

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**”); 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 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 (the “**EUWA**”); or (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. 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 / PROFESSIONAL INVESTORS AND ECPS ONLY TARGET MARKET – Solely for the purposes of the manufacturer’s 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 (“**COBS**”), 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 manufacturer’s 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 manufacturer’s target market assessment) and determining appropriate distribution channels.

Final Terms dated 29 May 2024

SW (FINANCE) I PLC

Legal Entity Identifier (LEI): 549300BHN1HB5BNG2R96

Issue of £100,000,000 Sub-Class A15 7.375 per cent. Fixed Rate Class A Guaranteed Sustainability Bonds due 2041 (the “**Bonds**”) (to be consolidated and form a single series with the existing Series 9

£450,000,000 Sub-Class A15 7.375 per cent. Fixed Rate Class A Guaranteed Sustainability Bonds due 2041 issued on 12 December 2023 (the “**Original Bonds**”))

under the £6,000,000,000 Multicurrency Programme for the issuance of Guaranteed Bonds

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the terms and conditions set forth in the base prospectus dated 14 November 2023 and the supplemental base prospectuses dated 29 November 2023 and 6 February 2024 which together constitute a base prospectus (the “**Prospectus**”) for the purposes of Article 8 of Regulation (EU) 2017/1129 (and amendments thereto) as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (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 the Prospectus. 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 Prospectus. The Prospectus and the supplemental Prospectuses are available for viewing at <https://www.southernwater.co.uk/our-story/investors>.

1	(i)	Issuer:	SW (Finance) I PLC
	(ii)	Guarantors:	Southern Water Services Limited, SWS Holdings Limited, SW (Finance) II Limited and SWS Group Holdings Limited
2	(i)	Series Number:	9
	(ii)	Sub-Class Number:	A15
	(iii)	Date on which the Bonds become fungible with the Original Bonds:	The Bonds shall be consolidated, form a single series and be interchangeable for trading purposes with the Originals Bonds on exchange of the Temporary Global Bond for interests in the Permanent Global Bond, as referred to in paragraph 23 below, which is expected to occur on or about 10 July 2024 (the “ Consolidation Date ”)
3		Relevant Currency or Currencies:	British Pound Sterling (“£”)
4		Aggregate Nominal Amount of Bonds admitted to trading:	
	(i)	Series:	£550,000,000
	(ii)	Tranche:	£100,000,000
	(iii)	Sub-Class:	£550,000,000
5	(i)	Issue Price:	92.372 per cent. of the Aggregate Nominal Amount of the Tranche plus an amount equal to £3,445,696.72 corresponding to accrued interest on the Aggregate Nominal Amount of the Tranche from, and including the Interest Commencement Date to, but excluding, the Issue Date

	(ii) Offer Price (if different from Issue Price):	Not Applicable
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:	31 May 2024
	(ii) Interest Commencement Date (if different from the Issue Date):	12 December 2023
8	Maturity Date:	12 December 2041
9	Instalment Date:	Not Applicable
10	Interest Basis:	7.375 per cent. Fixed Rate
11	Redemption/Payment Basis:	Redemption at par
12	Change of Interest or Redemption/Payment Basis:	Not Applicable
13	Call Options:	Issuer Call Option
14	(i) Status and Ranking:	The Class A Bonds rank <i>pari passu</i> among each other in terms of interest and principal payments and rank in priority to the Class B Bonds.
	(ii) Status of the Guarantees:	Senior
	(iii) Date of Board approval for issuance of Bonds and Guarantee obtained:	23 May 2024 in respect of SWS and 28 May 2024 in respect of the Issuer and the other Guarantors
15	Method of distribution:	Non-syndicated
PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE		
16	Fixed Rate Bond Provisions:	Applicable
	(i) Interest Rate:	7.375 per cent. per annum payable annually in arrear
	(ii) Interest Determination Date:	Not Applicable
	(iii) Interest Payment Date(s):	12 December in each year
	(iv) First Interest Payment Date	12 December 2024
	(v) Fixed Coupon Amount:	£73.75 per Calculation Amount
	(vi) Broken Amounts:	Not Applicable
	(vii) Day Count Fraction:	Actual/Actual ICMA
	(viii) Other terms relating to the method of calculating interest for Fixed Rate Bonds:	Not Applicable
	(ix) Reference Gilt:	UKT 1.250% due October 2041

17	Floating Rate Bond Provisions:	Not Applicable
18	Zero Coupon Bond Provisions:	Not Applicable
19	Indexed Bond Provisions:	Not Applicable
20	Dual Currency Bond Provisions	Not Applicable

PROVISIONS RELATING TO REDEMPTION

21	Issuer Call Option:	Applicable in accordance with Condition 8(b)
(i)	Optional Redemption Date(s):	Any Interest Payment Date
(ii)	Optional Redemption Amount(s) and method, if any, of calculation of such amount(s):	The Optional Redemption Amount will be the higher of: (a) the Principal Amount Outstanding; and (b) the price determined to be appropriate by a financial adviser in London (selected by the Issuer and approved by the Bond Trustee) as being the price at which the Gross Redemption Yield (as defined in Condition 8(b)(i)) on the Bonds on the Reference Date (as defined in Condition 8(b)(i)) is equal to the Gross Redemption Yield at 3:00 p.m. (London time) on the Reference Date on the Reference Gilt (being UKT 1.250% due October 2041 while that stock is in issue, and thereafter such UK government stock as the Issuer may, with the advice of three persons operating in the gilt-edged market (selected by the Issuer and approved by the Bond Trustee) determine to be appropriate) plus a margin of 0.45 per cent., in each case together with the accrued but unpaid interest on the Principal Amount Outstanding.
(iii)	If redeemable in part:	
	Minimum Redemption Amount:	£100,000
	Maximum Redemption Amount:	Not Applicable
(iv)	Notice period (if other than as set out in the Conditions):	Not Applicable
(v)	Applicable Uplift	Not Applicable
22	Final Redemption Amount:	Principal Amount Outstanding plus accrued but unpaid interest

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.
24	New Global Note:	Yes
25	Relevant Financial Centre(s) or other special provisions relating to Payment Dates:	Payment Dates are subject to adjustment in accordance with the Following Business Day Convention.
26	Talons for future Coupons or Receipts to be attached to Definitive Bonds (and dates on which such Talons mature):	No
27	Details relating to Instalment Bonds:	Not Applicable
28	Redenomination, renominatisation and reconventioning provisions:	Not Applicable
29	TEFRA rules:	TEFRA D

ISSUER/SWS LOAN TERMS

30	Amount of relevant Term Advance/Index Linked Advances:	£100,000,000
31	Interest rate on relevant Term Advance/Index Linked Advances:	7.375 per cent. per annum
32	Term of relevant Term Advance/Index Linked Advances:	Term Advance maturing on 12 December 2041 (or earlier if the Bonds are redeemed)
33	Other relevant provisions:	None

DISTRIBUTION

Method of distribution **Non-syndicated**

34	(i) If syndicated, names of Managers:	Not Applicable
	(ii) Stabilising Manager (if any):	Not Applicable
35	If non-syndicated, name of Dealer:	SMBC Nikko Capital Markets Limited
36	U.S. Selling Restrictions:	Reg. S Compliance Category; TEFRA D

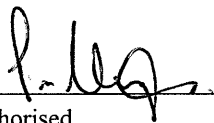
PURPOSE OF FINAL TERMS

These Final Terms comprise the final terms required for issue and admission to trading on the London Stock Exchange's Main Market the issue of Bonds described herein pursuant to the listing of the Programme for the issuance of Guaranteed Bonds financing Southern Water Services Limited.

THIRD-PARTY INFORMATION

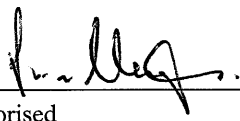
Not applicable.

Signed on behalf of the Issuer:

By: 
Duly authorised

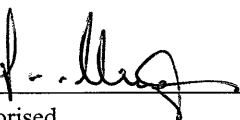
By: _____
Duly authorised

Signed on behalf of Southern Water Services
Limited:

By: 
Duly authorised

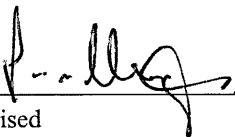
By: _____
Duly authorised

Signed on behalf of SWS Holdings Limited:

By: 
Duly authorised

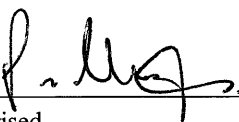
By: _____
Duly authorised

Signed on behalf of SWS Group Holdings Limited:

By: 
Duly authorised

By: _____
Duly authorised

Signed on behalf of SW (Finance) II Limited:

By: 
Duly authorised

By: _____
Duly authorised

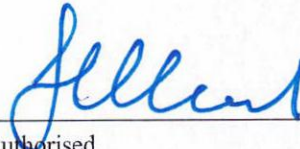
Signed on behalf of the Issuer:

By: _____

Duly authorised

By: _____

Duly authorised



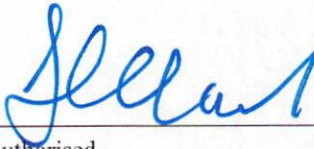
Signed on behalf of Southern Water Services Limited:

By: _____

Duly authorised

By: _____

Duly authorised



Signed on behalf of SWS Holdings Limited:

By: _____

Duly authorised

By: _____

Duly authorised



Signed on behalf of SWS Group Holdings Limited:

By: _____

Duly authorised

By: _____

Duly authorised



Signed on behalf of SW (Finance) II Limited:

By: _____

Duly authorised

By: _____

Duly authorised



PART B – OTHER INFORMATION

1 Listing

- | | | |
|-------|---|--|
| (i) | Listing: | Listed on the Official List of the FCA |
| (ii) | Admission to trading: | <p>Application has been made for the Bonds to be admitted to trading on the London Stock Exchange with effect from the Issue Date.</p> <p>The Original Bonds are already admitted to trading on the London Stock Exchange with effect from 12 December 2023.</p> |
| (iii) | Estimate of total expenses related to admission to trading: | £5,850 |

2 Ratings

- | | |
|----------|---|
| Ratings: | <p>The Bonds to be issued have been rated:</p> <p>S&P: BBB</p> <p>Moody's: Baa3</p> <p>Fitch: BBB</p> |
|----------|---|

4 Interests of Natural and Legal Persons involved in the Issue/Offer

The Dealer and its affiliates may have engaged, and may in future engage, in investment banking and/or commercial banking transactions with, and may perform services for the Issuer, and/or its affiliates in the ordinary course of business.

5 Reasons for the offer, estimated net proceeds and total expenses

- | | | |
|-------|---------------------------|--|
| (i) | Reasons for the offer: | <p>The net proceeds from the issuance of the Bonds will be allocated (in such proportion as SWS determines) to the financing or refinancing of, and/or investment in eligible sustainable investments, being a combination of “Eligible Green Investments” and “Eligible Social Investments” as described in Chapter 9 “Use and Estimated Net Amount of Proceeds” under “Green Bonds” and “Social Bonds” in the Prospectus, which fall within the Green Eligible Categories and Social Eligible Categories (as defined in the Prospectus).</p> |
| (ii) | Estimated net proceeds: | £95,817,696.72 |
| (iii) | Estimated total expenses: | £200,000 |

6 Fixed Rate Bonds only – YIELD

- | | |
|----------------------|---|
| Indication of yield: | <p>8.040 per cent. per annum</p> <p>The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.</p> |
|----------------------|---|

10 Operational information

ISIN Code:	XS2829206973 up to (but excluding) the Consolidation Date and XS2731297235 from (and including) the Consolidation Date
Common Code:	282920697 up to (but excluding) the Consolidation Date and 273129723 from (and including) the Consolidation Date
CFI:	As set out in the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
FISN:	As set out in the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
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 21 Moorfields London EC2Y 9DB
Names and addresses of additional Paying Agent(s) (if any):	Not Applicable
Intended to be held in a manner which would allow Eurosystem eligibility:	Yes. Note that the designation “yes” simply means that the Bonds are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the Bonds 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.
11 Green Bonds	Applicable
12 Social Bonds	Applicable