

## FINAL TERMS

21 February 2018

### UNITED UTILITIES WATER FINANCE PLC

**Issue of HKD 739,000,000 2.92 per cent. Fixed Rate Notes due 23 February 2026  
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 set forth in the Offering Circular dated 14 November 2017 which constitutes a base prospectus for the purposes of the Prospectus Directive (the "Offering Circular"). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Offering Circular. 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 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/news/market-news/rns/rns.htm>.

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| 1. | (a) | Issuer:  | United Utilities Water Finance PLC   |
|    | (b) | Guarantor  | United Utilities Water Limited   |
| 2. | (a) | Series Number:   | 68   |
|    | (b) | Tranche Number:  | 1  |
|    | (c) | Date on which the Notes will be consolidated and form a single Series: | Not Applicable   |
| 3. |     | Specified Currency or Currencies:                                      | Hong Kong Dollar ("HKD")   |
| 4. |     | Aggregate Nominal Amount:  |  |
|    | (a) | Series:  | HKD 739,000,000  |
|    | (b) | Tranche:   | HKD 739,000,000  |
| 5. |     | Issue Price:   | 100.00 per cent. of the Aggregate Nominal Amount   |
| 6. | (a) | Specified Denominations:   | HKD 2,000,000 and integral multiples of HKD 1,000,000 in excess thereof up to and including HKD 3,000,000. No notes in |

definitive form will be issued with a denomination above HKD 3,000,000.

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| (b) | Calculation Amount for Notes in definitive form (and in relation to calculation of interest for Notes in global form see Conditions): | HKD 1,000,000   |
| 7.  | (a) Issue Date:   | 23 February 2018  |
|     | (b) Interest Commencement Date:   | Issue Date  |
| 8.  | Maturity Date:  | 23 February 2026  |
| 9.  | Interest Basis:   | 2.92 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:   | Not Applicable  |
| 13. | (a) Status of the Notes:  | Senior, unsecured   |
|     | (b) Date approval for issuance obtained:  | 13 February 2018  |
| 14. | Method of Distribution  | Non-syndicated  |

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

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| 15. | <b>Fixed Rate Note Provisions</b>   | Applicable   |
|     | (a) Rate of Interest:   | 2.92 per cent. per annum payable annually in arrear on each Interest Payment Date.               |
|     | (b) Interest Payment Date(s):   | 23 February in each year (commencing on 23 February 2019) 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): | HKD 29,200 per Calculation Amount  |

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| (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):  | 23 February in each year |
| 16. | <b>Floating Rate Note Provisions</b>  | Not Applicable           |
| 17. | <b>Zero Coupon Note Provisions</b>  | Not Applicable           |
| 18. | <b>Index Linked Interest/Redemption Note Provisions</b>   | Not Applicable           |

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

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|-----|--|--------------------------------------|
| 19. | Notice periods for Condition 9.2   | Not Applicable                       |
| 20. | Issuer Call:   | Not Applicable                       |
| 21. | Investor Put:  | Not Applicable                       |
| 22. | Final Redemption Amount:   | HKD 1,000,000 per Calculation Amount |
| 23. | Early Redemption Amount payable on redemption for taxation reasons, indexation reasons or on event of default: | HKD 1,000,000 per Calculation Amount |

#### **GENERAL PROVISIONS APPLICABLE TO THE NOTES**

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|-----|---|---|
| 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):   | London, Hong Kong   |
| 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

#### DISTRIBUTION

30. (a) If syndicated, names of Managers: Not Applicable

(b) Date of Agreement: Not Applicable

31. If non-syndicated, name of relevant Manager: The Royal Bank of Scotland plc (trading as NatWest Markets)

32. Whether TEFRA D or TEFRA C rules applicable or TEFRA rules not applicable: Reg. S Cat 2; TEFRA D applicable

33. Prohibition of Sales to EEA Retail Investors: Not Applicable

*(If the offer of the Notes is concluded prior to 1 January 2018, or on and after that date the Notes clearly do not constitute "packaged" products, "Not Applicable" should be specified. If the offer of the Notes will be concluded on or after 1 January 2018 and the Notes may constitute "packaged" products and no KID will be prepared, "Applicable" should be specified.)*

#### LISTING AND ADMISSION TO TRADING APPLICATION

These Final Terms comprise the final terms required to list and have admitted to trading the issue of Notes described herein pursuant to the EUR 7,000,000,000 Euro Medium Term Note Programme established by United Utilities PLC and United Utilities Water Finance PLC, with obligations under Notes issued by United Utilities Water Finance PLC unconditionally and irrevocably guaranteed by United Utilities Water Limited.

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

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|-----|---|--|
| (a) | Listing:  | London   |
| (b) | Admission to trading:                                       | Application has been made for the Notes to be admitted to trading on the London Stock Exchange's regulated market with effect from the Issue Date. |
| (c) | Estimate of total expenses related to admission to trading: | GBP 2,700 (exclusive of VAT)   |

### 2. RATINGS

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| Ratings: | The Notes to be issued are expected to be rated:<br><br>"A3" by Moody's Investors Services Limited<br><br>"A-" by Standard and Poor's Credit Market Services Europe Limited<br><br>Each of Moody's Investors Services Limited and Standard and Poor's Credit Market Services Europe Limited is established in the European Union and is registered under Regulation (EC) No. 1060/2009 (as amended) (the "CRA Regulation"). |
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### 3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for any fees payable to 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 Issuers, the Guarantor and their affiliates in the ordinary course of business.

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

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| Reasons for the offer | See "Use of Proceeds" section of the Offering Circular. |
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### 5. YIELD

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| Indication of yield: | 2.92 per cent. per annum<br><br>The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield. |
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**6. HISTORIC INTEREST RATES**

Not applicable.

**7. OPERATIONAL INFORMATION**

(a) ISIN: XS1777190130

(b) Common Code: 177719013

(c) Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s): Not applicable

(d) Delivery: Delivery against payment

(e) Names and addresses of additional Paying Agent(s) (if any): Not applicable

(f) Intended to be held in a manner that 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.