

AFFINITY WATER PROGRAMME FINANCE LIMITED (the "Current Programme Issuer")

£14.2 million of 3.625 per cent. Sterling Denominated Fixed Rate Bonds due 2022  
£60 million of 2.699 per cent. Sterling Denominated Fixed Rate Bonds due 2033  
£10 million of 1.024 per cent. Sterling Denominated Retail Price Index Linked Bonds due 2033  
£250 million of 4.5 per cent. Sterling Denominated Fixed Rate Bonds due 2036  
£85 million of 3.278 per cent. Sterling Denominated Fixed Rate Bonds due 2042  
£60 million of 0.23 per cent. Sterling Denominated Consumer Price Index Linked Bonds due 2042  
£190 million of 1.548 per cent. Sterling Denominated Retail Price Index Linked Bonds due 2045  
(the "Programme Issuer Bonds")

issued by the Current Programme Issuer and guaranteed by Affinity Water Limited, Affinity Water Holdings Limited and Affinity Water Finance (2004) plc

AFFINITY WATER FINANCE (2004) PLC (the "Existing Issuer")

£250 million of 5.875 per cent. Guaranteed Notes due 2026 (the "Existing Issuer Bonds" and, together with the Programme Issuer Bonds, the "Bonds")

issued by the Existing Issuer and guaranteed by Affinity Water Limited, Affinity Water Holdings Limited and the Current Programme Issuer

## **AFFINITY WATER LIMITED ANNOUNCES RESULTS OF STID PROPOSAL**

**7 December 2018**

Affinity Water Limited (the "**Company**") announces today the results of a STID Proposal relating to the substitution of the Current Programme Issuer with the Substitute Programme Issuer, as more fully described in the proposal dated 15 November 2018 (the "**STID Proposal**").

The Majority Creditors voted in favour of the STID Proposal and, accordingly, the STID Proposal was approved pursuant to and in accordance with the provisions of the STID.

Capitalised terms used in this announcement and not otherwise defined herein have the meanings given to them in the solicitation memorandum dated 15 November 2018 (the "**Solicitation Memorandum**").

Further to the notice to Secured Creditors from the Company confirming the approval of the STID Proposal pursuant to and in accordance with the provisions of the STID, payment of the Work Fee will be made by the Company in accordance with the provisions of the Solicitation Memorandum, on the Payment Date (expected to be on or about 14 December 2018) to eligible holders of the Bonds (and their Bonds will be unblocked in the applicable Clearing Systems on the Payment Date).

The satisfaction of the Amendment Conditions and the implementation of the substitution of the Current Programme Issuer, together with related amendments, consents and waivers, as set out in the STID Proposal will be announced as soon as practicable.

For further information, please contact:

The Solicitation Agent:

Lloyds Bank Corporate Markets plc  
10 Gresham Street

London EC2V 7AE  
United Kingdom

Telephone: +44 (0) 20 7158 1719/1726  
Email: liability.management@lloydsbanking.com  
Attention: Liability Management Team, Commercial Banking

The Company:

Affinity Water Limited  
Tamblin Way  
Hatfield  
Hertfordshire  
AL10 9EZ

Telephone: +44 1707 679 340  
Email: Nilesh.Patel@affinitywater.co.uk  
Attention: Nilesh Patel, Treasurer

The Tabulation Agent:

Citibank, N.A., London Branch  
Citigroup Centre  
Canada Square  
London E14 5LB  
United Kingdom

Telephone: +44 20 7508 3867  
Fax: +44 20 3320 2405  
Email: citiexchange@citi.com  
Attention: Exchange Team

This notice is given by:

AFFINITY WATER LIMITED

7 December 2018

This announcement is released by Affinity Water Limited and contains inside information for the purposes of Article 7 of the Market Abuse Regulation (EU) 596/2014 ("**MAR**"), encompassing information relating to the STID Proposal described above. For the purposes of MAR and Article 2 of Commission Implementing Regulation (EU) 2016/1055, this announcement is made by Tim Monod at Affinity Water Limited. Neither the Solicitation Agent nor the Bond Trustee accepts any responsibility for the contents of this announcement.

ISINs:

XS0883690090  
XS1722862080  
XS1360548215  
XS0883686650  
XS1480879540

XS1722861439

XS0883688516

XS0195751523