Aggregate Nominal Amount:  |  |
|     | (i) Series:  | JPY 5,000,000,000  |
|     | (ii) Tranche:  | JPY 5,000,000,000  |
| 5.  | Issue Price:   | 100.000 per cent. of the Aggregate Nominal Amount  |
| 6.  | Denominations:   | JPY 100,000,000  |
| 7.  | Calculation Amount:  | JPY 100,000,000  |
| 8.  | (i) Issue Date:  | 12 <sup>th</sup> October 2023  |
|     | (ii) Interest Commencement Date:   | 13 <sup>th</sup> October 2023  |
| 9.  | Maturity Date:   | 13 <sup>th</sup> October 2028  |
| 10. | Interest Basis:  | 1.06 per cent Fixed Rate   |
|     |  | (see paragraph 16 below)   |
| 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 Court approval for issuance of Notes obtained: Not Applicable
- (iii) Events of Default: Restrictive Events of Default

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

- 15. Fixed Rate Note Provisions Applicable
  - (i) Rate of Interest: 1.06% per annum payable, semi-annually in arrears
  - (ii) Interest Payment Date(s): The Coupon Payment Dates are 13 April and 13 October each year, commencing on 13 April 2024 and with the Maturity Date being the final Coupon Payment Date, subject to adjustment in accordance with Modified Following Business Day Convention
  - (iii) Fixed Coupon Amount: JPY 530,000 per Calculation Amount
  - (iv) Broken Amount(s): Not Applicable
  - (v) Day Count Fraction (Condition 4(j)): 30/360, Unadjusted
  - (vi) Determination Dates: Not Applicable
  - (vii) Relevant Currency: JPY
- 16. Floating Rate Note Provisions Not Applicable
- 17. Reset Note Provisions Not Applicable
- 18. Zero Coupon Note Provisions Not Applicable

#### PROVISIONS RELATING TO REDEMPTION

- 19. Issuer Call Not Applicable
- 20. Regulatory Capital Call Not Applicable
- 21. Loss Absorption Disqualification Event Call Not Applicable
- 22. Clean-up Call Not Applicable
- 23. Put Option Not Applicable
- 24. Final Redemption Amount of each Note JPY 100,000,000 per Calculation Amount
- 25. Early Redemption Amount
  - (i) Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons, due to Regulatory Capital Event or due to Loss Absorption JPY 100,000,000 per Calculation Amount

Disqualification Event or on event of default:

- (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)): Yes

#### GENERAL PROVISIONS APPLICABLE TO THE NOTES

- 26. Form of Notes: Bearer Notes  
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
- 27. New Global Note: No
- 28. Business Day Jurisdiction(s) (Condition 6(h)) or other special provisions relating to Payment Dates: New York, London & Tokyo
- 29. Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): No

#### THIRD PARTY INFORMATION

The rating definitions provided in Part B, Item 2 of these Final Terms have 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 (as applicable), no facts have been omitted which would render the reproduced information inaccurate or misleading.

Signed on behalf of the Issuer:

A handwritten signature in dark ink, appearing to be 'M. Taylor' or similar, written in a cursive style.

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 the London Stock Exchange's main market with effect from 12 October 2023. |
| (iii) | Estimated total expenses of admission to trading: | £2,750  |

### 2. RATINGS

Ratings: The Notes to be issued are expected to be assigned the following ratings:

S&P: A+

An obligation rated 'A' is somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions than obligations in higher-rated categories. However, the obligor's capacity to meet its financial commitments on the obligation is still strong. The plus (+) sign shows relative standing within the rating categories.

(Source: S&P,  
[https://www.standardandpoors.com/en\\_US/web/guest/article/-/view/sourceId/504352](https://www.standardandpoors.com/en_US/web/guest/article/-/view/sourceId/504352))

Moody's: A1

An obligation rated 'A' is judged to be upper-medium grade and are subject to low credit risk. The modifier '1' indicates a higher-range ranking.

(Source: Moody's,  
[https://www.moody's.com/researchdocumentcontentpage.aspx?docid=PBC\\_79004](https://www.moody's.com/researchdocumentcontentpage.aspx?docid=PBC_79004))

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

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

The Managers 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. Fixed rate Only Notes only - YIELD:

Indication of yield: See "General Information" on page 209 of the Base Prospectus.

Calculated as 1.06% on the Issue Date.

As set out above, the yield is calculated at the Issue Date on the basis of the Issue price. It is not an indication of future yield.

#### 5. ESTIMATED NET PROCEEDS

Estimated net proceeds: JPY 5,000,000,000

#### 6. OPERATIONAL INFORMATION

- (i) ISIN: XS2701642857
- (ii) Common Code: 270164285
- (iv) 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.
- (v) 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.
- (vi) Any clearing system(s) other than Euroclear Bank SA/NV, Clearstream Banking, SA, the CMU, DTC and the relevant identification number(s): Not Applicable
- (vii) Delivery: Delivery against payment
- (viii) 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
- (ix) Names and addresses of additional Paying Agent(s) (if any): Not Applicable
- (x) Legal Entity Identifier: RILFO74KP1CM8P6PCT96
- (xi) 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.

- (xii) Relevant Benchmark: Amounts payable under the Notes will be calculated by reference to EURIBOR which is provided by The European Money Markets Institute. As at the date of these Final Terms, The European Money Markets Institute appears 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").

## 7. 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