

FINAL TERMS

MIFID II PRODUCT GOVERNANCE - Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in MiFID II; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a distributor) should take into consideration the manufacturers' target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

Final Terms dated 17 July 2018

CADENT FINANCE PLC

guaranteed upon issue by

CADENT GAS LIMITED

Issue of JPY 10,000,000,000 1.02 per cent. Senior Unsecured Instruments due 19 July 2033
under the £6,000,000,000 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 14 December 2017 which constitutes a base prospectus for the purposes of the Directive 2003/71/EC, as amended (the "Prospectus Directive"). This document constitutes the Final Terms of the Instruments described herein for the purposes of Article 5.4 of the Prospectus Directive 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 Ashbrook Court Prologis Park, Central Boulevard, Coventry, United Kingdom, CV7 8PE 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:	10
	(ii) Tranche Number:	1
	(iii) Date on which the Instruments become fungible:	Not Applicable
3	Specified Currency or Currencies:	Japanese Yen ("JPY")
4	Aggregate Principal Amount:	
	(i) Series:	JPY 10,000,000,000
	(ii) Tranche:	JPY 10,000,000,000
5	Issue Price:	100.00 per cent. of the Aggregate Principal Amount

6	Specified Denomination(s):	JPY 100,000,000
7	Calculation Amount:	JPY 100,000,000
8	(i) Issue Date:	19 July 2018
	(ii) Interest Commencement Date:	Issue Date
9	Maturity Date:	19 July 2033
10	Interest Basis:	1.02 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:	Not Applicable
14	Date Board approval for issuance of Instruments and the Guarantee obtained:	28 June 2018

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15	Fixed Rate Instrument Provisions	Applicable
	(i) Rate of Interest:	1.02 per cent. per annum payable semi-annually in arrear
	(ii) Interest Payment Date(s):	20 June and 20 December in each year commencing on 20 December, 2018, up to and including the Maturity Date, subject to adjustment in accordance with the Modified Following Business Day Convention. There will be a short first coupon on 20 December 2018 and a short last coupon on the Maturity Date.
	(iii) Fixed Coupon Amount:	JPY 510,000 per Calculation Amount other than the Broken Amounts (as set out below)
	(iv) Broken Amount(s):	JPY 427,833 per Calculation Amount, payable on the Interest Payment Date falling on 20 December 2018 and JPY 82,167 per Calculation Amount, payable on the Maturity Date
	(v) Day Count Fraction (Condition 4.3.5):	30/360, unadjusted
	(vi) Determination Dates (Condition 4.3.5):	Not Applicable
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
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19	Call Option	Not Applicable
20	Make-whole Redemption Option	Not Applicable
21	Redemption at the Option of the Instrumentholders on a Restructuring Event	
	Optional Put Redemption Amount(s) of each Instrument:	JPY 100,000,000 per Calculation Amount
22	Optional Put Option	Not Applicable
23	Final Redemption Amount of each Instrument	JPY 100,000,000 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):	JPY 100,000,000 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):	Tokyo and London
28	Talons for future Coupons to be attached to Definitive Instruments (and dates on which such Talons mature):	Yes, as the Instruments have more than 27 coupon payments, Talons may be required if, on exchange into definitive form, more than 27 coupon payments are still to be made

Signed on behalf of the Issuer:

By: *Romallan*
Duly authorised

Signed on behalf of Cadent Gas Limited:

By: *Romallan*
Duly authorised

PART B – OTHER INFORMATION

1 LISTING AND TRADING

- (i) Listing: The Official List
- (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 regulated market with effect from the Issue Date.
- (iii) Estimate of total expenses related to admission to trading: £ 3,375

2 RATINGS

Ratings: The Instruments to be issued have not been rated.

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 Fixed Rate Instruments only – YIELD

Indication of yield: Calculated as 1.02 per cent per annum 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.

5 OPERATIONAL INFORMATION

ISIN: XS1854907778

Common Code: 185490777

Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking S.A. and the identification number(s): Not Applicable

Delivery: Delivery against payment

Names and addresses of initial Paying Agent(s): The Bank of New York Mellon, London Branch

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 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:

Not Applicable

If non-syndicated, name of Dealer:

Merrill Lynch International

Stabilisation Manager(s) if any:

Not Applicable

6 U.S. SELLING RESTRICTIONS

U.S Selling Restrictions:

Reg. S Compliance Category 2; TEFRA D