

## FINAL TERMS

**PROHIBITION OF SALES TO EEA RETAIL INVESTORS** - The Notes 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 (as amended, the “**EU PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes 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 Notes 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 Directive (EU) 2016/97 (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 Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes 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 Notes has led to the conclusion that: (i) the target market for the Notes 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 EUWA (“**UK MiFIR**”); 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 the UK MiFIR product governance rules set out in 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 Notes (by either adopting or refining the manufacturers’ target market assessment) and determining appropriate distribution channels.

**Final Terms dated 12 September 2023**

**SOUTHERN GAS NETWORKS PLC**

**Legal Entity Identifier: 549300SPX8573VZ2SK79**

Issue of £200,000,000 1.250 per cent. Fixed Rate Notes, due 2 December 2031, to be consolidated and form a single Series in the amount of £450,000,000 when consolidated with

series 2020-1 £250,000,000 1.250 per cent. Notes due 2 December 2031 issued on 2 December 2020 (the “**Existing Notes**”)

**under the £5,000,000,000 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 Terms and Conditions (the “**Conditions**”) set forth in the Prospectus dated 15 October 2020 which are incorporated by reference in the Prospectus dated 4 September 2023. This document constitutes the Final Terms of the Notes described herein for the purposes of Regulation (EU) 2017/1129 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (as amended) (the “**UK Prospectus Regulation**”) and must be read in conjunction with the Prospectus dated 4 September 2023 which constitutes a base prospectus for the purposes of the UK Prospectus Regulation (the “**Prospectus**”), including the Conditions and any other documents incorporated by reference in the Prospectus. The Prospectus is available for viewing on the website of the London Stock Exchange at <http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html>.

1	(i)	Issuer:	Southern Gas Networks plc
2	(i)	Series Number:	2020-1
	(ii)	Tranche Number:	2
	(iii)	Date on which the Notes will be consolidated and form a single Series:	The Notes shall be consolidated, form a single Series and be interchangeable for trading purposes with the Existing Notes on exchange of the Temporary Global Note for interests in the Permanent Global Note which is expected to occur on or about 2 December 2023.
3		Specified Currency:	GBP Sterling (£)
4		Aggregate Nominal Amount of Notes:	£200,000,000
	(i)	Series:	£450,000,000
	(ii)	Tranche:	£200,000,000
5		Issue Price:	67.874 per cent. of the Aggregate Nominal Amount plus accrued interest of £1,958,904.11 representing 286 days from and including 2 December 2022 up to but excluding the Issue Date.
6	(i)	Specified Denominations:	£100,000 and integral multiples of £1,000 in excess thereof up to and including £199,000. Definitive Notes will not be issued in denominations in excess of £199,000.
	(ii)	Calculation Amount:	£1,000
7	(i)	Issue Date:	14 September 2023

	(ii)	Interest Commencement Date:	2 December 2022
8		Maturity Date:	2 December 2031
9		Interest Basis:	1.250 per cent. Fixed Rate
10		Redemption/Payment Basis:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at par
11		Change of Interest or Redemption/Payment Basis:	Not Applicable
12		Call Options:	Applicable Issuer Call Issuer Maturity Call See paragraphs 18 and 19 below
13		Date Board approval for issuance of Notes obtained:	26 July 2023

## PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14	<b>Fixed Rate Note Provisions</b>	Applicable
	(i) Rate of Interest:	1.250 per cent. per annum payable annually in arrear
	(ii) Interest Payment Date(s):	2 December in each year commencing on 2 December 2023 up to and including the Maturity Date adjusted in accordance with the Modified Following Business Day Convention
	(iii) Fixed Coupon Amount(s):	£12.50 per Calculation Amount
	(iv) Broken Amount(s):	Not Applicable
	(v) Day Count Fraction:	Actual/Actual (ICMA)
	(vi) Determination Dates:	2 December in each year
15	<b>Floating Rate Note Provisions</b>	Not Applicable
16	<b>Zero Coupon Note Provisions</b>	Not Applicable
17	<b>Index Linked Interest Note</b>	Not Applicable

## PROVISIONS RELATING TO REDEMPTION

18	<b>Issuer Maturity Call</b>	Applicable
	(i)	Notice Periods
		Minimum Period: 15 days
		Maximum Period: 30 days
	(ii)	Issuer Maturity Call Period:
		The period commencing on (and including) the day that is 90 days prior to the Maturity Date to (and excluding) the Maturity Date.

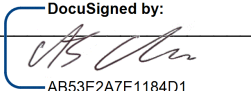
19	<b>Issuer Call</b>	Applicable
	(i) Optional Redemption Date(s):	At any time prior to the first day of the Issuer Maturity Call Period
	(ii) Optional Redemption Amount(s) of each Note and method, if any, of calculation of such amount(s):	Calculated in accordance with Condition 7(e)
	(iii) If redeemable in part:	
	(a) Minimum Redemption Amount:	Not Applicable
	(b) Maximum Redemption Amount:	Not Applicable
	(iv) Notice period:	Minimum Period: 15 days Maximum Period: 30 days
	(v) Applicable Uplift	Not Applicable
	(vi) Redemption Margin	0.15 per cent. (15 basis points)
20	<b>Final Redemption Amount</b>	£1,000 per Calculation Amount
21	<b>Early Redemption Amount</b>	
	Early Redemption Amount(s) payable on redemption for taxation reasons or on event of default or other early redemption:	£1,000 per Calculation Amount

## GENERAL PROVISIONS APPLICABLE TO THE NOTES

22	Form of Notes:	Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note
23	New Global Note:	Yes
24	Financial Centre(s) or other special provisions relating to Payment Dates:	Not Applicable
25	Talons for future Coupons to be attached to Definitive Notes:	No

Signed on behalf of the Issuer:

By: \_\_\_\_\_  
Duly authorised

DocuSigned by:  
  
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## PART B — OTHER INFORMATION

### 1 LISTING

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|--|---|
| (i) Admission to trading:  | Application is expected to be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the Regulated Main Market of the London Stock Exchange and admitted to the Official List of the FCA with effect from 14 September 2023.<br><br>The Existing Notes have been admitted to trading on the Regulated Main Market of the London Stock Exchange and admitted to the Official List of the FCA with effect from 2 December 2020. |
| (ii) Estimate of total expenses related to admission to trading: | £2,750  |

### 2 RATING

- |          |  |
|----------|--|
| Ratings: | <p>The Notes to be issued have been rated:</p> <p>Standard and Poor's: BBB</p> <p>Moody's: Baa1</p> <p>Fitch: BBB+</p> <p>As per Standard and Poors' Global Ratings Definitions for Long-Term Issue Credit Ratings, an obligation rated 'BBB' exhibits adequate protection parameters. However, adverse economic conditions or changing circumstances are more likely to weaken the obligor's capacity to meet its financial commitments on the obligation.</p> <p>As per Moody's Global Long-Term Rating Scale in its Rating Symbols and Definitions, obligations rated 'Baa' are judged to be medium-grade and subject to moderate credit risk and as such may possess certain speculative characteristics. The modifier '1' indicates that the obligation ranks in the higher end of its generic rating category.</p> <p>As per Fitch's Rating Definitions for Corporate Finance Obligations, 'BBB' ratings indicate that expectations of credit risk are currently low. The capacity for payment of financial commitments is considered adequate, but adverse business or economic conditions are more likely to impair this capacity. The modifier '+' is appended to denote relative status within the 'BBB' category.</p> |
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### 3 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

Save as discussed in "*Subscription and Sale*", so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer." The Joint Lead Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for the Issuer and its affiliates in the ordinary course of business.

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

- |      |                         |   |
|------|-------------------------|---|
| (i)  | Reasons for the offer:  | The proceeds will be used for the general corporate purposes of the Issuer. |
| (ii) | Estimated net proceeds: | £137,156,904.11   |

**5 YIELD**

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|----------------------|---|
| Indication of yield: | 6.397 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**

- |        |  |   |
|--------|--|---|
| (i)    | ISIN:  | XS2680830226 until the Notes are consolidated and form a single series with the Existing Notes after which they will have ISIN XS2265531181   |
| (ii)   | Common Code:   | 268083022 until the Notes are consolidated and form a single series with the Existing Notes after which they will have Common Code 226553118  |
| (iii)  | CFI  | As otherwise shown on the website of the Association of National Numbering Agencies.  |
| (iv)   | FISN   | As otherwise shown on the website of the Association of National Numbering Agencies.  |
| (v)    | Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking S.A. and the relevant identification number(s): | Not Applicable  |
| (vi)   | Delivery:  | Delivery against payment  |
| (vii)  | Names and addresses of additional Paying Agent(s) (if any):  | Not Applicable.   |
| (viii) | Intended to be held in a manner which would allow Eurosystem eligibility:  | Yes. Note that the designation "yes" simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the Notes 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. |

## **7 U.S. SELLING RESTRICTIONS**

U.S. Selling Restrictions

Reg. S Compliance Category 2; TEFRA D