

Final Terms dated 23 February 2016

THAMES WATER UTILITIES CAYMAN FINANCE LIMITED

Issue of Class A £300,000,000

3.5 per cent. Guaranteed Unwrapped Bonds due 2028

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 26 June 2015 and the supplemental prospectus dated 7 September 2015 which together constitute 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 as so supplemented. 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 as so supplemented. The base prospectus and the supplemental prospectus are 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.

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:	19
	(ii)	Sub-Class Number:	Tranche 1
3		Relevant Currency or Currencies:	Sterling (£)
4		Aggregate Nominal Amount:	
	(i)	Series:	£300,000,000
	(ii)	Sub-Class:	Not Applicable
	(iii)	Tranche:	£300,000,000
5	(i)	Issue Price:	99.09 per cent. of the Aggregate Nominal Amount
	(ii)	Net proceeds:	£296,070,000

EXECUTION VERSION

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:	25 February 2016
	(ii)	Interest Commencement Date (if different from the Issue Date):	Issue Date
8		Maturity Date:	25 February 2028
9		Instalment Date:	Not Applicable
10		Interest Basis:	3.5 per cent. Fixed Rate
11		Redemption/Payment Basis:	Redemption at par
12		Call Options:	Issuer Call Option in accordance with Condition 8(b)
13	(i)	Status:	Class A Unwrapped Bonds
	(ii)	Date Board approval for issuance of Bonds and Guarantee obtained:	3 June 2015, 4 June 2015 and 25 November 2015 respectively

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14		Fixed Rate Bond Provisions:	Applicable
	(i)	Interest Rate:	3.5 per cent. per annum payable annually in arrear
	(ii)	Interest Payment Date(s):	25 February in each year not adjusted commencing on 25 February 2017 up to and including the Maturity Date
	(iii)	Fixed Coupon Amounts:	£35 per Calculation Amount
	(iv)	Broken Amounts:	Not Applicable
	(v)	Day Count Fraction:	Actual/Actual (ICMA)
	(vi)	Determination Date:	25 February in each year
	(vii)	Reference Gilt:	6% UK Treasury Stock 2028

EXECUTION VERSION

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):	Applicable 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:	Not Applicable
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/for tax reasons
	(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:	300,000,000
28	Interest rate on relevant Term Advance/Index Linked Advances:	3.5 per cent. per annum
29	Term of relevant Term Advance/Index Linked Advances:	Until 25 February 2028, or earlier if the Bonds are redeemed early.

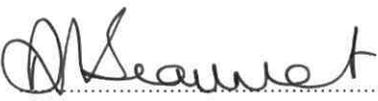
DISTRIBUTION

Method of distribution

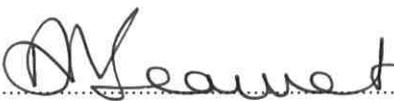
Syndicated

30	If syndicated, names of Managers:	Barclays Bank PLC J.P. Morgan Securities plc Lloyds Bank plc Banco Santander, S.A.
	Stabilising Manager (if any):	Barclays Bank PLC
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

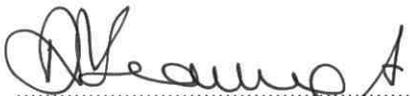
Signed on behalf of Thames Water Utilities Limited:

By: 
Duly authorised

Signed on behalf of Thames Water Utilities Holdings Limited:

By: 
Duly authorised

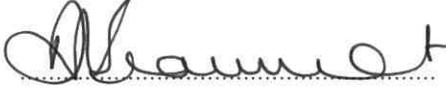
Signed on behalf of Thames Water Utilities Finance Limited:

By: 
Duly authorised

EXECUTION VERSION

Duly authorised

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

By: 
Duly authorised

**PART B
OTHER INFORMATION**

1 Listing

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| (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

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| Ratings: | The Bonds to be issued have been rated:

Standard & Poor's Credit Market Services Europe Limited: A-

Moody's Investors Service Limited: A3 |
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3 Interests of Natural and Legal Persons involved in the Issue/Offer

Save as discussed in Chapter 12, "Subscription and Sale" of the 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 Yield

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| Indication of yield: | 3.563 per cent. (semi-annual)

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield. |
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5	Floating Rate Bonds Only – Historic Interest Rates	Not applicable
6	Index-Linked or other variable-linked Bonds only – Performance of Index/Formula/Other Variable and Other Information Concerning the Underlying	
	(i) Name of underlying index:	Not applicable
	(ii) Information about the Index, its volatility and past and future performance can be obtained from:	Not applicable
7	Dual currency Bonds only – Performance of Rate[s] of Exchange	Not applicable
8	Operational information	
	ISIN:	XS1371533867
	Common Code:	137153386
	Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking <i>société anonyme</i> 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