

Final Terms

**STANDARD CHARTERED PLC,
STANDARD CHARTERED BANK**

and

**STANDARD CHARTERED BANK
(HONG KONG) LIMITED**

U.S.\$50,000,000,000

Debt Issuance Programme

U.S.\$ 2,000,000,000 3.950 per cent. Dated Subordinated Notes due 2023

Issued by

Standard Chartered PLC

Joint Lead Managers

**BofA Merrill Lynch
Goldman, Sachs & Co.
J.P. Morgan
Standard Chartered Bank**

The date of the Final Terms is 9 January 2013.

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Prospectus dated 10 October 2012 and the supplementary prospectuses dated 8 November 2012 and 13 December 2012, which together constitute (with the exception of certain sections) a base prospectus (the “**Base Prospectus**”) for the purposes of the Prospectus Directive (Directive 2003/71/EC, including amendments thereto) (the “**Prospectus Directive**”). This document constitutes the final terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Base Prospectus. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus is available for viewing at the registered office of the Issuer at 1 Aldermanbury Square, London EC2V 7SB.

1	Issuer:	Standard Chartered PLC
2	(i) Series Number:	95
	(ii) Tranche Number:	1
3	Currency or Currencies:	United States Dollars (“ U.S.\$ ”)
4	Aggregate Nominal Amount:	
	(i) Series:	U.S.\$2,000,000,000
	(ii) Tranche:	U.S.\$2,000,000,000
5	Issue Price:	99.885 per cent. of the Aggregate Nominal Amount
6	Denominations:	U.S.\$200,000 and integral multiples of U.S.\$1,000 in excess thereof
7	Calculation Amount:	U.S.\$1,000
8	(i) Issue Date:	11 January 2013
	(ii) Interest Commencement Date:	Issue Date
9	Maturity Date:	11 January 2023
10	Interest Basis:	3.950 per cent. per annum Fixed 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:	Regulatory Capital Call
14	(i) Status of the Notes:	Dated Subordinated
	(ii) Date Board approval for issuance of Notes obtained:	Not Applicable

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15	Fixed Rate Note Provisions	Applicable
	(i) Rate of Interest:	3.950 per cent. per annum payable semi-annually in arrear on each Interest Payment Date
	(ii) Interest Payment Date(s):	11 July and 11 January in each year, commencing on 11 July 2013, up to and including 11 January 2023
	(iii) Fixed Coupon Amount:	U.S.\$ 19.75 per Calculation Amount
	(iv) Broken Amount(s):	Not Applicable
	(v) Day Count Fraction (Condition 4(i)):	30/360
	(vi) Determination Dates:	Not Applicable
	(vii) Relevant Currency	Not Applicable
16	Floating Rate Note Provisions	Not Applicable
17	Zero Coupon Note Provisions	Not Applicable

PROVISIONS RELATING TO REDEMPTION

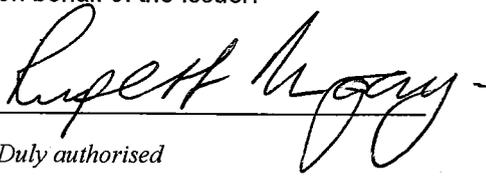
18	Call Option	Not Applicable
19	Regulatory Capital Call	Applicable
	(i) Redemption Amount per Note:	U.S.\$1,000 per Calculation Amount
20	Put Option	Not Applicable
21	Final Redemption Amount of each Note	U.S.\$1,000 per Calculation Amount
22	Early Redemption Amount	
	(ii) Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or on event of default or other early redemption:	U.S.\$1,000 per Calculation Amount
	(i) Redemption for taxation reasons permitted on days other than Interest Payment Dates (Condition 5(c)):	Yes
	(ii) Unmatured Coupons to become void upon early redemption (Bearer Notes only) (Condition 6(f)):	Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

23	Form of Notes:	Registered Notes
		Global Certificates exchangeable for Definitive Certificates in the limited circumstances specified

- | | | |
|-----------|--|----------------------------|
| | | in the Global Certificates |
| 24 | New Global Note: | No |
| 25 | Business Day Jurisdiction(s) (Condition 6(h)) or other special provisions relating to Payment Dates: | London and New York |
| 26 | Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): | No |

Signed on behalf of the Issuer:

By: 
Duly authorised

PART B – OTHER INFORMATION

1 Listing

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|-------|--|--|
| (i) | Listing: | Official List of the UK Listing Authority 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 regulated market with effect from 11 January 2013. |
| (iii) | Estimated total expenses of admission to trading | £3,650 |

2 RATINGS

Ratings

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

S&P: A-

Moody's: A3

Fitch: A+

3 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for any fees payable to the Joint Lead 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 Joint Lead 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 Notes only –YIELD

Indication of yield:

See "General Information" on page 129 of the Base Prospectus.

Calculated as 3.964 per cent. per annum 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 OPERATIONAL INFORMATION

- (i) Restricted Notes:

- (a) ISIN Code: US853254AJ95
- (b) CUSIP Number: 853254AJ9
- (ii) Unrestricted Notes:
 - (a) ISIN Code: XS0874014722
 - (b) Common Code 087401472
- (iii) Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, *société anonyme* and the relevant identification number(s): DTC
- (iv) Delivery: Delivery free of payment in respect of the Restricted Notes and delivery against payment in respect of the Unrestricted Notes
- (v) Names and addresses of initial Paying Agent(s): The Bank of New York Mellon, One Canada Square, London E14 5AL, United Kingdom
- (vi) Names and addresses of additional Paying Agent(s) (if any): Not Applicable

6 DISTRIBUTION

- (i) Method of distribution: Syndicated
- (ii) If syndicated:
 - (A) Names of Joint Lead Managers: Goldman, Sachs & Co.
J.P. Morgan Securities LLC
Merrill Lynch, Pierce, Fenner & Smith Incorporated
Standard Chartered Bank
 - (B) Stabilising Manager(s) (if any): Merrill Lynch, Pierce, Fenner & Smith Incorporated
- (iii) If non-syndicated, name of Dealer: Not Applicable
- (iv) US Selling Restrictions: Reg. S Compliance Category 2; TEFRA not applicable
Rule 144A: Qualified Institutional Buyers only

