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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)*

## **STANDARD CHARTERED BANK**

*(Incorporated with limited liability in England by Royal Charter with reference number ZC 18)*

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**21 March 2016**

### **ANNOUNCEMENT OF ACCEPTANCE AND RESULTS OF STANDARD CHARTERED PLC'S AND STANDARD CHARTERED BANK'S OFFERS TO REPURCHASE NOTES FOR CASH**

On 11 March 2016, Standard Chartered PLC ("**SCPLC**" or the "**Company**" in respect of the SCPLC Notes) invited holders of its £150,000,000 Undated Primary Capital Floating Rate Notes (ISIN: GB0008389008), €1,000,000,000 Floating Rate Notes due 2017 (ISIN: XS1077632013), €1,250,000,000 1.750% Notes due 2017 (ISIN: XS0849677348) and €1,000,000,000 4.125% Notes due 2019 (ISIN: XS0732522965) (together, the "**SCPLC Notes**") to tender the SCPLC Notes for repurchase by the Company for cash, subject to certain offer restrictions as contained in the section "*Offer and Distribution Restrictions*" of the Tender Offer Memorandum dated 11 March 2016 (the "**Tender Offer Memorandum**").

On 11 March 2016, Standard Chartered Bank ("**SCB**" or the "**Company**" in respect of the SCB Notes) invited holders of its £200,000,000 Undated Subordinated Step-Up Notes (ISIN: XS0119816402) and £675,000,000 Fixed/Floating Rate Step up Undated Subordinated Notes (ISIN: XS0222434200) (together, the "**SCB Notes**") to tender the SCB Notes for repurchase by the Company for cash, subject to certain offer restrictions as contained in the section "*Offer and Distribution Restrictions*" of the Tender Offer Memorandum.

Further to the announcements made by the Companies on 11 March 2016 and earlier today, 21 March 2016, the Companies hereby announce that the results of the Offers, including the aggregate nominal amount of each series of Notes validly tendered and not validly withdrawn by the Expiration Deadline and to be accepted for repurchase, are as set out below and in the following table:

- (A) For the £150,000,000 Undated Primary Capital Floating Rate Notes (ISIN: GB0008389008), £200,000,000 Undated Subordinated Step-Up Notes (ISIN: XS0119816402) and £675,000,000 Fixed/Floating Rate Step up Undated Subordinated Notes (ISIN: XS0222434200) (the “**Priority Acceptance Level 1 Notes**”):
- (i) the Maximum Consideration Amount is US\$1,234,784,255.36; and
  - (ii) the aggregate nominal amount of Priority Acceptance Level 1 Notes validly tendered and accepted for repurchase in full is £256,826,000.
- (B) For the €1,000,000,000 Floating Rate Notes due 2017 (ISIN: XS1077632013), €1,250,000,000 1.750% Notes due 2017 (ISIN: XS0849677348) and €1,000,000,000 4.125% Notes due 2019 (ISIN: XS0732522965) (the “**Priority Acceptance Level 2 Notes**”):
- (i) the scaling factor for the Priority Acceptance Level 2 Notes is 86.5430%;
  - (ii) the Maximum Second Priority Consideration Amount is US\$878,952,416.98; and
  - (iii) the aggregate nominal amount of Priority Acceptance Level 2 Notes accepted for repurchase is €756,009,000.

The aggregate nominal amount of each series of Priority Acceptance Level 1 Notes validly tendered and not validly withdrawn and to be accepted for repurchase in full, the levels at which the Companies agree to set the aggregate nominal amount of each series of Priority Acceptance Level 2 Notes to be accepted for repurchase, the Benchmark Rates for the 2017 Notes and the 2019 Notes, the Purchase Yields and the Repurchase Price for each series of Notes, are detailed in the table below. Each Noteholder whose Notes have been accepted for repurchase is entitled to receive on the Settlement Date, (which is expected to be 23 March 2016), the relevant Repurchase Price plus Accrued Interest in respect of such Notes.

Priority Acceptance Level	Description of the Notes	Company	ISIN	Aggregate nominal amount accepted for repurchase	Purchase Yield	Benchmark Rate	Repurchase Price (for each Integral Multiple in nominal amount)	Accrued Interest (for each Integral Multiple in nominal amount)
1	£150,000,000 Undated Primary Capital Floating Rate	SCPLC	GB0008389008	£18,570,000	N/A	N/A	£3,000 per £5,000	£9.21 per £5,000

	Notes							
	£200,000,000 Undated Subordinated Step-Up Notes	SCB	XS0119816402	£65,500,000	N/A	N/A	£10,675 per £10,000	£114.10 per £10,000
	£675,000,000 Fixed/Floating Rate Step up Undated Subordinated Notes	SCB	XS0222434200	£172,756,000	N/A	N/A	£950 per £1,000	£37.16 per £1,000
2	€1,000,000,000 Floating Rate Notes due 2017	SCPLC	XS1077632013	€201,609,000	N/A	N/A	€1,002 per €1,000	€0.04 per €1,000
	€1,250,000,000 1.750% Notes due 2017	SCPLC	XS0849677348	€454,911,000	0.051%	-0.149%	€1,027.18 per €1,000	€6.98 per €1,000
	€1,000,000,000 4.125% Notes due 2019	SCPLC	XS0732522965	€99,489,000	0.660%	-0.12%	€1,096.56 per €1,000	€7.33 per €1,000

Capitalised terms used and not otherwise defined in this announcement have the meanings given in the Tender Offer Memorandum.

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

*Chairman:*

Sir John Wilfred Peace

*Executive Directors:*

Mr William Thomas Winters, CBE; Mr Andrew Nigel Halford and Mr Alun Michael Guest Rees (stepping down on 30 April 2016)

*Independent Non-Executive Directors:*

Mr Om Prakash Bhatt; Dr Kurt Michael Campbell; Dr Louis Chi-Yan Cheung; Mr David Philbrick Conner; Dr Byron Elmer Grote; Dr Han Seung-soo, KBE; Mrs Christine Mary Hodgson; Ms Gay Huey Evans, OBE; Mr Naguib Kheraj (Senior Independent Director); Mr Simon Jonathan Lowth and Ms Jasmine Mary Whitbread

As of the date of this announcement, the Court of Directors of Standard Chartered Bank comprises:

*Chairman:*

William Thomas Winters, CBE

*Directors:*

Tracy Jayne Clarke; Andrew Nigel Halford; Alun Michael Guest Rees and Mark Smith