

## EXECUTION VERSION

### FINAL TERMS

#### **UK MiFIR product governance / Professional investors and eligible counterparties only target market**

– 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 domestic law by virtue of the European Union (Withdrawal) Act 2018 (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 FCA Handbook Product Intervention and Product Governance Sourcebook 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.

**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, 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 "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 PRIIPs Regulation.

**PROHIBITION OF SALES TO UK 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 domestic law by virtue of 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 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.

18 February 2022

#### **Severn Trent Utilities Finance Plc**

*(Incorporated with limited liability in England and Wales with registered number 2914860)*

*Legal entity identifier (LEI): 213800KY9PT6WBH33232*

Issue of

**£400,000,000 2.625 per cent. Guaranteed Notes due 2033**

Guaranteed by

**Severn Trent Water Limited**

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 Terms and Conditions (the "Conditions") set forth in the Prospectus dated 26 July 2021 and the supplement to it dated 8 February 2022 which together constitute a base prospectus for the purposes of the UK Prospectus Regulation. The "UK Prospectus Regulation" means Regulation (EU) 2017/1129 as it forms part of domestic law of the United Kingdom by virtue of the EUWA. This document constitutes the Final Terms of the Notes described herein for the purposes of the UK Prospectus Regulation and must be read in conjunction with the Prospectus as so supplemented. Full information on the Issuer, the Guarantor and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Prospectus as so supplemented. The Prospectus and the supplement to it are available for viewing on Severn Trent's website at [www.severntrent.com](http://www.severntrent.com).

1. (i) Issuer: Severn Trent Utilities Finance Plc
- (ii) Guarantor: Severn Trent Water Limited
2. (i) Series Number: 107
- (ii) Tranche Number: 1
- (iii) Date on which the Notes will be consolidated and form a single Series: Not Applicable
3. Specified Currency or Currencies: Pounds sterling ("£")
4. Aggregate Nominal Amount:
  - (i) Series: £400,000,000
  - (ii) Tranche: £400,000,000
5. Issue Price: 99.001 per cent. of the Aggregate Nominal Amount of the Tranche
6. (i) Specified Denominations: £100,000 and integral multiples of £1,000 in excess thereof up to and including £199,000. No Definitive Notes will be issued with a denomination above £199,000
- (ii) Calculation Amount: £1,000
7. (i) Issue Date: 22 February 2022
- (ii) Interest Commencement Date: Issue Date
8. Maturity Date: 22 February 2033
9. Interest Basis: 2.625 per cent. Fixed Rate  
(further particulars specified below)
10. Redemption/Payment Basis: Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100.00 per cent. of their nominal amount
11. Change of Interest Basis or Redemption/Payment Basis: Not Applicable
12. Put/Call Options: Issuer Residual Call  
Make-Whole Redemption by the Issuer  
(further particulars specified below)

13. **Date Board and Committee approval for issuance of Notes obtained:** The issue of Notes by the Issuer has been approved by resolutions of the Board of Directors of the Issuer passed on 15 June 2016 and 17 May 2021 and by a written resolution of the Severn Trent Treasury Committee passed on 10 February 2022.

The guarantee of the Notes by the Guarantor has been approved by resolutions of the Board of Directors of the Guarantor passed on 20 May 2016 and 14 May 2021 and by a written resolution of the Severn Trent Treasury Committee passed on 10 February 2022.

#### **PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

14. **Fixed Rate Note Provisions** Applicable
- (i) **Rate(s) of Interest:** 2.625 per cent. per annum payable annually in arrear
- (ii) **Interest Payment Date(s):** 22 February in each year from (and including) 22 February 2023 up to (and including) the Maturity Date
- (iii) **Fixed Coupon Amount(s):** £26.25 per Calculation Amount
- (iv) **Broken Amount(s):** Not Applicable
- (v) **Day Count Fraction:** Actual/Actual (ICMA)
- (vi) **Determination Date(s):** 22 February in each year
- (vii) **Other terms relating to the method of calculating interest for Fixed Rate Notes:** None
15. **Floating Rate Note Provisions** Not Applicable
16. **Zero Coupon Note Provisions** Not Applicable
17. **Index-Linked Interest/Redemption Note Provisions** Not Applicable

#### **PROVISIONS RELATING TO REDEMPTION**

18. **Issuer Call:** Not Applicable
19. **Issuer Residual Call** Applicable
- (i) **Residual Call Early Redemption Amount:** £1,000 per Calculation Amount
- (a) **Minimum Residual Call Early Redemption Amount:** Not Applicable
- (b) **Maximum Residual Call Early Redemption Amount:** Not Applicable

|   |   |
|---|---|
| (ii) Notice period (if other than as set out in Terms and Conditions):  | As per Terms and Conditions   |
| 20. Make-Whole Redemption by the Issuer   | Applicable  |
| (i) Make-Whole Redemption Margin:   | +20 basis points  |
| (ii) Reference Bond:  | CA Selected Bond  |
| (iii) Quotation Time  | 10.00 a.m. London time  |
| (iv) Reference Rate Determination Date:   | The second Business Day preceding the relevant Make-Whole Redemption Date |
| (v) If redeemable in part:  | Not Applicable. The Notes may be redeemed in whole only and not in part   |
| (vi) Notice period (if other than as set out in Terms and Conditions):  | As per Terms and Conditions   |
| 21. Issuer Maturity Call  | Not Applicable  |
| 22. Investor Put:   | Not Applicable  |
| 23. Final Redemption Amount   | £1,000 per Calculation Amount   |
| (a) Minimum Final Redemption Amount:  | Not Applicable  |
| (b) Maximum Final Redemption Amount:  | Not Applicable  |
| 24. Early Redemption Amount Payable on redemption for taxation reasons or on event of default or (if applicable) upon an Indexation Redemption Event: | £1,000 per Calculation Amount   |
| (a) Minimum Early Redemption Amount:  | Not Applicable  |
| (b) Maximum Early Redemption Amount:  | Not Applicable  |
| 25. Put Event:  | Not Applicable  |

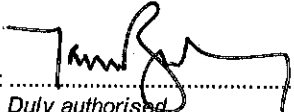
**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

|                        |   |
|------------------------|---|
| 26. (i) Form of Notes: | Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes only upon an Exchange Event |
| (ii) New Global Note:  | No  |

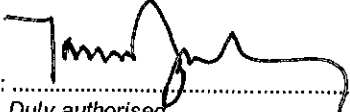
27. Additional Financial Centre(s): Not Applicable

28. Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): No

Signed on behalf of the **Issuer**:

By:  .....  
*Duly authorised*

Signed on behalf of the **Guarantor**:

By:  .....  
*Duly authorised*

## PART B – OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the London Stock Exchange's main market and for listing on the Official List of the FCA with effect from on or around the Issue Date.

### 2. RATINGS

Ratings:

The Notes to be issued have been rated:

- "Baa1" by Moody's Investors Service Limited ("**Moody's**")
- "BBB+" by S&P Global Ratings UK Limited ("**S&P**").

The following information has been extracted from Moody's website (<https://www.moody's.com/ratings-process/Ratings-Definitions/002002>) on or around the date hereof:

- *"Obligations rated Baa are subject to moderate credit risk. They are considered medium-grade and as such may possess speculative characteristics"*
- *"The modifier 1 indicates that the obligation ranks in the higher end of its generic rating category"*

The following information has been extracted from S&P's website (<https://disclosure.spglobal.com/ratings/en/regulatory/article/-/view/sourcelid/504352>) on or around the date hereof:

- *"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"*
- *"Ratings from 'AA' to 'CCC' may be modified by the addition of a plus (+) or minus (-) sign to show relative standing within the rating categories"*

Each of Moody's and S&P is established in the United Kingdom and is registered under Regulation (EC) No. 1060/2009 as it forms part of domestic law by virtue of the EUWA.

### 3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save as described in "Subscription and Sale" and for any fees payable to the Joint Lead Managers, so far as the Issuer and the Guarantor are aware, no person involved in the issue 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, the Guarantor and their affiliates in the ordinary course of business.

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

- |                              |   |
|------------------------------|---|
| (i) Reasons for the offer    | The Notes are intended to be issued as Sustainable Notes. Accordingly, the net proceeds of issue are intended to be used to finance and/or refinance assets and expenditures with a positive sustainability impact in accordance with Severn Trent's Sustainable Finance Framework. |
| (ii) Estimated net proceeds: | £394,704,000  |

## 5. YIELD

Indication of yield: The yield in respect of this issue of Fixed Rate Notes is 2.731 per cent., calculated on an annual basis.

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

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| (i) ISIN:  | XS2445344570   |
| (ii) Common Code:  | 244534457  |
| (iii) CFI:   | See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN  |
| (iv) 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  |
| (v) Name(s) and address(es) of 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:   | No. Whilst the designation is specified as "no" at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Notes are capable of meeting them the Notes may then be deposited with one of the ICSDs as common safekeeper. Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem at any time during |

their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

- (ix) U.S. Selling Restrictions: Reg. S Category 2; TEFRA D
- (x) Prohibition of Sales to Belgian Consumers: Applicable

UKO2: 2004115503.8