

Final Terms dated 16 December 2015

THAMES WATER UTILITIES CAYMAN FINANCE LIMITED

Issue of £40,000,000 0.750% Index Linked Class A Bonds due 18 December 2034

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 (i) 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:	18
	(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:	100.00 per cent. of the Aggregate Nominal Amount
	(ii)	Net proceeds:	£39,880,000

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:	18 December 2015
	(ii)	Interest Commencement Date (if different from the Issue Date):	Issue Date
8		Maturity Date:	18 December 2034
9		Instalment Date:	Not Applicable
10		Interest Basis:	0.750 per cent. Index Linked Interest
11		Redemption/Payment Basis:	Index Linked Redemption
12		Call Options:	Not Applicable
13	(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

14		Fixed Rate Bond Provisions:	Not Applicable
15		Floating Rate Bond Provisions:	Not Applicable
16		Zero Coupon Bond Provisions:	Not Applicable
17		Indexed Bond Provisions:	Applicable
	(i)	Index/Formula:	RPI, 3 months lag, Base Index Figure 259.54516
	(ii)	Interest Rate:	0.750 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 by reference to Index	Applicable – Condition 7(c) and 7(e)

and/or Formula is
impossible or
impracticable:

(v)	Interest Payment Dates:	18 June and 18 December in each year commencing on 18 June 2016, up to and including the Maturity Date, not adjusted.
(vi)	First Interest Payment Date:	18 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 0.750 per cent. due 2034
(xiii)	Day Count Fraction:	Actual/Actual (ICMA)
18	Dual Currency Bond Provisions:	Not Applicable

PROVISIONS RELATING TO REDEMPTION

19	Call Option:	Not Applicable
20	Final Redemption Amount:	£1,000 per Calculation Amount

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.
	(ii) If Registered Bonds:	Not Applicable
22	Relevant Financial Centre(s):	London
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, renominalisation and reconventioning provisions:	Not Applicable

26 TEFRA rules: TEFRA D

ISSUER/TWUL LOAN TERMS

27 Amount of relevant Term Advance/Index Linked Advances: £39,880,000

28 Interest rate on relevant Term Advance/Index Linked Advances: 0.750, Index Linked

29 Term of relevant Term Advance/Index Linked Advances: 18 December 2034 or earlier if the Bonds are redeemed early

DISTRIBUTION

Method of distribution **Non-syndicated**

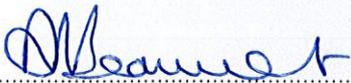
30 If syndicated, names of Managers: Not Applicable

Stabilising Manager (if any): Not Applicable

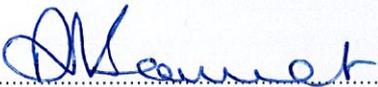
31 If non-syndicated, name of Dealer: HSBC Bank plc

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 18 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

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: £39,879,400

Estimated total expenses: £120,600

5 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 More information on RPI including past and current performance and its volatility and fall

past and future performance can be obtained from:

back provisions in the event of a disruption in the publication of RPI, can be found at www.statistics.gov.uk

6 Operational information

ISIN: XS1334772925

Common Code: 133477292

Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking *société anonyme* 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
Address: Winchester House
1 Great Winchester Street
London EC2N 2DB
United Kingdom

Names and addresses of additional Paying Agent(s) (if any): Not Applicable