

FINAL TERMS

IMPORTANT – PROHIBITION OF SALES TO EEA AND UK RETAIL INVESTORS –The Bonds are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“**EEA**”) or in the United Kingdom (the “**UK**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU as amended (“**MiFID II**”); (ii) a customer within the meaning of Directive (EU) 2016/97 (the “**Insurance Distribution Directive**”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”). Consequently no key information document required by Regulation (EU) No 1286/2014 (the “**PRIIPs Regulation**”) for offering or selling the Bonds or otherwise making them available to retail investors in the EEA or in the UK has been prepared and therefore offering or selling the Bonds or otherwise making them available to any retail investor in the EEA or in the UK may be unlawful under the PRIIPs Regulation.

MiFID II product governance / Professional investors and ECPs only target market – Solely for the purposes of the manufacturer’s product approval process, the target market assessment in respect of the Bonds has led to the conclusion that: (i) the target market for the Bonds is eligible counterparties and professional clients only, each as defined in point (11) of Article 4(1) of MiFID II; and (ii) all channels for distribution of the Bonds to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Bonds (a “**distributor**”) should take into consideration the manufacturer’s target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Bonds (by either adopting or refining the manufacturer’s target market assessment) and determining appropriate distribution channels.

Final Terms dated 6 May 2020

THAMES WATER UTILITIES FINANCE PLC

LEI 213800ESMPQ4RQ7G8351

Issue of £40,000,000 Class A 2.442 per cent. Guaranteed Unwrapped Bonds due 12 May 2050

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 2 April 2020 which constitutes a base prospectus for the purposes of the Prospectus Regulation. This document constitutes the Final Terms of the Bonds described herein for the purposes of the Prospectus Regulation and must be read in conjunction with such base prospectus in order to obtain all the relevant information. The base prospectus is available on the website of the Irish Stock Exchange, trading as Euronext Dublin at: <https://www.ise.ie/Market-Data-Announcements/Debt/Individual-Debt-Instrument-Data/Dept-Security-Documents/?progID=834&uID=7173&FIELDSORT=docId>.

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| 1 | (i) Issuer: | Thames Water Utilities Finance PLC |
| | (ii) Guarantors: | Thames Water Utilities Holdings Limited and Thames Water Utilities Limited |

2	(i) Series Number:	27
	(ii) Sub-Class Number:	Not Applicable
3	Relevant Currency or Currencies:	Sterling (£)
4	Aggregate Nominal Amount:	
	(i) Series:	£40,000,000
	(ii) Sub-Class:	Not Applicable
	(iii) Tranche:	£40,000,000
5	(i) Issue Price:	100 per cent. of the Aggregate Nominal Amount
	(ii) Net proceeds:	£39,980,000
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:	12 May 2020
	(ii) Interest Commencement Date (if different from the Issue Date):	Issue Date
8	Maturity Date:	12 May 2050 adjusted for payment purposes only in accordance with the Following Business Day Convention
9	Instalment Date:	Not Applicable
10	Interest Basis:	2.442 per cent. Fixed Rate
11	Redemption/Payment Basis:	Redemption at par
12	Call Options:	Applicable Call Option
13	(i) Status:	Class A Unwrapped Bonds
	(ii) Date of Board approval for issuance of Bonds and Guarantee obtained:	27 April 2020 in respect of the Issuer, 24 April 2020 in respect of Thames Water Utilities Holdings Limited and 27 November 2019 in respect of Thames Water Utilities Limited

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14	Fixed Rate Bond Provisions:	Applicable
	(i) Interest Rate:	2.442 per cent. per annum payable annually in arrear

	(ii) Interest Payment Date(s):	12 May in each year commencing 12 May 2021 adjusted for payment purposes only in accordance with the Following Business Day Convention
	(iii) Fixed Coupon Amounts:	£24.42 per Calculation Amount
	(iv) Broken Amounts:	Not Applicable
	(v) Day Count Fraction:	Actual/Actual (ICMA)
	(vi) Determination Date:	12 May in each year
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	Issuer Maturity Call	Not Applicable
20	Call Option:	Applicable in accordance with Condition 8(b) with the applicable Reference Gilt being UKT 4.250 per cent. due December 2049
	(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
	(iv) Notice period:	As per Condition 8(b)
21	Final Redemption Amount:	£1,000 per Calculation Amount

GENERAL PROVISIONS APPLICABLE TO THE BONDS


22	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
23	Relevant Financial Centre(s):	London
24	Talons for future Coupons or Receipts to be attached to Definitive Bonds (and dates on which such Talons mature):	No
25	Details relating to Instalment Bonds:	Not Applicable
26	Redenomination, renominatisation and reconventioning provisions:	Not Applicable
27	TEFRA rules:	TEFRA D
ISSUER/TWUL LOAN TERMS		
28	Amount of relevant Term Advance:	£40,000,000
29	Interest rate on relevant Term Advance:	2.442 per cent. per annum payable annually in arrear
30	Term of relevant Term Advance:	Until 12 May 2050, or earlier if the Bonds are redeemed early.
DISTRIBUTION		
Method of distribution		Non-Syndicated
31	(i) If syndicated, names of Managers:	Not Applicable
	(ii) Stabilising Manager (if any):	Not Applicable
32	If non-syndicated, name of Dealer:	NatWest Markets Plc
33	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 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: AJ Stevens
Duly authorised

PART B

OTHER INFORMATION

- 1 **Listing**
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| (i) Listing: | Listed on the Official List of Euronext Dublin |
| (ii) Admission to trading: | Application has been made for the Bonds to be admitted to trading on the Regulated Market of Euronext Dublin. |
| (iii) Estimate of total expenses related to admission to trading: | EUR 1,000 |
- 2 **Ratings**
- Ratings:
- The Bonds to be issued have been rated:
- S&P Global Ratings Europe Limited: BBB+
- Moody's Investors Service Limited: Baa1
- As defined by S&P, a BBB+ rating means that the obligations of the Obligors exhibit adequate protection parameters. However, adverse economic conditions or changing circumstances are more likely to weaken the Obligors' capacity to meet their financial commitments on the obligation. The addition of the plus (+) sign indicates a ranking in the higher end of the 'BBB' rating category.
- As defined by Moody's, a Baa1 rating means that the obligations of the Obligors are considered medium grade and are subject to moderate credit risk and as such may possess certain speculative characteristics. The modifier 1 indicates a ranking in the higher end of the 'Baa' generic category.
- 3 **Interests of Natural and Legal Persons involved in the offer**
- Save 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**
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| (i) Reasons for the offer: | General corporate purposes. |
| (ii) Estimated net proceeds: | £39,980,000 |
| (iii) Estimated total expenses: | £20,000 |

5	Fixed Rate Bonds only – Yield	
	Indication of yield:	2.442 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:	XS2168290000
	Common Code:	216829000
	Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking S.A. 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
	Intended to be held in a manner which would allow Eurosystem eligibility	No. Whilst the designation is specified as “no” at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Bonds are capable of meeting them the Bonds may then be deposited with one of the ICSDs as common safekeeper. Note that this does not necessarily mean that the Bonds will then be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.
7	Green Bonds	Not Applicable