

## FINAL TERMS

**PROHIBITION OF SALES TO EEA INVESTORS** - The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the EEA. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU ("MiFID II"); or (ii) a customer within the meaning of Directive 2002/92/EC, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently no key information document required by Regulation (EU) No 1286/2014 (the "PRIIPs Regulation") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

**MIFID II PRODUCT GOVERNANCE** – Solely for the purposes of each 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 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 manufacturers' 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 manufacturers' target market assessment) and determining appropriate distribution channels.

**Final Terms dated 14 September 2018**

**QUADGAS FINANCE PLC**

**guaranteed upon issue by**

**QUADGAS MIDCO LIMITED AND QUADGAS PLEDGECO LIMITED**

Issue of GBP 350,000,000 Fixed Rate Secured Senior Notes due 17 September 2029  
under the £5,000,000,000 Secured Debt Issuance Programme

## PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions of the MTN Notes set forth in the Prospectus dated 14 December 2017 and the supplementary Prospectus dated 12 July 2018 which together constitute a base prospectus for the purposes of the Directive 2003/71/EC, as amended (the "Prospectus Directive"). 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 such Prospectus as so supplemented. Full information on the Issuer, the Guarantors and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Prospectus as so supplemented. The Prospectus and the supplementary Prospectus are available for viewing at, and copies may be obtained from, the registered address of the Issuer at Ashbrook Court Prologis Park, Central Boulevard, Coventry, United Kingdom, CV7 8PE and the office of the MTN Issuing and Paying Agent at 125 Old Broad Street, Fifth Floor, London, EC2N 1AR and are available for viewing on the website of Regulatory News Services operated by the London Stock Exchange at [www.londonstockexchange.com/exchange/news/market-news/market-news-home.html](http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html).

1	(i) Issuer:	Quadgas Finance plc	
	(ii) Guarantors:	Quadgas MidCo Limited and Quadgas PledgeCo Limited	
2	(i) Series Number:	1	A21
	(ii) Tranche Number:	1	A21
	(iii) Date on which the Notes become fungible:	Not Applicable	
3	Specified Currency or Currencies:	GBP	A13.4.5 Cat C
4	Aggregate Principal Amount:		A12.4.1.5 Cat C A13.4.1 Cat C
	(i) Series:	GBP 350,000,000	
	(ii) Tranche:	GBP 350,000,000	
5	Issue Price:	99.458 per cent. of the Aggregate Principal Amount	
6	Specified Denomination(s):	GBP 100,000 and integral multiples of GBP 1,000 in excess thereof	A8.1.1 Cat C
7	Calculation Amount:	GBP 1,000	
8	(i) Issue Date:	17 September 2018	A12.4.1.9 Cat C
	(ii) Interest Commencement Date:	17 September 2018	A13.4.8(ii) Cat C
9	Maturity Date:	17 September 2029	
10	Interest Basis:	3.375 per cent. Fixed Rate (See paragraph 15 below)	A13.4.8(i) Cat C A13.4.8(ii) Cat B
11	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 principal amount	A13.4.9(ii) Cat B
12	Change of Interest or Redemption/Payment Basis:	Not Applicable	
13	Put/Call Options:	Issuer Call (See paragraph 19 below)	
14	Date of Board approval for issuance of Notes and the Guarantees obtained:	28 June 2018	
<b>PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE</b>			A13.4.8(ii) Cat B
15	<b>Fixed Rate Note Provisions</b>	Applicable	
	(i) Rate of Interest:	3.375 per cent. per annum payable annually in arrear	
	(ii) Interest Payment Date(s):	17 September in each year commencing on 17 September 2019 and ending on the Maturity Date	A13.4.8(iv) Cat C
	(iii) Fixed Coupon Amount:	GBP 33.75 per Calculation Amount	
	(iv) Broken Amount(s):	Not Applicable	

	(v) Day Count Fraction (Condition 4.3.5):	Actual/Actual (ICMA)	
	(vi) Determination Dates (Condition 4.3.5):	17 September in each year	
16	<b>Floating Rate Note Provisions</b>	Not	Applicable
17	<b>Index Linked Interest Note</b>	Not	Applicable
<b>PROVISIONS RELATING TO REDEMPTION</b>			
18	<b>Residual Holding Call Option</b>	Not	Applicable
19	<b>Call Option</b>	Applicable	
	(i) Optional Redemption Date(s):	On the date identified in the notice to be delivered under Condition 6.5.2	
	(ii) Optional Redemption Amount(s) of each Note:	GBP 1,000 per Calculation Amount	
	(iii) If redeemable in part:	Not Applicable	
	(iv) Option Exercise Date(s):	On or after 17 June 2029	
	(v) Notice periods (Condition 6.5.2):	Minimum Period: 15 days Maximum Period: 30 days	
20	<b>Make-whole Redemption Option</b>	Not	Applicable
21	<b>Optional Put Option</b>	Not	Applicable
22	<b>Final Redemption Amount of each Note</b>	GBP 1,000 per Calculation Amount	
23	<b>Early Redemption Amount</b>		
	(i) Early Redemption Amount(s) of each Note payable on redemption for taxation reasons (Condition 6.2) or on Event of Default (Condition 10):	GBP 1,000 per Calculation Amount	
	(ii) Redemption for taxation reasons permitted on days other than Interest Payment Dates (Condition 6.2):	No	
	(iii) Notice Periods (Condition 6.2):	Minimum Period: 30 days Maximum Period: 45 days	

A13.4 9(ii)  
Cat B**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

24	<b>Form of Notes</b>	Temporary Global Note exchangeable for a permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances
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|----|---|--|
|    |   | specified in the Permanent Global Note |
| 25 | New Global Note:  | Yes                                    |
| 26 | Financial Centre(s) or other special provisions relating to Payment Dates (Condition 7.6):            | Target Business Day                    |
| 27 | Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): | No                                     |

### THIRD PARTY INFORMATION

Signed on behalf of the Issuer:

By:   
Duly authorised

Signed on behalf of Quadgas MidCo Limited:

By:   
Duly authorised

Signed on behalf of Quadgas PledgeCo Limited:

By:   
Duly authorised

**PART B – OTHER INFORMATION****1 LISTING AND TRADING**

- |   |  |               |
|---|--|---------------|
| (i) Listing:  | The Official List  |               |
| (ii) Admission to trading:  | Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the London Stock Exchange's regulated market with effect from 17 September 2018. |               |
| (iii) Estimate of total expenses related to admission to trading: | GBP 4,500  | A13.6.1 Cat C |

**2 RATINGS**

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|----------|--|------------------|
| Ratings: | The Notes to be issued are expected to be rated: |                  |
|          | S&P: BBB   | A13.7.5 Cat A, C |

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

So far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

**4 REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS**

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|------------------------------|----------------------------|
| (i) Reasons for the offer:   | General corporate purposes |
| (ii) Estimated net proceeds: | GBP 347,053,000            |

**5 Fixed Rate Notes only – YIELD**

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|----------------------|---|----------------|
| Indication of yield: | Calculated as 3.435 per cent on the Issue Date. The yield is calculated on the Issue Date on the basis of the Issue Price. It is not an indication of future yield. | A13.4.10 Cat C |
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**6 OPERATIONAL INFORMATION**

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|---|--|
| ISIN:   | XS1880442808   |
| Common Code:  | 188044280  |
| Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking S.A. and the identification number(s): | Not Applicable   |
| Delivery:   | Delivery against payment   |
| Names and addresses of initial MTN Paying   | Elavon Financial Services DAC, UK Branch<br>125 Old Broad Street |

Agent(s):	London EC2N 1AR	
Names and addresses of additional MTN Paying Agent(s) (if any):	Not Applicable	A13.5.2 Cat C A12.5.4.2 Cat C
Intended to be held in a manner which 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.	
If syndicated, names of Managers:	Barclays Bank PLC Crédit Agricole Corporate and Investment Bank ING Bank N.V. J.P. Morgan Securities plc	
Stabilisation Manager(s) if any:	Not Applicable	

## 7 U.S. SELLING RESTRICTIONS

U.S Selling Restrictions:	Reg. S Compliance Category 2; TEFRA D
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