

SECOND SUPPLEMENTARY PROSPECTUS DATED 7 FEBRUARY 2025 TO THE BASE PROSPECTUS  
DATED 23 JULY 2024



**SOUTH WEST WATER FINANCE PLC**  
(incorporated with limited liability in England and Wales with registered number 05722435)

**GBP 2,500,000,000**  
**Euro Medium Term Note Programme**  
**unconditionally and irrevocably guaranteed by**

**SOUTH WEST WATER LIMITED**  
(incorporated with limited liability in England and Wales with registered number 2366665)

This Supplementary Prospectus (the “**Supplement**”) to the Base Prospectus dated 23 July 2024 (the “**Base Prospectus**”, which definition includes the Base Prospectus as supplemented on 28 November 2024 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 as it forms part of domestic law in the United Kingdom by virtue of the European Union (Withdrawal) Act 2018, as amended (the “**UK Prospectus Regulation**”), constitutes a supplementary prospectus for the purposes of section 87G of the Financial Services and Markets Act 2000 and is prepared in connection with the GBP 2,500,000,000 Euro Medium Term Note Programme (the “**Programme**”) established by South West Water Finance PLC (the “**Issuer**”). The payment of all amounts due in respect of Notes issued by the Issuer will be unconditionally and irrevocably guaranteed by South West Water Limited (the “**Guarantor**”).

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

Each of the Issuer 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 Issuer, 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, as competent authority for the purposes of the UK Prospectus Regulation, as a supplement to the Base Prospectus.

## 1. Purpose

The purpose of this Supplement is to:

- (A) incorporate by reference the first three paragraphs under the section “Acceptance of Ofwat’s Final Determinations” in an announcement dated 29 January 2025 entitled “Acceptance of Ofwat’s Final Determinations, launch of rights issue to support record investment, revised dividend policy” and made via regulatory news service, relating to the Guarantor’s response to Ofwat’s PR24 Final Determination published on 19 December 2024 (the “**Response Announcement**”); and
- (B) update the section entitled “Description of the Guarantor and the Group - Financing” on page 157 of the Base Prospectus.

## 2. Documents incorporated by reference

By virtue of this Supplement, the first three paragraphs under the section entitled “Acceptance of Ofwat’s Final Determinations” in the Response Announcement (accessible at: <https://www.londonstockexchange.com/news-article/PNN/fd-acceptance-rights-issue-and-dividend-policy/16873950>) are hereby incorporated in, and form part of, this Supplement, and are thereby incorporated in and form part of the Base Prospectus.

## 3. Update to the section entitled “Description of the Guarantor and the Group – Financing” on page 157 of the Base Prospectus

The following paragraph shall be inserted immediately below the second paragraph under the sub-section headed “Financing” in the section entitled “Description of the Guarantor and the Group” on page 157 of the Base Prospectus:

*“On 29 January 2025, Pennon Group Plc (the immediate and ultimate parent company of the Guarantor) announced the launch of a fully underwritten c.£490 million rights issue as part of a comprehensive financing package. The proceeds of the rights issue are expected to be used to fund increased investment in the Group’s water businesses including the Guarantor’s business.”*

## 4. General

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

Copies of this Supplement and all information incorporated by reference in this Supplement and the Base Prospectus can be obtained from the Issuer in the manner described in the Base Prospectus.

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 Base Prospectus, 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 UK 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 Issuer to give any information or to make any representation not contained in or not consistent with the Base Prospectus 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 Issuer, any of the Dealers or the Trustee.

Neither the delivery of the Base Prospectus 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 Issuer 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 the Response 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>.