

FINAL TERMS

29 November 2019

**MiFID II product governance / Professional investors and eligible counterparties only target market – Solely for the purposes of the 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 Directive 2014/65/EU (as amended, “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 manufacturer’s 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 manufacturer’s target market assessment) and determining appropriate distribution channels.**

**UNITED UTILITIES WATER FINANCE PLC**

**LEI: 213800313INX42GDLR44**

**Issue of GBP 50,000,000 2.000 per cent. Fixed Rate Notes due 2033**

**(to be consolidated and form a single Series with the GBP 250,000,000 2.000 per cent. Fixed Rate Notes due 2033 issued on 3 July 2019)**

**unconditionally and irrevocably guaranteed by UNITED UTILITIES WATER LIMITED  
under the EUR 7,000,000,000**

**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 (the “Conditions”) set forth in the Offering Circular dated 21 November 2018 which are incorporated by reference in the Offering Circular dated 21 November 2019. This document constitutes the Final Terms of the Notes described herein for the purposes of Regulation (EU) 2017/1129 (the “Prospectus Regulation”) and must be read in conjunction with the Offering Circular dated 21 November 2019 which constitutes a base prospectus for the purposes of the Prospectus Regulation (the “Offering Circular”) in order to obtain all the relevant information, including the Conditions incorporated by reference in the Offering Circular. The Offering Circular has been published on the website of the Regulatory News Service operated by the London Stock Exchange at <http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html>.

- |    |     |                 |                                    |
|----|-----|-----------------|------------------------------------|
| 1. | (a) | Issuer:         | United Utilities Water Finance PLC |
|    | (b) | Guarantor       | United Utilities Water Limited     |
| 2. | (a) | Series Number:  | 71                                 |
|    | (b) | Tranche Number: | 2                                  |

(c)	Date on which the Notes will be consolidated and form a single Series:	The Notes will be consolidated and form a single Series with the GBP 250,000,000 2.000 per cent. Fixed Rate Notes due 2033 issued on 3 July 2019 (the “Tranche 1 Notes”) on exchange of the Temporary Global Note for interests in the Permanent Global Note, as referred to in paragraph 24 below, which is expected to occur on or about 13 January 2020
3.	Specified Currency or Currencies:	Sterling (“GBP”)
4.	Aggregate Nominal Amount:	
	(a) Series:	GBP 300,000,000
	(b) Tranche:	GBP 50,000,000
5.	Issue Price:	102.179 per cent. of the Aggregate Nominal Amount plus 153 days’ accrued interest (GBP 418,032.79) in respect of the period from (and including) 3 July 2019 to (but excluding) the Issue Date ( <i>if applicable</i> )
6.	(a) Specified Denominations:	GBP 100,000 and integral multiples of GBP 1,000 in excess thereof up to and including GBP 199,000. No Notes in definitive form will be issued with a denomination above GBP 199,000
	(b) Calculation Amount for Notes in definitive form (and in relation to calculation of interest for Notes in global form see Conditions):	GBP 1,000
7.	(a) Issue Date:	3 December 2019
	(b) Interest Commencement Date:	3 July 2019
8.	Maturity Date:	3 July 2033
9.	Interest Basis:	2.000 per cent. Fixed Rate (see paragraph 15 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 per cent. of their nominal amount
11.	Change of Interest Basis:	Not Applicable
12.	Put/Call Options:	Issuer Call (see paragraph 20 below)
13.	(a) Status of the Notes:	Senior, unsecured
	(b) Status of the Guarantee:	Senior, unsecured
	(c) Date approval for issuance obtained:	26 November 2019

14. Method of Distribution: Non-syndicated

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

15. **Fixed Rate Note Provisions** Applicable
- (a) Rate of Interest: 2.000 per cent. per annum payable annually in arrear on each Interest Payment Date
- (b) Interest Payment Date(s): 3 July in each year from and including 3 July 2020 up to and including the Maturity Date
- (c) Fixed Coupon Amount(s) for Notes in definitive form (and in relation to Notes in global form see Conditions): GBP 20.00 per Calculation Amount
- (d) Broken Amount(s) for Notes in definitive form (and in relation to Notes in global form see Conditions): Not Applicable
- (e) Day Count Fraction: Actual/Actual (ICMA)
- (f) Determination Date(s): 3 July in each year
16. **Floating Rate Note Provisions** Not Applicable
17. **Zero Coupon Note Provisions** Not Applicable
18. **Index Linked Interest/Redemption Note Provisions** Not Applicable

**PROVISIONS RELATING TO REDEMPTION**

19. Notice periods for Condition 9.2: Minimum period: 30 days  
Maximum period: 60 days
20. Issuer Call: Applicable
- (a) Optional Redemption Date(s): Any date from and including 3 April 2033 to but excluding the Maturity Date
- (b) Optional Redemption Amount: GBP 1,000 per Calculation Amount
- (c) If redeemable in part: Not Applicable as the Notes are not redeemable in part
- (d) Notice periods: Minimum period: 30 days  
Maximum period: 90 days
21. Investor Put: Not Applicable
22. Final Redemption Amount: GBP 1,000 per Calculation Amount

23. Early Redemption Amount payable on GBP 1,000 per Calculation Amount  
redemption for taxation reasons,  
indexation reasons or on event of default:

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

- |     |   |  |
|-----|---|--|
| 24. | Form of Notes:  | Bearer Notes:<br><br>Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes only upon an Exchange Event |
| 25. | New Global Notes ("NGN") / New Safekeeping Structure ("NSS"):             | NGN  |
| 26. | Additional Financial Centre(s):   | Not Applicable   |
| 27. | Talons for future Coupons or Receipts to be attached to Definitive Notes: | No   |
| 28. | Redenomination applicable:  | Redenomination not applicable  |
| 29. | Details Relating to Instalment Notes                                      | Not Applicable   |

Signed on behalf of the Issuer:

By: .....BT Murphy.....

*Duly authorised*

Signed on behalf of the Guarantor:

By: .....BT Murphy.....

*Duly authorised*

## **PART B - OTHER INFORMATION**

### **1. LISTING**

- (a) Listing: London
- (b) Admission to trading: Application will be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the London Stock Exchange's regulated market and listing on the Official List of the FCA with effect from the Issue Date.
- The Tranche 1 Notes were admitted to trading on the London Stock Exchange's regulated market with effect from 3 July 2019.
- (c) Estimate of total expenses related to admission to trading: GBP 3,545

### **2. RATINGS**

- Ratings: The Notes to be issued are expected to be rated:
- A3 by Moody's Investors Services Ltd ("Moody's")
- A- by S&P Global Ratings Europe Limited ("S&P")
- A- by Fitch Ratings Limited ("Fitch")
- Each of Moody's, S&P and Fitch is established in the European Union and is registered under Regulation (EC) No. 1060/2009 (as amended) (the "CRA Regulation")

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

Save for any fees payable to Mizuho International plc (the "Manager"), so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Manager and its 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 the Guarantor and their affiliates in the ordinary course of business.

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

- (a) Reasons for the offer: See "Use of Proceeds" in the Offering Circular
- (b) Estimated net proceeds: GBP 51,446,532.79 (being the sum of GBP 51,028,500.00 plus 153 days of accrued interest)

## **5. YIELD**

Indication of yield: 1.817 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. PERFORMANCE OF INTEREST RATES**

Not Applicable.

## **7. OPERATIONAL INFORMATION**

- (a) ISIN: Prior to consolidation with the Tranche 1 Notes as described in paragraph 2(c) of Part A above:
- XS2088690354
- Upon consolidation with the Tranche 1 Notes as described in paragraph 2(c) of Part A above:
- XS2022043256
- (b) Common Code: Prior to consolidation with the Tranche 1 Notes as described in paragraph 2(c) of Part A above:
- 208869035
- Upon consolidation with the Tranche 1 Notes as described in paragraph 2(c) of Part A above:
- 202204325
- (c) CFI: As set out on the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
- (d) FISN: As set out on the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
- (e) Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s): Not Applicable
- (f) Delivery: Delivery against payment
- (g) Names and addresses of additional Paying Agent(s) (if any): Not Applicable

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|-----|--|---|
| (h) | Intended to be held in a manner that 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. |
|-----|--|---|

## 8. BENCHMARKS REGULATION

Not Applicable

## 9. DISTRIBUTION

- |     |  |                          |
|-----|--|--------------------------|
| (a) | If syndicated, names of Managers:  | Not Applicable           |
| (b) | Date of Subscription Agreement:  | 29 November 2019         |
| (c) | If non-syndicated, name of relevant Manager:                               | Mizuho International plc |
| (d) | Whether TEFRA D or TEFRA C rules applicable or TEFRA rules not applicable: | TEFRA D applicable       |
| (e) | Prohibition of Sales to EEA Retail Investors:                              | Not Applicable           |
| (f) | Prohibition of Sales to Belgian Consumers:                                 | Applicable               |