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STANDARD CHARTERED PLC

渣打集團有限公司

*(Incorporated as a public limited company in England and Wales with registered number 966425)
(Stock Code: 02888)*

Issuance of U.S.\$2,000,000,000 Fixed Rate Resetting Perpetual Subordinated Contingent Convertible Securities

Standard Chartered PLC (the "**Company**") intends to issue U.S.\$2,000,000,000 Fixed Rate Resetting Perpetual Subordinated Contingent Convertible Securities (ISIN US853254AT77 (Restricted Global Certificates) and USG84228CE61 (Unrestricted Global Certificates) and CUSIP 853254AT7 (Restricted Global Certificates) and G84228CE6 (Unrestricted Global Certificates)) (the "**Securities**") on 2 April 2015 (the "**Issue Date**").

Application has been made to The Stock Exchange of Hong Kong Limited (the "**Hong Kong Stock Exchange**") for the listing of, and permission to deal in, the Securities as a debt issue to professional investors only on the Main Board of the Hong Kong Stock Exchange. Application has also been made to the Hong Kong Stock Exchange for the listing of, and permission to deal in, the ordinary shares to be issued upon any conversion of the Securities. The denominations of the Securities will be U.S.\$200,000 and integral multiples of U.S.\$1,000 in excess thereof. The Securities will be subject to the terms and conditions (the "**Terms and Conditions**" or "**Condition(s)**") set out in the offering circular dated 27 March 2015 relating to the Securities (the "**Offering Circular**").

The structuring advisers in respect of the issue of the Securities are Barclays Capital Inc. and Standard Chartered Bank and the joint lead managers in respect of the issue of the Securities are Barclays Capital Inc., Goldman, Sachs & Co., J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Standard Chartered Bank and UBS Securities LLC (the "**Joint Lead Managers**").

Standard Chartered PLC

Registered Office and Group Head Office:

1 Basinghall Avenue
London EC2V 5DD
United Kingdom

Incorporated in England with limited liability. Registered in England: number 966425

Subscription Agreement

The Company and the Joint Lead Managers have entered into a Subscription Agreement dated 27 March 2015 (the "**Issue Agreement Date**") in relation to the Securities (the "**Subscription Agreement**"). Pursuant to the Subscription Agreement, each of the Joint Lead Managers has agreed severally (and not jointly) to subscribe and pay for the Securities to be issued by the Company on the Issue Date in an aggregate principal amount of U.S.\$2,000,000,000.

Conditions precedent to the Subscription Agreement

The Joint Lead Managers' obligations to subscribe and pay for the Securities are subject to the satisfaction of a number of conditions, including:

- (1) the truth and correctness of representations and warranties of the Company in all material respects contained in the Subscription Agreement as at the Issue Agreement Date and on the Issue Date;
- (2) there having been, since the Issue Agreement Date, no adverse change (nor any development involving a prospective adverse change of which the Company is, or might reasonably be expected to be, aware) in the financial or trading position or prospects of the Company or of the Group (as defined below), respectively which is or would be material in the context of the issue of the Securities;
- (3) there having been, since the Issue Agreement Date, no circumstances such as to prevent or to a material extent restrict payment for the Securities in the manner contemplated by the Subscription Agreement or to a material extent prevent or restrict settlement of transactions in the Securities in the market or otherwise, or no changes in national or international political, legal, tax or regulatory conditions or no calamity or emergency which has, in the reasonable opinion of the Joint Lead Managers, caused a substantial deterioration in the price and/or value of the Securities to be issued;
- (4) the Company having been permitted to issue the Securities under, and having complied with, all relevant laws and directives and having obtained all consents and approvals of any court, governmental department or other regulatory body which are required for the Securities to be issued and for the performance of their terms and the terms of the trust deed and agency agreement having been obtained (including, without limitation, the Prudential Regulation Authority's non-objection to the issue, on the basis of the Conditions, of the Securities as additional tier 1 capital of the Company);
- (5) the Securities being eligible for clearance and settlement through The Depository Trust Company ("**DTC**"); and
- (6) the Hong Kong Stock Exchange having agreed to list the Securities on the Main Board of the Hong Kong Stock Exchange, subject only to the issue of the Certificates (as defined below).

Such conditions may be waived in whole or in part by any Joint Lead Manager (except for condition (6) above).

Subscribers

The Company intends to offer and sell the Securities to no less than six independent placees (who will be independent individual, corporate and/or institutional investors). To the best of the Directors' knowledge, information and belief, each of the placees (and their respective ultimate beneficial owners) will be third parties independent of the Company and are not connected persons (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Hong Kong Listing Rules**")) of the Company.

Principal terms of the Securities

The principal terms of the Securities are summarised as follows.

The following is a summary of, and is qualified by, the more detailed information set out in the Offering Circular to be published in connection with the Securities. Any decision to invest in the Securities should be based on a consideration of the Offering Circular as a whole, including the documents incorporated by reference therein.

<i>Issuer</i>	Standard Chartered PLC
<i>Group</i>	The Company and its Subsidiaries. For these purposes: " Subsidiaries " has the meaning given to it in Section 1159 of the United Kingdom Companies Act 2006.
<i>Description of the Company</i>	The Company is the ultimate holding company of the Group, an international banking and financial services group particularly focused on the markets of Asia, Africa and the Middle East.
<i>Description of the Securities</i>	U.S.\$2,000,000,000 Fixed Rate Resetting Perpetual Subordinated Contingent Convertible Securities.
<i>Issue Date</i>	2 April 2015.
<i>Perpetual Securities</i>	The Securities are perpetual securities and have no fixed maturity or fixed redemption date.
<i>Issue price</i>	100 per cent.
<i>Initial Fixed Interest Rate</i>	The interest rate in respect of the Securities in respect of the period from (and including) the Issue Date to (but excluding) 2 April 2020 is a fixed rate of 6.50 per cent. per annum, being (i) 1.611 per cent. per annum (being the mid market swap rate for U.S. Dollar swap transactions with a maturity of five years determined on 26 March 2015) plus (ii) the Margin.
<i>Reset Dates:</i>	2 April 2020 (the " First Reset Date ") and each date falling five, or an integral multiple of five, years after the First Reset Date.

Reset Rate of Interest The Interest Rate will be reset on each Reset Date. From (and including) each Reset Date to (but excluding) the next following Reset Date, the Interest Rate will be a fixed rate equal to the then applicable Reset Reference Rate plus the Margin.

Margin 4.889 per cent. per annum.

Interest Payment Dates Subject as provided herein, interest on the Securities will be payable semi-annually in arrear on 2 April and 2 October in each year, commencing on 2 October 2015.

Cancellation of interest payments If the Company does not make an interest payment or part thereof on the relevant Interest Payment Date, such non-payment shall evidence:

- (i) either the non-payment and cancellation of such interest payment (or relevant part thereof) by reason of it not being due in accordance with the provisions described under the Solvency Condition below;
- (ii) the cancellation of such interest payment (or relevant part thereof) in accordance with the provisions described under the section "Restrictions on interest payments" below;
- (iii) the cancellation of such Interest Payment (or relevant part thereof) in accordance with Condition 7(c); or as appropriate;
- (iv) the Company's exercise of its discretion otherwise to cancel such Interest Payment (or relevant part thereof) as described under "Interest payments discretionary" below,

and accordingly such interest shall not in any such case be due and payable.

Interest payments discretionary Interest on the Securities is due and payable only at the sole and absolute discretion of the Company, subject to certain additional restrictions set out in the Terms and Conditions. Accordingly, the Company may at any time elect to cancel any interest payment (or part thereof) which would otherwise be payable on any Interest Payment Date.

Restrictions on interest payments The Company shall cancel any Interest Payment (or, as appropriate, part thereof) on the Securities in respect of any Interest Payment Date to the extent that the Company has an amount of distributable items on such Interest Payment Date that is less than the sum of (i) all payments (other than redemption payments which do not reduce distributable items) made or declared by the Company since the end of the last financial year of the Company and prior to such Interest Payment Date on or in

respect of any parity securities, the Securities and any junior securities and (ii) all payments (other than redemption payments which do not reduce distributable items) payable by the Company (and not cancelled or deemed cancelled) on such Interest Payment Date (x) on the Securities and (y) on or in respect of any parity securities or any junior securities, in the case of each of (i) and (ii), excluding any payments already accounted for in determining the distributable items of the Company.

Solvency Condition

Other than in a winding-up or administration of the Company or in relation to the cash component of any Conversion Shares Offer Consideration, all payments in respect of or arising from (including any damages for breach of any obligations under) the Securities are conditional upon the Company being solvent at the time of payment by the Company and no principal, interest or other amount shall be due and payable in respect of or arising from the Securities except to the extent that the Company could make such payment and still be solvent immediately thereafter.

The Company shall, for these purposes, be considered to be solvent if both (x) it is able to pay its debts owed to its senior creditors as they fall due and (y) its assets exceed its liabilities.

For these purposes:

“Conversion Shares Offer Consideration” means in respect of each Security and as determined by the Company: (i) if all of the Ordinary Shares to be issued and delivered on Conversion are sold in the Conversion Shares Offer, the *pro rata* share of the cash proceeds from the sale of such Ordinary Shares attributable to such Security translated, if necessary, into U.S. Dollars at the Prevailing Rate on the date specified by the Company (less any foreign exchange transaction costs), (ii) if some but not all of such Ordinary Shares are sold in the Conversion Shares Offer, (x) the *pro rata* share of the cash proceeds from the sale of such Ordinary Shares attributable to such Security translated, if necessary, into U.S. Dollars at the Prevailing Rate on the date specified by the Company (less any foreign exchange transaction costs) and (y) the *pro rata* share of such Ordinary Shares not sold pursuant to the Conversion Shares Offer attributable to such Security rounded down to the nearest whole number of Ordinary Shares, and (iii) if no Ordinary Shares are sold in a Conversion Shares Offer, the relevant Ordinary Shares attributable to such Security rounded down to the nearest whole number of such Ordinary Shares, subject in the case of (i) and (ii)(x) above to deduction from any such cash proceeds of an amount equal to the *pro rata* share of any stamp duty, stamp duty reserve tax, or any other capital, issue, transfer, registration, financial transaction or documentary tax that may arise or be paid as a consequence of the transfer of any interest in such Ordinary

Shares to the Conversion Shares Depository as a consequence of the Conversion Shares Offer.

Status

The Securities will constitute direct, unsecured and subordinated obligations of the Company, and will rank *pari passu* and without any preference among themselves.

If:

- (a) an order is made, or an effective resolution is passed, for the winding-up of the Company (subject to certain exceptions as set out in the Terms and Conditions); or
- (b) an administrator of the Company is appointed and such administrator declares, or gives notice that it intends to declare and distribute a dividend,

then,

(1) if such events specified in (a) or (b) above occur before the date on which a Conversion Trigger Event occurs, there shall be payable by the Company in respect of each Security (in lieu of any other payment by the Company) such amount, if any, as would have been payable to a holder of such Security if, on the day preceding the commencement of the winding-up or administration and thereafter, such holder were the holder of one of a class of preference shares in the capital of the Company ("**Notional Preference Shares**") ranking in priority to the holders of the ordinary shares, having an equal right to a return of assets in the winding-up or such administration to, and so ranking *pari passu* with, the holders of the existing preference shares (if any remain outstanding) and the holders of any securities of the Company ranking or expressed to rank *pari passu* with any of the existing preference shares or the Securities in such winding-up or administration, and ranking in priority to the holders of any other class of shares in issue or deemed to be in issue for the time being in the capital of the Company but ranking junior to the holders of any shares which may be issued or deemed to be issued by the Company which, by their terms, rank in priority to the Notional Preference Shares in a winding-up or other return of capital, and ranking junior to the claims of senior creditors, and on the assumption that the amount that such holder was entitled to receive in respect of each Notional Preference Share, on a return of assets in such winding-up or such administration, were an amount equal to the principal amount of the relevant Security together with, to the extent not otherwise included within the foregoing, any other amounts attributable to the Security, including any accrued but unpaid interest thereon (to the extent not cancelled) and any damages awarded for breach of any obligations; and

(2) if such events specified in (a) or (b) above occur on or after the date on which a Conversion Trigger Event occurs but the relevant Ordinary Shares to be issued and delivered to the Conversion Shares Depositary on Conversion in accordance with Condition 7 have not been so delivered, there shall be payable by the Company in respect of each Security (in lieu of any other payment by the Company) such amount, if any, as would have been payable to the holder of such Security if, on the day preceding the commencement of the winding-up or administration and thereafter, such holder were the holder of such number of Ordinary Shares as that holder would have been entitled to receive on Conversion.

Optional redemption

Subject to certain conditions, the Company may, at its option, redeem the Securities, in whole but not in part, on any Reset Date at 100 per cent. of their principal amount, together with any accrued but unpaid interest (which excludes any interest cancelled or deemed cancelled as described above) to (but excluding) the date fixed for redemption.

Early redemption due to a capital disqualification event

Subject to certain conditions, if at any time a capital disqualification event has occurred and is continuing, the Company may, at its option, redeem the Securities, in whole but not in part, on any date at 100 per cent. of their principal amount, together with any accrued but unpaid interest (which excludes any interest cancelled or deemed cancelled as described above) to (but excluding) the date fixed for redemption.

Early redemption due to a tax event

Subject to certain conditions, if at any time a tax event has occurred and is continuing, the Company may, at its option, redeem the Securities, in whole but not in part, on any date at 100 per cent. of their principal amount, together with any accrued but unpaid interest (which excludes any interest cancelled or deemed cancelled as described above) to (but excluding) the date fixed for redemption.

Purchase

Subject to certain conditions, the Company (or any subsidiary of the Company) or any holding company of the Company or any other subsidiary of such holding company may, at any time, purchase or procure others to purchase beneficially for its account Securities in any manner and at any price.

Conditions to redemption or purchase

Any redemption or purchase of the Securities by or on behalf of the Company or its subsidiaries is subject to:

- (i) the Company giving notice to the Relevant Regulator and the Relevant Regulator granting permission (or, as applicable, not making any objection) to the Company to redeem or purchase the relevant Securities (in each case to the extent, and in the manner, required by the relevant Capital Regulations) and to such redemption or purchase

not being prohibited by CRD IV;

- (ii) in respect of any redemption proposed to be made prior to the fifth anniversary of the Issue Date, if and to the extent then required under the Capital Regulations (A) in the case of redemption following the occurrence of a tax event, the Company having demonstrated to the satisfaction of the Relevant Regulator that the relevant change or event is material and was not reasonably foreseeable by the Company as at the Issue Date or (B) in the case of redemption following the occurrence of a capital disqualification event, the Company having demonstrated to the satisfaction of the Relevant Regulator that the relevant change was not reasonably foreseeable by the Company as at the Issue Date;
- (iii) in the case of any redemption of the Securities, the Company being solvent (as described in the Terms and Conditions) both immediately prior to and immediately following such redemption;
- (iv) in the case of any redemption of the Securities, no Conversion Trigger Notice having been given; and
- (v) compliance by the Company with any alternative or additional pre-conditions to redemption or purchase, as applicable, set out in the relevant Capital Regulations for the time being.

For these purposes:

“Capital Regulations” means, at any time, the laws, regulations, requirements, standards, guidelines and policies relating to capital adequacy (including, without limitation, as to leverage) for credit institutions then in effect in the United Kingdom including, without limitation to the generality of the foregoing, any delegated or implementing acts (such as regulatory technical standards) adopted by the European Commission and any regulations, requirements, guidelines and policies relating to capital adequacy adopted by the Relevant Regulator from time to time (whether or not such requirement, guidelines or policies are applied generally or specifically to the Company or to the Group).

“CRD IV” refers to the implementation of Basel III in the European Union through a package of legislation comprising a directive (the **“CRD IV Directive”**) and a regulation (the **“CRD IV Regulation”**), which, together with the CRD IV Directive, are referred to as **“CRD IV”**).

“Relevant Regulator” refers to the United Kingdom Prudential Regulation Authority or the then relevant regulatory body with

primary responsibility for the prudential supervision of the Company and the Group.

Conversion

If the Conversion Trigger Event occurs, each Security shall be automatically and irrevocably discharged and satisfied by its Conversion into Ordinary Shares credited as fully paid, and the issuance of such Ordinary Shares to the Conversion Shares Depositary to be held on trust for the holders of the Securities. The Conversion shall occur without delay upon the occurrence of a Conversion Trigger Event.

Conversion Trigger Event

The Conversion Trigger Event will occur if the Company determines at any time that the CET1 Ratio is less than 7.00 per cent.. The CET1 Ratio is calculated on a consolidated and fully loaded basis.

For these purposes:

“CET1 Capital” means, at any time, the sum, expressed in U.S. Dollars, of all amounts that constitute Common Equity Tier 1 Capital of the Group as at such date, less any deductions from Common Equity Tier 1 Capital of the Group required to be made as at such date, in each case as calculated by the Company on a consolidated and fully loaded basis in accordance with the Capital Regulations applicable to the Group as at such date (which calculation shall be binding on the Trustee and the holders of the Securities).

“CET1 Ratio” means, at any time, the ratio of CET1 Capital as at such date to the Risk Weighted Assets as at the same date, expressed as a percentage and on the basis that all measures used in such calculation shall be calculated on a fully loaded basis.

“Risk Weighted Assets” means, at any time, the aggregate amount, expressed in U.S. Dollars, of the risk weighted assets of the Group as at such date, as calculated by the Company on a consolidated and fully loaded basis in accordance with the Capital Regulations applicable to the Group on such date (which calculation shall be binding on the Trustee and the holders of the Securities) and where the term “risk weighted assets” means the risk weighted assets or total risk exposure amount, as calculated by the Company in accordance with the Capital Regulations applicable to the Group at the relevant time.

Conversion Price

The Conversion Price per Ordinary Share in respect of the Securities is U.S.\$11.424, subject to certain anti-dilution adjustments as described in the Terms and Conditions. As at the Issue Agreement Date, the Conversion Price is equivalent to a price of £7.700, translated into U.S. Dollars at an exchange rate

of U.S.\$1 = £0.674.

Conversion Shares Offer

Not later than the tenth London business day following the conversion date, the Company may, in its sole and absolute discretion, make an election that the Conversion Shares Depositary (or an agent on its behalf) will make an offer, in the Company's sole and absolute discretion, of all or some of the Ordinary Shares to be delivered on Conversion to, in the Company's sole and absolute discretion, all or some of the Company's Shareholders at such time, such offer to be at a cash price per Ordinary Share being no less than the Conversion Price. The Company may, on behalf of the Conversion Shares Depositary, appoint a conversion shares offer agent to act as placement or other agent to facilitate the Conversion Shares Offer.

The conversion shares offer period shall end no later than 40 London business days after the giving of the conversion shares offer notice by the Company.

Upon expiry of the conversion shares offer period, the Conversion Shares Depositary will provide notice to the holders of the Securities of the composition of the conversion shares offer consideration (and of the deductions to the cash component, if any, of the conversion shares offer consideration (as set out in the definition of conversion shares offer consideration)) per calculation amount. The conversion shares offer consideration shall be held on trust by the Conversion Shares Depositary for the holders of the Securities. The cash component of any conversion shares offer consideration shall be payable by the Conversion Shares Depositary to the holders of the Securities in U.S. Dollars and whether or not the Solvency Condition is satisfied.

Trustee

BNY Mellon Corporate Trustee Services Limited.

*Principal Paying and
Conversion Agent*

The Bank of New York Mellon, London Branch.

Calculation Agent

The Bank of New York Mellon, London Branch.

*Conversion Shares
Depositary*

To be determined by the Company prior to the time of any Conversion.

Ordinary Shares

The Ordinary Shares to be delivered following Conversion will be delivered credited as fully paid and will rank *pari passu* in all respects with all fully paid Ordinary Shares in issue on the conversion date, save as provided herein.

Form

The Securities will be represented by registered certificates (each a "**Certificate**"), without coupons, and initially will be

represented by one or more restricted global certificates and unrestricted global certificates, each of which will be deposited on or about the Issue Date with a custodian for the DTC, which includes any successor entity thereof.

<i>Denomination</i>	The denomination will be U.S.\$200,000 and integral multiples of U.S.\$1,000 in excess thereof.	
<i>Listing</i>	Application will be made to the Hong Kong Stock Exchange for permission to deal in, and for the listing of the Securities, on the Main Board of the Hong Kong Stock Exchange. Application will also be made to the Hong Kong Stock Exchange for the listing of and permission to deal in, the Ordinary Shares to be issued upon any conversion of the Securities.	
<i>Clearing</i>	The Securities have been accepted for clearing by DTC.	
<i>CUSIP</i>	Restricted Global Certificates: 853254AT7	Unrestricted Global Certificates: G84228CE6
<i>ISIN</i>	Restricted Global Certificates: US853254AT77	Unrestricted Global Certificates: USG84228CE61
<i>Ratings</i>	The Securities are expected to be rated Ba1 by Moody's Investors Service Hong Kong Limited, BB by Standard & Poor's Hong Kong Limited and BBB by Fitch Ratings Limited.	
<i>Governing law</i>	English law.	

Waiver granted by the Hong Kong Stock Exchange and specific mandate for the issuance of the Securities

The Company announced on 28 March 2014 that it had applied for, and the Hong Kong Stock Exchange had granted, a waiver from strict compliance with the requirements of Rule 13.36(1) of the Hong Kong Listing Rules pursuant to which the Company was permitted to seek (and, if approved, utilise) an authority (the "**Mandate**") to issue contingent convertible securities ("**ECAT1 Securities**") (and to allot Ordinary Shares into which they may be converted or exchanged) representing up to 20 per cent. of the Company's issued share capital as at 18 March 2014.

At the 2014 annual general meeting of the Company, the shareholders of the Company approved the Mandate allowing the Company to allot Ordinary Shares or rights to subscribe for Ordinary Shares to persons other than existing shareholders in connection with the issue of ECAT1 Securities up to an aggregate nominal amount of U.S.\$242,950,114 (or 485,900,228 shares), equivalent to approximately 20 per cent. of the Company's issued ordinary share capital as at 18 March 2014. Such Mandate is effective until the Company's annual general meeting in 2015 or if earlier, the close of business on 7 August 2015, and is in addition to any general mandate granted by the shareholders at any annual general meeting of the Company to allot Ordinary Shares up to 20 per cent of the total issued ordinary share capital of the Company as at the date of such

meeting. The Company expects to seek similar authorities on an annual basis. For further details, please refer to the notice of the 2014 annual general meeting of the Company dated 28 March 2014 and the announcement of the Company dated 9 May 2014 disclosing the poll results of such meeting.

The Company has obtained all necessary consents, approvals and authorisations in the United Kingdom in connection with the issue and performance of the Securities. The issue of the Securities was authorised by resolutions of a committee of the Company's Board of Directors passed on 11 March 2015.

Accordingly, the issuance of the Securities is not subject to approval by the shareholders of the Company.

Application for listing

Application has been made to Hong Kong Stock Exchange for the listing of, and permission to deal in, the Securities as a debt issue to professional investors only on the Main Board of the Hong Kong Stock Exchange. Application has also been made to the Hong Kong Stock Exchange for the listing of, and permission to deal in, the Ordinary Shares to be issued upon any Conversion of the Securities.

Reasons for the issuance of the Securities and use of proceeds

The net proceeds from the issue of the Securities will be used for the general business purposes of the Group and to strengthen further the regulatory capital base of the Group.

The aggregate gross proceeds from the issuance of the Securities are expected to be U.S.\$2,000,000,000. The net proceeds from the issuance of the Securities, after the deduction of commission, are expected to be U.S.\$1,980,000,000.

Fund raising activities in the past twelve months

The Company has not carried out any issue of equity securities (save and except the issue of Ordinary Shares by the Company pursuant to the Scrip Dividend Scheme and the Share Plans) during the 12 months immediately preceding the date of this announcement. For these purposes, "**Scrip Dividend Scheme**" means the scrip alternative scheme of the Company for shareholders of the Company to elect to receive dividends wholly or partly in the form of new fully-paid Ordinary Shares instead of in cash, and "**Share Plans**" means the issuances by the Company of Ordinary Shares to certain of its directors and employees pursuant to or in connection with the grant of share awards, share option schemes, or share saving schemes of the Company (including but not limited to the 2011 Standard Chartered Share Plan, the 2000 Executive Share Option Scheme, the 2001 Performance Share Plan, the 2006 Restricted Share Scheme, 2004 UK Sharesave Scheme, 2004 International Sharesave Scheme and 2013 Sharesave Plan).

Effects on shareholding structure of the Company

In the event a Conversion Trigger Event occurs and assuming full conversion of the Securities at the initial conversion price takes place, the Securities will be convertible into approximately 175,070,028 Ordinary Shares representing approximately 7.07 per cent. of the issued Ordinary Share capital of the Company as at 25 March 2015 and approximately 6.61 per cent. of the issued Ordinary Share capital of the Company as enlarged by the issue of such Ordinary Shares. The

Ordinary Shares to be issued upon conversion of the Securities will rank *pari passu* in all respects with the Ordinary Shares in issue on the conversion date.

The following table summarises the potential effects on the shareholding structure of the Company as a result of the issuance of the Securities (by reference to the information on shareholdings as at 25 March 2015 (being the latest practicable date prior to the release of this announcement) and assuming full conversion of the Securities):

Share Capital	As at 25 March 2015		Assuming the Securities are fully converted into Ordinary Shares at the initial conversion price	
	Number of shares	% of total share capital	Number of shares	% of the total enlarged issued share capital
Ordinary Shares	2,474,962,481	92.6861	2,650,032,509	93.1361
8.25 per cent. non-cumulative irredeemable preference shares of £1.00 each	99,250,000	3.7169	99,250,000	3.4882
7.375 per cent. non-cumulative irredeemable preference shares of £1.00 each	96,035,000	3.5965	96,035,000	3.3752
6.409 per cent. non-cumulative redeemable preference shares of U.S.\$5.00 each	7,500	0.0003	7,500	0.0003
7.014 per cent. non-cumulative redeemable preference shares of U.S.\$5.00 each	7,500	0.0003	7,500	0.0003
Total issued shares	2,670,262,481	100.00%	2,845,332,509	100.00%

Note:

- The information in the above table is for illustrative purposes only, and it only shows the potential effects on the shareholding structure of the Company in connection with the Securities (but not any other securities issued or to be issued by the Company).

By Order of the Board
Annemarie Durbin
Group Company Secretary

Hong Kong, 30 March 2015

As at the date of this announcement, the Board of Directors of Standard Chartered PLC comprises:

Chairman:

Sir John Wilfred Peace

Executive Directors:

Mr Peter Alexander Sands; Mr Jaspal Singh Bindra; Mr Andrew Nigel Halford; Mr Alun Michael Guest Rees and Mr Viswanathan Shankar

Independent Non-Executive Directors:

Mr Om Prakash Bhatt; Dr Kurt Michael Campbell; Dr Louis Chi-Yan Cheung; Dr Byron Elmer Grote; Dr Han Seung-soo, KBE; Mrs Christine Mary Hodgson; Mr Naguib Kheraj; Mr Simon Jonathan Lowth; Ms Ruth Markland (Senior Independent Director); Mr Paul David Skinner, CBE and Dr Lars Henrik Thunell

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DISCLAIMER – INTENDED ADDRESSEES

This announcement does not constitute an offer of any securities for sale. No action has been taken in any jurisdiction to permit a public offering of the Securities where such action is required. The offer and sale of the Securities may be restricted by law in certain jurisdictions.

The Securities and any ordinary shares which may be delivered upon conversion of the Securities have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "**Securities Act**"). Subject to certain exceptions, the Securities may not be offered, sold or delivered in the United States, as defined in Regulation S under the Securities Act, and may not be offered, sold or delivered within the United States or to, or for the account or benefit of, U.S. persons, except pursuant to registration or an exemption from the registration requirements under the Securities Act. No public offering of the Securities will be made in the United States.

The Securities are not intended to be sold and should not be sold to "retail clients" in the European Economic Area (EEA), as defined in the rules set out in the Temporary Marketing Restriction (Contingent Convertible Securities) Instrument 2014 (as amended or replaced from time to time) other than in circumstances that do not and will not give rise to a contravention of those rules by any person.

The Securities are not intended to be initially placed and may not be initially placed to “connected persons” of the Company under the Hong Kong Listing Rules.

This announcement is not, and under no circumstances is it to be construed as, an advertisement or a public offering in Canada of the Securities referred to in this announcement. No prospectus has been filed with any securities commission or similar regulatory authority in Canada in connection with the offering of the Securities described herein. In addition, no securities commission or similar regulatory authority in Canada has reviewed or in any way passed upon the merits of the Securities described herein and any representation to the contrary is an offence. In particular, this announcement and the information contained herein does not constitute an offer or sale of Securities in Canada and this announcement may not be disseminated in Canada, except in compliance with applicable securities laws in Canada.

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