

Final Terms dated 28 April 2017

THAMES WATER UTILITIES CAYMAN FINANCE LIMITED

Issue of £250,000,000 2.875 per cent. Class B Guaranteed Unwrapped Bonds due 3 May 2027
unconditionally and irrevocably guaranteed as to scheduled payments of principal and interest

by

**THAMES WATER UTILITIES LIMITED
THAMES WATER UTILITIES HOLDING LIMITED
THAMES WATER UTILITIES FINANCE LIMITED**

(each incorporated with limited liability in England and Wales)

THAMES WATER UTILITIES CAYMAN FINANCE HOLDINGS LIMITED

(incorporated in the Cayman Islands with limited liability)

under the £10,000,000,000 Guaranteed Bond Programme

**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 base prospectus dated 16 September 2016 which constitutes a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) as amended to the extent implemented (the "Prospectus Directive"). This document constitutes the Final Terms of the Bonds described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such base prospectus. Full information on the Issuer, the Guarantors and the offer of the Bonds is only available on the basis of the combination of these Final Terms and the base prospectus. The base prospectus is available on the website of the Central Bank of Ireland at: <http://www.centralbank.ie/regulation/securities-markets/prospectus/Pages/approvedprospectus.aspx> and the website of the Irish Stock Exchange at <http://www.ise.ie>.

Repayment of the principal and payment of any interest or premium in connection with the Bonds has not been guaranteed by any Financial Guarantor or by any other financial institution.

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|----------|----------------------------------|--|
| 1 | (i) Issuer: | Thames Water Utilities Cayman Finance Limited |
| | (ii) Guarantors: | Thames Water Utilities Holdings Limited, Thames Water Utilities Limited, Thames Water Utilities Finance Limited and Thames Water Utilities Cayman Finance Holdings Limited |
| 2 | (i) Series Number: | 24 |
| | (ii) Sub-Class Number: | Tranche 1 |
| 3 | Relevant Currency or Currencies: | Pounds Sterling (£) |
| 4 | Aggregate Nominal Amount: | |
| | (i) Series: | £250,000,000 |

	(ii)	Sub-Class:	Not Applicable
	(iii)	Tranche:	£250,000,000
5	(i)	Issue Price:	99.036 per cent. of the Aggregate Nominal Amount
	(ii)	Net proceeds:	£246,840,000
6	(i)	Specified Denominations:	£100,000 and integral multiples of £1,000 in excess thereof up to and including £199,000. No Bonds in definitive form will be issued with a denomination above £199,000.
	(ii)	Calculation Amount:	£1,000
7	(i)	Issue Date:	3 May 2017
	(ii)	Interest Commencement Date (if different from the Issue Date):	Issue Date
8		Maturity Date:	3 May 2027
9		Instalment Date:	Not Applicable
10		Interest Basis:	2.875 per cent. Fixed Rate
11		Redemption/Payment Basis:	Redemption at par
12		Call Options:	Issuer Call Option
13	(i)	Status:	Class B Unwrapped Bonds
	(ii)	Date Board approval for issuance of Bonds and Guarantee obtained:	23 November 2016 and 24 November 2016, respectively

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14		Fixed Rate Bond Provisions:	Applicable
	(i)	Interest Rate:	2.875 per cent. per annum payable annually in arrear
	(ii)	Interest Payment Date(s):	3 May in each year not adjusted commencing from 3 May 2018 up to and including the Maturity Date
	(iii)	Fixed Coupon Amounts:	£28.75 per Calculation Amount
	(iv)	Broken Amounts:	Not Applicable
	(v)	Day Count Fraction:	Actual/Actual (ICMA)
	(vi)	Determination Date:	3 May in each year
	(vii)	Reference Gilt:	4.25 per cent. UK Treasury Stock due December 2027

15	Floating Rate Bond Provisions:	Not Applicable
16	Zero Coupon Bond Provisions:	Not Applicable
17	Indexed Bond Provisions:	Not Applicable
18	Dual Currency Bond Provisions:	Not Applicable

PROVISIONS RELATING TO REDEMPTION

19	Call Option:	Applicable in accordance with Condition 8(b)
	(i) Optional Redemption Date(s):	Any Interest Payment Date
	(ii) Optional Redemption Amount(s):	Calculated in accordance with Condition 8(b)
	(iii) If redeemable in part:	
	(a) Minimum Redemption Amount:	Not Applicable
	(b) Maximum Redemption Amount:	Not Applicable
	Notice period:	Applicable as set out in Condition 8(b)
20	Final Redemption Amount:	Par

GENERAL PROVISIONS APPLICABLE TO THE BONDS

21	Form of Bonds:	Bearer
	(i) If issued in Bearer form:	Temporary Global Bond exchangeable for a Permanent Global Bond which is exchangeable for Definitive Bonds in the limited circumstances specified in the Permanent Global Bond.
	(ii) If Registered Bonds:	Not Applicable
22	Relevant Financial Centre(s):	Not Applicable
23	Talons for future Coupons or Receipts to be attached to Definitive Bonds (and dates on which such Talons mature):	No
24	Details relating to Instalment Bonds:	Not Applicable
25	Redenomination, renominatisation and reconventioning provisions:	Not Applicable
26	TEFRA rules:	TEFRA D

ISSUER/TWUL LOAN TERMS

27	Amount of relevant Term Advance/Index Linked Advances:	£250,000,000
28	Interest rate on relevant Term Advance/Index Linked Advances:	2.875 per cent. per annum
29	Term of relevant Term Advance/Index Linked Advances:	Until 3 May 2027, or if the Bonds are redeemed early

DISTRIBUTION**Method of distribution****Syndicated**

30	If syndicated, names of Managers:	BNP Paribas, HSBC Bank plc, J.P. Morgan Securities plc, MUFG Securities EMEA plc
	Stabilising Manager (if any):	BNP Paribas
31	If non-syndicated, name of Dealer:	Not Applicable
32	U.S. Selling Restrictions:	Reg. S Compliance Category 2; TEFRA D

Signed on behalf of the Issuer:

By: 
Duly authorised

Signed on behalf of Thames Water Utilities Limited:

By: 
Duly authorised

Signed on behalf of Thames Water Utilities Holdings Limited:

By: 
Duly authorised

Signed on behalf of Thames Water Utilities Finance Limited:

By: 
Duly authorised

Signed on behalf of Thames Water Utilities Cayman Finance Holdings Limited:

By: 
Duly authorised

**PART B
OTHER INFORMATION**

- 1 Listing**
- (i) Listing: Listed on the Official List of the Irish Stock Exchange
- (ii) Admission to trading: Application has been made for the Bonds to be admitted to trading on the Main Securities Market of the Irish Stock Exchange.
- (iii) Estimate of total expenses related to admission to trading: EUR 600
- 2 Ratings**
- Ratings: The Bonds to be issued have been rated:
Standard & Poor's Credit Market Services Europe Limited: BBB
Moody's Investors Service Limited: Baa3
- 3 Interests of Natural and Legal Persons involved in the Issue/Offer**
- Same as discussed in Chapter 12, "*Subscription and Sale*" of the base prospectus, so far as the Issuer is aware, no person involved in the offer of the Bonds has an interest material to the offer.
- 4 Reasons for the offer, estimated net proceeds and total expenses**
- Reasons for the offer: See Chapter 9, "*Use of Proceeds*" in Prospectus
- 5 Fixed Rate Bonds only – Yield**
- Indication of yield: 2.988 per cent. per annum
- The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.
- 6 Operational information**
- ISIN: XS1605393054
- Common Code: 160539305
- Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking *société anonyme* and the relevant identification number(s): Not Applicable
- Delivery: Delivery against payment

Names and addresses of initial
Paying Agent(s):

Deutsche Bank AG, London Branch
Winchester House, 1 Great Winchester Street
London EC2N 2DB
United Kingdom

Names and addresses of
additional Paying Agent(s) (if
any):

Not Applicable