



THAMES WATER (KEMBLE) FINANCE PLC

*(incorporated with limited liability in England and Wales with
registered number 07516930)
(Legal Entity Identifier: 213800S7UU2MQXYJQO60)*

**£1,000,000,000 Guaranteed Secured Medium Term Note Programme unconditionally and
irrevocably guaranteed by Kemble Water Finance Limited**

(incorporated with limited liability in England and Wales with registered number 05819317)

This Supplement (the "**Supplement**") to the Prospectus (the "**Prospectus**") dated 2 September 2020 which comprises a base prospectus, constitutes a supplementary prospectus for the purposes of Article 23 of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**") and is prepared in connection with the Guaranteed Secured Medium Term Note Programme (the "**Programme**") for the issuance of up to £1,000,000,000 Guaranteed Secured Medium Term Notes by Thames Water (Kemble) Finance plc (the "**Issuer**") unconditionally and irrevocably guaranteed by Kemble Water Finance Limited (the "**Guarantor**"). Terms defined in the Prospectus have the same meaning when used in this Supplement.

This Supplement is supplemental to, and should be read in conjunction with, the Prospectus and any other supplements to the Prospectus issued by the Issuer.

Each of the Issuer and the Guarantor accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer and the Guarantor the information contained in this Supplement is in accordance with the facts and this Supplement makes no omission likely to affect its import.

The purpose of this Supplement is to incorporate by reference into the Prospectus: the interim financial statements of: (a) the Guarantor; and (b) the Issuer, for the six month period ended 30 September 2020.

Incorporation of Interim Financial Statements

On 1 December 2020 the Guarantor published its interim financial statements (the “**Guarantor Interim Financial Statements**”) and the Issuer published its interim financial statements (the “**Issuer Interim Financial Statements**”) for the six month period ended 30 September 2020 (the Guarantor Interim Financial Statements and the Issuer Interim Financial Statements together being the “**Interim Financial Statements**”). A copy of the Guarantor Interim Financial Statements and of the Issuer Interim Financial Statements has been filed with the Central Bank of Ireland and, by virtue of this Supplement, the Interim Financial Statements are incorporated in, and form part of, the Prospectus. The Interim Financial Statements have been compiled and prepared on a basis which is: (a) comparable with the historical financial information for the financial year ended 31 March 2020; and (b) in accordance with EU-IFRS.

A copy of the Guarantor Interim Financial Statements is available on the website of Thames Water Utilities Limited at <https://www.thameswater.co.uk/media-library/home/about-us/investors/debt-investors/kemble/kemble-water-finance-ltd/reports/interim-report-2020-21.pdf>.

A copy of the Issuer Interim Financial Statements is available on the website of Thames Water Utilities Limited at <https://www.thameswater.co.uk/media-library/home/about-us/investors/debt-investors/kemble/thames-water-kemble-finance-plc/reports/interim-report-2020-21.pdf>.

The Interim Financial Statements shall also be physically available for inspection during normal business hours on any weekday (Saturdays and public holidays excepted) at the registered office of the Issuer and at the specified offices of the Paying Agents for the time being.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Prospectus by this Supplement and (b) any other statement in or incorporated by reference in the Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement, no other significant new factor, material mistake or inaccuracy relating to information included in the Prospectus has arisen or been noted, as the case may be, since the publication of the Prospectus.

If documents which are incorporated by reference to this Supplement themselves incorporate any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this Supplement for the purposes of the Prospectus Regulation except where such information or other documents are specifically incorporated by reference or where this Supplement is specifically defined as including such information.