

**SUPPLEMENT DATED 12 JANUARY 2022 TO THE PROSPECTUS DATED 26
OCTOBER 2021**



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 ("this **Supplement**") is prepared as a supplement to, and must be read in conjunction with the base prospectus dated 26 October 2021 (the "**Prospectus**", which definition includes the Prospectus and all information incorporated by reference therein) relating to the £1,000,000,000 Guaranteed Secured Medium Term Note Programme (the "**Programme**") established by Thames Water (Kemble) Finance plc (the "**Issuer**"). This Supplement together with the Prospectus constitutes a prospectus for the purposes of Regulation (EU) 2017/1129 as it forms part of domestic law in the United Kingdom by virtue of the European Union (Withdrawal) Act 2018 (the "**UK Prospectus Regulation**"). This Supplement constitutes a supplementary prospectus for the purposes of Article 23 of the UK Prospectus Regulation.

Unless otherwise defined in this Supplement, terms defined in the Prospectus have the same meaning when used in this Supplement. Unless stated otherwise, page numbers referred to in this Supplement refer to pages in the Prospectus.

This Supplement has been approved by the Financial Conduct Authority (the "**FCA**"), as competent authority under the UK Prospectus Regulation, as a supplement to the Prospectus in compliance with the UK Prospectus Regulation. The FCA only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the UK Prospectus Regulation. Such approval should not be considered as an endorsement of either the Issuer or the quality of the Bonds that are the subject of this Supplement and the Prospectus and investors should make their own assessment as to the suitability of investing in the Bonds.

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:

- (i) incorporate by reference into the Prospectus the unaudited interim financial statements of the Issuer and the Guarantor for the six month period ended 30 September 2021;
- (ii) incorporate by reference into the Prospectus the supplement to the TWUL Prospectus (the "**TWUL Supplemental Prospectus**"); and
- (iii) update the section headed "*Business Description of Guarantor*" to reflect certain changes to shareholder compositions,

each as described further below.

1 DOCUMENTS INCORPORATED BY REFERENCE

- 1.1** The unaudited interim financial statements of the Issuer for the six month period ended 30 September 2021 (available at: <https://www.thameswater.co.uk/media-library/home/about-us/investors/debt-investors/kemble/thames-water-kemble-finance-plc/reports/interim-report-2021-22.pdf>) shall, by virtue of this Supplement, be incorporated in, and form part of, the Prospectus.
- 1.2** The unaudited interim financial statements of the Guarantor for the six month period ended 30 September 2021 (available at: <https://www.thameswater.co.uk/media-library/home/about-us/investors/debt-investors/kemble/kemble-water-finance-ltd/reports/interim-report-2021-22.pdf>) shall, by virtue of this Supplement, be incorporated in, and form part of, the Prospectus.
- 1.3** The TWUL Supplemental Prospectus as published and approved by the Financial Conduct Authority on 12 January 2022 (available at <https://www.thameswater.co.uk/about-us/investors/debt-information>) shall, by virtue of this Supplement, be incorporated in, and form part of, the Prospectus and shall constitute “TWUL Disclosure” as defined in the Prospectus.

2 BUSINESS DESCRIPTION OF GUARANTOR

- 2.1** On 3rd December 2021, Greg Pestrak resigned as a director of the Guarantor. The row headed “Gregory Pestrak” in the table in the section headed “*Corporate Governance*” on page 84 of the Prospectus shall consequently be deleted in its entirety.
- 2.2** On 3rd December 2021, Universities Superannuation Scheme Limited (“USS”), agreed to acquire an additional 8.77% in Kemble Water Holdings Limited, the ultimate holding company of the Guarantor from investors Wren House Infrastructure LP. Once the acquisition is complete, USS's holding in Kemble Water Holdings Limited will be c. 19.7%.

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

Save as disclosed in this Supplement, no 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. An investor should be aware of its rights arising pursuant to Section 87Q(4) of the FSMA.

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 UK 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.

The date of this Supplement is 12 January 2022.