

**SUPPLEMENTARY PROSPECTUS DATED 24 NOVEMBER 2016 TO THE PROSPECTUS
DATED 23 JUNE 2016**



SEVERN TRENT UTILITIES FINANCE PLC

*(incorporated with limited liability in England and Wales with registered number 2914860)
as an Issuer*

SEVERN TRENT PLC

*(incorporated with limited liability in England and Wales with registered number 2366619)
as an Issuer*

SEVERN TRENT WATER LIMITED

*(incorporated with limited liability in England and Wales with registered number 2366686)
as Guarantor of Notes issued by Severn Trent Utilities Finance Plc*

€6,000,000,000

Euro Medium Term Note Programme

This Supplementary Prospectus (the "**Supplementary Prospectus**" which definition shall also include all information incorporated by reference herein) constitutes a supplementary prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000, as amended (the "**Act**") and Article 16 of Directive 2003/71/EC (as amended, including by Directive 2010/73/EU) (the "**Prospectus Directive**") and has been prepared by Severn Trent Plc and Severn Trent Utilities Finance Plc (each an "**Issuer**" and together the "**Issuers**") and Severn Trent Water Limited (the "**Guarantor**") for use in connection with Notes issued from time to time under the above-mentioned €6,000,000,000 Euro Medium Term Note Programme (the "**Programme**") established by the Issuers. A Prospectus dated 23 June 2016 (the "**Prospectus**") has been prepared by the Issuers and Severn Trent Water Limited and approved as a base prospectus for the purposes of Article 5.4 of the Prospectus Directive by the United Kingdom Financial Conduct Authority in its capacity as competent authority under the Act (the "**UK Listing Authority**"), for use in connection with the Programme. This Supplementary Prospectus supplements, updates and forms part of the Prospectus and should be read in conjunction therewith, together with any other supplements to the Prospectus.

The purpose of this Supplementary Prospectus is to incorporate by reference into the Prospectus interim financial information for the six months ended 30 September 2016.

Except as otherwise provided in this Supplementary Prospectus, terms and expressions defined in the Prospectus have the same meaning when used in this Supplementary Prospectus.

Pages 3 to 13 (inclusive) and pages 16 to 36 (inclusive) of the regulatory announcement entitled "Half Yearly Financial Report" (the "**Half Yearly Financial Report**"), issued by Severn Trent Plc dated 24 November 2016 and filed with this Supplementary Prospectus, are hereby

incorporated in, and form part of, this Supplementary Prospectus and the Prospectus. Any information contained in the Half Yearly Financial Report which is not expressly incorporated by reference in this Supplementary Prospectus does not form part of this Supplementary Prospectus and is either not relevant to investors or is covered elsewhere in the Supplementary Prospectus or the Prospectus.

Any information or documents which are incorporated by reference, either expressly or implicitly, in the Half Yearly Financial Report incorporated by reference in this Supplementary Prospectus shall not form part of this Supplementary Prospectus for the purposes of the Prospectus Directive.

There has been no significant change in the financial or trading position of Severn Trent and its subsidiaries taken as a whole since 30 September 2016.

General Information

The Issuers and the Guarantor accept responsibility for the information contained in this Supplementary Prospectus. To the best of the knowledge of the Issuers and the Guarantor (each having taken all reasonable care to ensure that such is the case) the information contained in this Supplementary Prospectus is in accordance with the facts and does not omit anything likely to affect the import of such information.

Copies of this Supplementary Prospectus, the Prospectus and all documents or information incorporated by reference in this Supplementary Prospectus are available for inspection during normal office hours from the registered office of each Issuer and from the specified offices of the Paying Agents.

To the extent that there is any inconsistency between (a) any statement in this Supplementary Prospectus or any statement incorporated by reference into the Prospectus by this Supplementary Prospectus and (b) any other statement in or incorporated in the Prospectus prior to the date of this Supplementary Prospectus, the statements in (a) above will prevail. Save as disclosed in this Supplementary Prospectus there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Prospectus since the publication of the Prospectus.

Investors should be aware of their rights under Section 87Q(4) of the Act.