

FINAL TERMS

PROHIBITION OF SALES TO EUROPEAN ECONOMIC AREA RETAIL INVESTORS – The Instruments 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**”). 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**”); or (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. Consequently, no key information document required by Regulation (EU) No 1286/2014 (the “**EU PRIIPs Regulation**”) for offering or selling the Instruments or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Instruments or otherwise making them available to any retail investor in the EEA may be unlawful under the EU PRIIPs Regulation.

PROHIBITION OF SALES TO UNITED KINGDOM RETAIL INVESTORS – The Instruments 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 United Kingdom (“**UK**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018, as amended (the “**EUWA**”); or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000, as amended (the “**FSMA**”) and any rules or regulations made under the FSMA to implement the Insurance Distribution Directive, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the EUWA. Consequently, no key information document required by the EU PRIIPs Regulation as it forms part of UK domestic law by virtue of the EUWA (the “**UK PRIIPs Regulation**”) for offering or selling the Instruments or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Instruments or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

UK MIFIR PRODUCT GOVERNANCE – Solely for the purposes of each manufacturer’s product approval process, the target market assessment in respect of the Instruments has led to the conclusion that: (i) the target market for the Instruments is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (“**UK MiFIR**”); and (ii) all channels for distribution of the Instruments to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Instruments (a “**distributor**”) should take into consideration the manufacturers’ target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the “**UK MiFIR Product Governance Rules**”) is responsible for undertaking its own target market assessment in respect of the Instruments (by either adopting or refining the manufacturers’ target market assessment) and determining appropriate distribution channels.

Final Terms dated 9 January 2024

CADENT FINANCE PLC

Legal Entity Identifier (LEI): 5493005M8TJ0J6IMUF67

guaranteed upon issue by

CADENT GAS LIMITED

(Legal Entity Identifier (LEI): 549300KCZ04E6ZUCZ288)

Issue of GBP 315,000,000 5.625 per cent. Green Finance Instruments due 2036
under the £7,000,000,000 Euro Medium Term Note 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 Prospectus dated 6 December 2023 which constitutes a base prospectus for the purposes of the Regulation (EU) 2017/1129 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (as amended or superseded) (the “**UK Prospectus Regulation**”). This document constitutes the Final Terms of the Instruments described herein for the purposes of the UK Prospectus Regulation and must be read in conjunction with such Prospectus. Full information on the Issuer, the Guarantor and the offer of the Instruments is only available on the basis of the combination of these Final Terms and the Prospectus. The Prospectus is available for viewing at, and copies may be obtained from, the registered address of the Issuer at Pilot Way, Ansty Park, Coventry CV7 9JU and the office of the Issuing and Paying Agent at One Canada Square, London E14 5AL and are available for viewing on the website of Regulatory News Services operated by the London Stock Exchange at www.londonstockexchange.com/exchange/news/market-news/market-news-home.html.

1	(i) Issuer:	Cadent Finance plc
	(ii) Guarantor:	Cadent Gas Limited
2	(i) Series Number:	14
	(ii) Tranche Number:	1
	(iii) Date on which the Instruments become fungible:	Not Applicable
3	Specified Currency or Currencies:	Pound Sterling (“ GBP ” or “ £ ”)
4	Aggregate Principal Amount:	
	(i) Series:	GBP 315,000,000
	(ii) Tranche:	GBP 315,000,000
5	Issue Price:	99.527 per cent. of the Aggregate Principal Amount
6	Specified Denomination(s):	GBP 100,000 and integrals of GBP 1,000 in excess thereof
7	Calculation Amount:	GBP 1,000
8	(i) Issue Date:	11 January 2024
	(ii) Trade Date:	4 January 2024

	(iii) Interest Commencement Date:	11 January 2024
9	Maturity Date:	11 January 2036
10	Interest Basis:	5.625 per cent. Fixed Rate (See paragraph 15 below)
11	Redemption/Payment Basis:	Subject to any purchase and cancellation or early redemption, the Instruments will be redeemed on the Maturity Date at 100.00 per cent. of their principal amount
12	Change of Interest or Redemption/Payment Basis:	Not Applicable
13	Put/Call Options:	Issuer Call (Make-whole) (See paragraph 20 below)
14	Date Board approval for issuance of Instruments and the Guarantee obtained:	22 March 2023

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15	Fixed Rate Instrument Provisions	Applicable
	(i) Rate of Interest:	5.625 per cent. per annum payable annually in arrear
	(ii) Interest Payment Date(s):	11 January in each year commencing on 11 January 2025 and ending on the Maturity Date
	(iii) Fixed Coupon Amount:	£56.25 per Calculation Amount
	(iv) Broken Amount(s):	Not Applicable
	(v) Day Count Fraction (Condition 4.3.5):	Actual/Actual (ICMA)
	(vi) Determination Dates (Condition 4.3.5):	11 January in each year
16	Floating Rate Instrument Provisions	Not Applicable
17	Index Linked Interest Instrument	Not Applicable

PROVISIONS RELATING TO REDEMPTION

18	Residual Holding Call Option	Not Applicable
19	Call Option	Not Applicable
20	Make-whole Redemption Option	Applicable
	(i) Make-whole Redemption Date(s):	At any time prior to Maturity Date
	(a) Reference Bond:	UKT 4.250% due March 2036
	(b) Quotation Time:	11 a.m. (London time)
	(c) Redemption Margin:	0.25 per cent.

	(d) Determination Date:	Second London Business Day prior to the Make-whole Redemption Date
	(ii) If redeemable in part:	Not Applicable
	(iii) Notice periods (Condition 6.5.3):	Minimum Period: 15 days Maximum Period: 30 days
21	Redemption at the Option of the Instrumentholders on a Restructuring Event	
	Optional Put Redemption Amount(s) of each Instrument:	GBP 1,000 per Calculation Amount
22	Optional Put Option	Not Applicable
23	Final Redemption Amount of each Instrument	GBP 1,000 per Calculation Amount
24	Early Redemption Amount	
	(i) Early Redemption Amount(s) of each Instrument payable on redemption for taxation reasons (Condition 6.2) or on Event of Default (Condition 10):	GBP 1,000 per Calculation Amount
	(ii) Redemption for taxation reasons permitted on days other than Interest Payment Dates (Condition 6.2):	Yes
	(iii) Notice Periods (Condition 6.2):	Minimum Period: 30 days Maximum Period: 45 days

GENERAL PROVISIONS APPLICABLE TO THE INSTRUMENTS

25	Form of Instruments	Temporary Global Instrument exchangeable for a Permanent Global Instrument which is exchangeable for Definitive Instruments in the limited circumstances specified in the Permanent Global Instrument
26	New Global Note:	Yes
27	Financial Centre(s) or other special provisions relating to Payment Dates (Condition 7.6):	Not Applicable
28	Talons for future Coupons to be attached to Definitive Instruments (and dates on which such Talons mature):	No

Signed on behalf of the Issuer:

By: 
Duly authorised

Signed on behalf of Cadent Gas Limited:

By: 
Duly authorised

PART B – OTHER INFORMATION

1 LISTING AND TRADING

- (i) Listing: The Official List of the Financial Conduct Authority
- (ii) Admission to trading: Application has been made by the Issuer (or on its behalf) for the Instruments to be admitted to trading on the London Stock Exchange’s Main Market and, in addition, on the Transition Bond Segment of the London Stock Exchange with effect from 11 January 2024.
- (iii) Estimate of total expenses related to admission to trading: £5,850

2 RATINGS

- Ratings: The Instruments to be issued are expected to be rated:
S&P: BBB+
Moody’s: Baa1
Fitch: A-

3 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

So far as the Issuer is aware, no person involved in the offer of the Instruments has an interest material to the offer.

4 REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

- (i) Reasons for the offer: An amount equal to the net proceeds from the issue of the Instruments (the “**Green Finance Instruments**”) will be allocated to financing and/or refinancing, in whole and in part, new and/or existing projects contributing substantially to climate change mitigation within an Eligible Category (as defined below) (“**Eligible Projects**”).

“**Eligible Category**” means:

Category	Description
Transmission and distribution networks for renewable and low-carbon gases	<ul style="list-style-type: none">• Conversion, repurposing or retrofit of gas networks for the transmission and distribution of renewable and low-carbon gases.• Construction or operation of

	transmission and distribution pipelines dedicated to the transport of hydrogen or other low-carbon gases.
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“Green Finance Framework” means Cadent’s Green Finance Framework dated 1 March 2023, as amended from time to time.

“Green Finance-Related Activities Portfolio” means a portfolio of Eligible Projects.

“Green Finance Second Party Opinion” means an opinion to be issued by ICS in connection with the Green Finance Instruments.

An amount equal to the net proceeds from any issue of Green Finance Instruments will be managed by the Issuer in a portfolio approach. The Issuer has established systems to monitor and account for the net proceeds for investment in the Green Finance-Related Activities Portfolio.

Pending allocation of an amount equal to the net proceeds for investment in the Green Finance-Related Activities Portfolio, the Issuer will hold an amount equal to the net proceeds in an operating account, at its discretion, in the form of cash or other investments. The balance of the Green Finance-Related Activities Portfolio, until such amount is used in full, will be periodically adjusted to match allocations to Eligible Projects.

The Issuer aims to achieve full allocation for all Green Finance Instruments within 24 months of their respective issuance date.

The Issuer expects to issue a report on (i) the Green Finance-Related Activities Portfolio to which an amount equal to the net proceeds of the Green Finance Instruments have been allocated and (ii) where possible, the associated impact metrics of the Green Finance Instruments, as further described in the Green Finance Framework. This report is intended to be issued

once a year until all Green Finance Instruments are repaid in full or until the maturity date of those Green Finance Instruments. The Issuer intends for the report to be reviewed by a third party consultant or with limited assurance by an independent auditor. In addition, the Issuer expects to provide regular information through its website www.cadentgas.com on the environmental outcomes of the Green Finance-Related Activities Portfolio.

The Green Finance Framework and the Green Finance Second Party Opinion are not incorporated by reference into the Final Terms and therefore do not form part of the Final Terms and, for the avoidance of doubt, unless specifically incorporated by reference in the Final Terms, information contained on the websites referred to above do not form part of the Final Terms.

For further information, see “*Use of Proceeds*” in the Prospectus.

(ii) Estimated net proceeds:	£312,801,300
(iii) Estimated total expenses:	£5,850

5 YIELD

Indication of yield:	Calculated as 5.625 per cent. (annual basis) on the Issue Date. The yield is calculated on the Issue Date on the basis of the Issue Price. It is not an indication of future yield.
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6 OPERATIONAL INFORMATION

ISIN:	XS2743029923
FISN:	See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
CFI Code:	See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
Common Code:	274302992
CINS:	Not Applicable
Any clearing system(s) other than CDS, Euroclear Bank SA/NV and Clearstream Banking S.A. and the identification number(s):	Not Applicable

Delivery:	Delivery against payment
Names and addresses of initial Paying Agent(s):	Bank of New York Mellon, London Branch 160 Queen Victoria Street London EC4V 4LA United Kingdom
Names and addresses of additional Paying Agent(s) (if any):	None
Intended to be held in a manner which would allow Eurosystem eligibility:	Yes. Note that the designation “yes” simply means that the Instruments are intended upon issue to be deposited with one of the ICSDs as common safekeeper (and, in case of Registered Instruments, registered in the name of a nominee of one of the ICSDs acting as common safekeeper) and does not necessarily mean that the Instruments will be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.
If syndicated, names of Managers:	Lloyds Bank Corporate Markets plc MUFG Securities EMEA plc NatWest Markets Plc
If non-syndicated, name of Dealer:	Not Applicable
Stabilisation Manager(s) if any:	Not Applicable

7 U.S. SELLING RESTRICTIONS

U.S Selling Restrictions:	Reg. S Compliance Category 2; TEFRA D
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8 GREEN FINANCE INSTRUMENTS

Green Finance Instruments:	Applicable
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