

Final Terms dated 16 December 2015

**THAMES WATER UTILITIES CAYMAN FINANCE LIMITED**

Issue of £45,000,000 0.721% Index Linked Class A Unwrapped Bonds due 21 December 2027

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 (the "Prospectus") 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.

- |          |       |                                  |  |
|----------|-------|----------------------------------|--|
| <b>1</b> | (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 |
| <b>2</b> | (i)   | Series Number:                   | 17   |
|          | (ii)  | Sub-Class Number:                | Not Applicable   |
| <b>3</b> |       | Relevant Currency or Currencies: | Sterling ("£")   |
| <b>4</b> |       | Aggregate Nominal Amount:        |  |
|          | (i)   | Series:                          | £45,000,000  |
|          | (ii)  | Sub-Class:                       | Not Applicable   |
|          | (iii) | Tranche:                         | £45,000,000  |
| <b>5</b> | (i)   | Issue Price:                     | 100.00 per cent. of the Aggregate Nominal Amount   |
|          | (ii)  | Net proceeds:                    | £44,842,500  |

<b>6</b>	(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
<b>7</b>	(i)	Issue Date:	21 December 2015
	(ii)	Interest Commencement Date (if different from the Issue Date):	Issue Date
<b>8</b>		Maturity Date:	21 December 2027
<b>9</b>		Instalment Date:	Not Applicable
<b>10</b>		Interest Basis:	0.721 per cent. Index Linked Interest
<b>11</b>		Redemption/Payment Basis:	Index Linked Redemption
<b>12</b>		Call Options:	Not Applicable
<b>13</b>	(i)	Status:	Class A Unwrapped Bonds
	(ii)	Date Board approval for issuance of Bonds and Guarantee obtained:	25 November 2015

#### **PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

<b>14</b>		Fixed Rate Bond Provisions:	Not Applicable
<b>15</b>		Floating Rate Bond Provisions:	Not Applicable
<b>16</b>		Zero Coupon Bond Provisions:	Not Applicable
<b>17</b>		Indexed Bond Provisions:	Applicable
	(i)	Index/Formula:	RPI, 3 months lag, Base Index Figure 259.53548
	(ii)	Interest Rate:	0.721 per cent.
	(iii)	Party responsible for calculating the Rate(s) of Interest, Interest Amount and Redemption Amount(s) (if not the Agent Bank):	Calculation Agent
	(iv)	Provisions for determining Coupon where calculation	Applicable – Condition 7(c) and 7(e)

by reference to Index  
and/or Formula is  
impossible or  
impracticable:

- |           |                                |   |
|-----------|--------------------------------|---|
| (v)       | Interest Payment Dates:        | 21 June and 21 December in each year starting on 21 June 2016, up to and including the Maturity Date, not adjusted. |
| (vi)      | First Interest Payment Date:   | 21 June 2016  |
| (vii)     | Business Day Convention:       | Following Business Day Convention   |
| (viii)    | Business Centres:              | London  |
| (ix)      | Minimum Indexation Factor:     | Not Applicable  |
| (x)       | Maximum Indexation Factor:     | Not Applicable  |
| (xi)      | Limited Indexation Month(s):   | Not Applicable  |
| (xii)     | Reference Gilt:                | UKTI 1.25% due 22 November 2027   |
| (xiii)    | Day Count Fraction:            | Actual/Actual (ICMA)  |
| <b>18</b> | Dual Currency Bond Provisions: | Not Applicable  |

#### **PROVISIONS RELATING TO REDEMPTION**

- |           |                          |                               |
|-----------|--------------------------|-------------------------------|
| <b>19</b> | Call Option:             | Not Applicable                |
| <b>20</b> | Final Redemption Amount: | £1,000 per calculation amount |

#### **GENERAL PROVISIONS APPLICABLE TO THE BONDS**

- |           |   |  |
|-----------|---|--|
| <b>21</b> | 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   |
| <b>22</b> | Relevant Financial Centre(s):   | London   |
| <b>23</b> | 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, renominalisation and reconventioning provisions: Not Applicable

**26** TEFRA rules: TEFRA D

**ISSUER/TWUL LOAN TERMS**

**27** Amount of relevant Term Advance/Index Linked Advances: £44,841,900

**28** Interest rate on relevant Term Advance/Index Linked Advances: 0.721, Index Linked

**29** Term of relevant Term Advance/Index Linked Advances: 21 December 2027 or earlier if the Bonds are redeemed early

**DISTRIBUTION**

**Method of distribution** **Non-syndicated**

**30** If syndicated, names of Managers: Not Applicable

Stabilising Manager (if any): Not Applicable

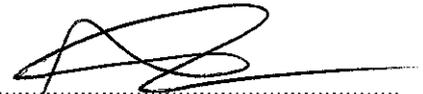
**31** If non-syndicated, name of Dealer: RBC Europe Limited

**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 with effect from 21 December 2015.
- 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: A-  
Moody's Investors Service Limited: A3

**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 Reasons for the offer**

- Reasons for the offer: The proceeds of the issue will be on-lent to TWUL under the terms of an Issuer/TWUL Loan Agreement, to be applied by TWUL for its general corporate purposes or used to repay or service TWUL's Financial Indebtedness

Estimated net proceeds: £44,841,900

Estimated total expenses: £158,100

**5 Fixed Rate Bonds only – Yield**

- Indication of yield: Not Applicable

**6 Floating Rate Bonds Only – Historic Interest Rates**

Not Applicable

**7 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:   | UK Retail Price Index (RPI)   |
| (ii) | Information about the Index, its volatility and past and future performance can be obtained from: | More information on RPI including past and current performance and its volatility and fall back provisions in the event of a disruption in the publication of RPI, can be found at <a href="http://www.statistics.gov.uk">www.statistics.gov.uk</a> |

**8 Operational information**

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|--|--|
| ISIN:  | XS1335311574   |
| Common Code:   | 133531157  |
| 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<br>Address: Winchester House<br>1 Great Winchester Street<br>London EC2N 2DB<br>United Kingdom |
| Names and addresses of additional Paying Agent(s) (if any):  | Not Applicable   |