

SUPPLEMENTARY OFFERING CIRCULAR DATED 22 MAY 2020



UNITED UTILITIES PLC
(incorporated with limited liability in England)

UNITED UTILITIES WATER FINANCE PLC
(incorporated with limited liability in England)

with obligations under Notes issued by United Utilities Water Finance PLC to be unconditionally and irrevocably guaranteed by

UNITED UTILITIES WATER LIMITED
(incorporated with limited liability in England)

EUR 7,000,000,000
Euro Medium Term Note Programme

This Supplementary Offering Circular (the “**Supplement**”) to the Offering Circular dated 21 November 2019 (the “**Offering Circular**”, which definition includes the Offering Circular as supplemented on 26 February 2020 and as supplemented, amended or updated from time to time and includes all information incorporated by reference therein) which constitutes a base prospectus for the purposes of Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”), constitutes a supplementary prospectus for the purposes of Article 23 of the Prospectus Regulation and is prepared in connection with the EUR 7,000,000,000 Euro Medium Term Note Programme (the “**Programme**”) established by United Utilities PLC (“**UU**”) and United Utilities Water Finance PLC (“**UUWF**”) (each an “**Issuer**” and together the “**Issuers**”). The payment of all amounts due in respect of Notes issued by UUWF will be unconditionally and irrevocably guaranteed by United Utilities Water Limited (“**UUW**” or the “**Guarantor**”).

This Supplement is supplemental to, forms part of, and should be read in conjunction with, the Offering Circular and any other supplements to the Offering Circular issued by the Issuers. Except as otherwise provided in this Supplement, terms and expressions defined in the Offering Circular shall have the same meaning when used herein.

Each of the Issuers and the Guarantor (together, the “**Responsible Persons**”) accepts responsibility for the information contained in this Supplement. To the best of the knowledge of each of the Responsible Persons the information contained in this Supplement is in accordance with the facts and this Supplement does not omit anything likely to affect the import of such information.

Neither this Supplement nor any other information supplied in connection with the Programme or the issue of any Notes constitutes an offer or invitation by or on behalf of the Issuers, the Guarantor, any of the Dealers or the Trustee to any person to subscribe for or to purchase any

Notes.

This Supplement has been approved by the FCA, which is the competent authority for the purposes of the Prospectus Regulation, as a supplement to the Offering Circular.

1. Purpose

The purpose of this Supplement is to:

- (A) incorporate by reference pages 1 – 50 (inclusive) of the full year results announcement for the year ended 31 March 2020 for United Utilities Group PLC (“UUG”) (“UUG’s Full Year Results Announcement”);
- (B) supplement the section entitled “Risk Factors” on pages 12 – 23 (inclusive) of the Offering Circular by incorporating by reference the narrative appearing under the title “Principal risks and uncertainties” on pages 21 – 30 of UUG’s Full Year Results Announcement;
- (C) update the Offering Circular to reflect a change to the Chief Financial Officer of UU, UUWF and U UW; and
- (D) update the “no significant change” statement in the Offering Circular.

2. Documents incorporated by reference

2.1 The following documents were published on the dates appearing below:

- (A) UUG’s Full Year Results Announcement, 22 May 2020 (accessible at: <https://www.unitedutilities.com/globalassets/documents/pdf/united-utilities-22-05-2020.pdf>)

2.2 By virtue of this Supplement:

- (A) pages 1 – 50 (inclusive) of UUG’s Full Year Results Announcement are hereby incorporated in, and form part of, this Supplement, and are thereby incorporated in and form part of the Offering Circular.

3. Supplements to the section entitled “Risk Factors” on pages 12 – 23 (inclusive) of the Offering Circular

The section entitled “Risk Factors” on pages 12 – 23 (inclusive) of the Offering Circular is supplemented with the narrative appearing under the title “Principal risks and uncertainties” on pages 21 – 30 of UUG’s Full Year Results Announcement.

These risk factors are hereby incorporated in, and form part of, the Supplement, and are thereby incorporated in, and form part of, the Offering Circular.

4. Change to the Chief Financial Officer of UU, UUWF and UUW

4.1 Russ Houlden

Russ Houlden will retire as Chief Financial Officer of UU, UUWF and UUW with effect from 24 July 2020.

4.2 Phil Aspin

Phil Aspin will be appointed as Chief Financial Officer of UU, UUWF and UUW with effect from 24 July 2020.

5. No significant change statement

Save as disclosed in the UUG Full Year Results Announcement, there has been no significant change in the financial position or financial performance of each of UU, UUWF and UUW since the date of their respective last published audited annual financial statements, being 31 March 2019.

6. General

There has been no material adverse change in the prospects of each of UU, UUWF and UUW since the date of their respective last published audited annual financial statements, being 31 March 2019.

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Offering Circular since the publication of the Offering Circular.

Copies of this Supplement and all information incorporated by reference in this Supplement and the Offering Circular can be obtained from the Issuers in the manner described in the Offering Circular.

To the extent that there is any inconsistency between (a) any statement in this Supplement and (b) any other statement in, or incorporated by reference in, the Offering Circular, the statements in this Supplement will prevail.

If documents which are incorporated by reference themselves incorporate any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this Supplement for the purposes of the Prospectus Regulation except where such information or other documents are specifically incorporated by reference to this Supplement or where this Supplement is specifically defined as including such information. Any information contained in a document incorporated by reference in this Supplement which is not incorporated in, and does not form part of, this Supplement is not relevant for investors or is contained elsewhere in this Supplement.

No person is or has been authorised by the Issuers to give any information or to make any representation not contained in or not consistent with the Offering Circular or this

Supplement or any other information supplied in connection with the Programme or the Notes and, if given or made, such information or representation must not be relied upon as having been authorised by the Issuers, any of the Dealers or the Trustee.

Neither the delivery of the Offering Circular and/or this Supplement nor the offering, sale or delivery of any Notes shall in any circumstances imply that the information contained herein concerning the Issuers is correct at any time subsequent to the date hereof or that any other information supplied in connection with the Programme is correct as of any time subsequent to the date indicated in the document containing the same. A copy of UUG's Full Year Results Announcement, which is incorporated by reference into, and forms part of, this Supplement is available for viewing at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.