

FINAL TERMS

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

PROHIBITION OF SALES TO 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 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 domestic law by virtue of the European Union (Withdrawal) Act 2018 as amended from time to time (“**EUWA**”); (ii) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, 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 domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA. Consequently, no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the “**UK PRIIPs Regulation**”) for offering or selling the Bonds or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Bonds or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

UK MiFIR Product Governance / Target Market – Solely for the purposes of the manufacturers’ 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 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 domestic law by virtue of the European Union (Withdrawal) Act 2018 (“**UK MiFIR**”); 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 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 Bonds (by either adopting or refining the manufacturers’ target market assessment) and determining appropriate distribution channels.

Final Terms dated 26 January 2024

THAMES WATER UTILITIES FINANCE PLC

LEI 213800ESMPQ4RQ7G8351

Issue of £275,000,000 7.125 per cent. Class A Unwrapped Bonds due 2031

under the £15,000,000,000 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 prospectus dated 12 October 2023 and the supplemental prospectuses dated 15 January 2024 and 19 January 2024 which together constitute a prospectus for the purposes of the UK Prospectus Regulation. This document constitutes the Final Terms of the Bonds described herein for the purposes of the UK Prospectus Regulation and must be read in conjunction with such prospectus as so supplemented in order to obtain all the relevant information. The prospectus and the supplemental prospectuses are available on the website of the Issuer, at: <https://www.thameswater.co.uk/about-us/investors/debt-information>

1	(i) Issuer:	Thames Water Utilities Finance plc
	(ii) Guarantors:	Thames Water Utilities Holdings Limited and Thames Water Utilities Limited
2	(i) Series Number:	37
	(ii) Sub-Class Number:	Not Applicable
3	Relevant Currency or Currencies:	Sterling (“ GBP ”)
4	Aggregate Nominal Amount:	
	(i) Series:	£275,000,000
	(ii) Sub-Class:	Not Applicable
	(iii) Tranche:	£275,000,000
5	(i) Issue Price:	99.163 per cent. of the Aggregate Nominal Amount
	(ii) Net proceeds:	£272,010,750 (net of Base Fees)
6	(i) Specified Denominations:	£100,000 and integral multiples of £1,000 in excess thereof up to and including £199,000. No Bond in definitive form will be issued with a denomination above £199,000.
	(ii) Calculation Amount	£1,000
7	(i) Issue Date:	30 January 2024
	(ii) Interest Commencement Date (if different from the Issue Date):	Not Applicable
8	Maturity Date:	30 April 2031
9	Instalment Date:	Not Applicable
10	Interest Basis:	7.125 per cent. per annum Fixed Rate
11	Change of Interest Basis	Not Applicable

12	Redemption/Payment Basis:	Redemption at par
13	Call Options:	Applicable Call Option Issuer Maturity Call (further particulars specified below)
14	(i) Status:	Class A Unwrapped Bonds
	(ii) Date Board approval for issuance of Bonds and Guarantee obtained:	29 November 2023 in respect of the Issuer, 29 November 2023 in respect of Thames Water Utilities Holdings Limited and 29 November 2023 in respect of Thames Water Utilities Limited.

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15	Fixed Rate Bond Provisions:	Applicable
	(i) Interest Rate:	7.125 per cent. per annum payable annually in arrear
	(ii) Interest Payment Date(s):	30 April in each year commencing on 30 April 2025 and continuing up to and including the Maturity Date. There will be a long first coupon in respect of the first Interest Period, from and including the Interest Commencement Date to, but excluding, 30 April 2025 (the “ Long First Coupon ”).
	(iii) Fixed Coupon Amounts:	£71.25 per Calculation Amount
	(iv) Broken Amounts:	£88.97 per Calculation Amount in respect of the Long First Coupon, payable on the Interest Payment Date falling on 30 April 2025
	(v) Day Count Fraction:	Actual/Actual (ICMA)
	(vi) Determination Date:	For the purposes of the Long First Coupon, the first Determination Date shall be 30 April 2023, and 30 April of each year thereafter
	(vii) Reference Gilt:	Not Applicable
16	Floating Rate Bond Provisions:	Not Applicable
17	Zero Coupon Bond Provisions:	Not Applicable
18	Indexed Bond Provisions:	Not Applicable
19	Dual Currency Bond Provisions:	Not Applicable

PROVISIONS RELATING TO REDEMPTION

20	Issuer Maturity Call	Applicable in accordance with Condition 8(j)
	(i) Issuer Maturity Call Period	The period commencing on (and including) the day that is 3 months prior to the Maturity Date to (and excluding) the Maturity Date.

21	Call Option:	Applicable in accordance with Condition 8(b)
	(i) Optional Redemption Date(s):	Any Interest Payment Date prior to the first day of the Issuer Maturity Call Period
	(ii) Optional Redemption Amount(s):	Calculated in accordance with Condition 8(b)
	(iii) Redemption Margin:	Reference Gilt + 50bps
	(iv) Reference Gilt:	UKT 0.250% due 31 July 2031
	(v) Reference Stock:	Not Applicable
	(vi) Reference Dealer:	As selected by the Issuer at the relevant time
	(vii) Determination Date:	Not Applicable
	(viii) Determination Time:	Not Applicable
	(ix) If redeemable in part:	
	(a) Minimum Redemption Amount:	Not Applicable
	(b) Maximum Redemption Amount:	Not Applicable
	(x) Notice period:	As set out in Condition 8(b)
22	Final Redemption Amount:	£1,000 per Calculation Amount

GENERAL PROVISIONS APPLICABLE TO THE BONDS

23	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
24	Additional Business Day Centre(s):	Not Applicable
25	Talons for future Coupons or Receipts to be attached to Definitive Bonds (and dates on which such Talons mature):	No
26	Details relating to Instalment Bonds:	Not Applicable
27	Redenomination, renominatisation and reconventioning provisions:	Not Applicable
28	TEFRA rules:	TEFRA D

DISTRIBUTION


Method of distribution

Syndicated


29	(i) If syndicated, names of Managers:	Lloyds Bank Corporate Markets plc, MUFG Securities EMEA plc, NatWest Markets Plc, The Toronto-Dominion Bank,
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		Banco Santander, S.A., National Australia Bank Limited (ABN: 12 004 044 937), Skandinaviska Enskilda Banken AB (publ) The Bank of Nova Scotia, London Branch
	(ii) Stabilising Manager (if any):	Not Applicable
30	If non-syndicated, name of Dealer:	Not Applicable
31	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

PART B OTHER INFORMATION

1 Listing

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|---|---|
| (i) Listing: | Listed on the Official List of Financial Conduct Authority |
| (ii) Admission to trading: | Application has been made for the Bonds to be admitted to trading on the Main Market of the London Stock Exchange with effect from 30 January 2024. |
| (iii) Estimate of total expenses related to admission to trading: | £5,850 |

2 Ratings

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| Ratings: | <p>The Bonds to be issued have been rated:</p> <p>S&P Global Ratings UK Limited: BBB (CreditWatch Negative)</p> <p>Moody's Investors Service Limited: Baa1 (stable)</p> <p>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. CreditWatch Negative indicates a rating may be lowered.</p> <p>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. A stable outlook indicates a low likelihood of a rating change over the medium term.</p> |
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3 Interests of Natural and Legal Persons involved in the Issue/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 and estimated net proceeds

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| (i) Reasons for the offer: | General Corporate Purposes and tender settlement |
| (ii) Estimated net proceeds: | £272,010,750 (net of Base Fees) |

5 Fixed Rate Bonds only – Yield

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| Indication of yield: | 7.264 per cent. per annum (on an annual basis) |
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The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

9 Operational information

ISIN: XS2755443020

Common Code: 275544302

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

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

10 Green Bonds Not Applicable

11 Social Bonds Not Applicable

12 Sustainability Bonds Not Applicable