

Supplementary Prospectus and Supplementary Listing Particulars dated 23 June 2023

Cadent

Your Gas Network

CADENT FINANCE PLC

(incorporated with limited liability in England and Wales under registered number 5895068)

(Legal Entity Identifier: 5493005M8TJ0J6IMUF67)

£7,000,000,000

Euro Medium Term Note Programme

unconditionally and irrevocably guaranteed by

CADENT GAS LIMITED

(incorporated with limited liability in England and Wales under registered number 10080864)

(Legal Entity Identifier: 549300KCZ04E6ZUCZ288)

This second supplement (the “**Second Supplement**”) to the prospectus dated 6 December 2022, as previously supplemented on 1 March 2023 (the “**Prospectus**”) (which comprises a base prospectus) constitutes a supplementary prospectus for the purposes of Article 23 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (“**EUWA**”) (the “**UK Prospectus Regulation**”) and is prepared in connection with the £7,000,000,000 Euro Medium Term Note Programme for the issuance of guaranteed bonds (the “**Programme**”) established by Cadent Finance plc (the “**Issuer**”) and unconditionally and irrevocably guaranteed by Cadent Gas Limited (the “**Guarantor**”). This Second Supplement is supplemental to, and should be read in conjunction with, the Prospectus and any other supplements to the Prospectus subsequently issued by the Issuer.

This Second Supplement also operates as a supplement to the listing particulars dated 6 December 2022, as previously supplemented on 1 March 2023 (the “**Listing Particulars**”) for the purposes of LR 4.4.1 of the Listing Rules of the Financial Conduct Authority (“**FCA**”) and section 81 of the Financial Services and Markets Act 2000 (as amended) in relation to the PSM Instruments as defined in the Listing Particulars. For the purpose of any PSM Instruments issued under the Programme, this document does not constitute a supplemental prospectus within the meaning of Article 23 of the UK Prospectus Regulation. This Second Supplement is supplemental to, and should be read in conjunction with, the Listing Particulars and any other supplements to the Listing Particulars subsequently issued by the Issuer.

The purpose of this Second Supplement is to:

- (I) incorporate by reference certain sections of the annual report of Cadent Gas Limited for the financial year ended 31 March 2023;
- (II) incorporate by reference the audited financial statements of Cadent Finance plc for the financial year ended 31 March 2023;
- (III) update the significant or material change statements in the “*General Information*” section of the Prospectus; and
- (IV) provide an update on the credit rating outlook by S&P of the Guarantor and the Instruments expected to be issued under the Programme,

each as described further below. Unless otherwise defined in this Second Supplement, terms defined in the Prospectus have the same meaning when used in this Second Supplement.

Each of the Issuer and the Guarantor accepts responsibility for the information contained in this Second Supplement. To the best of the knowledge of each of the Issuer and the Guarantor, the information contained in this Second Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

1. Documents Incorporated By Reference

The information set out below supplements the section of the Prospectus entitled “*Documents Incorporated by Reference*” on pages 9 to 10 of the Prospectus.

Information included in the following documents which have previously been published shall, by virtue of this Second Supplement, be incorporated by reference in, and form part of, the Prospectus as set out below:

- (a) pages 105 to 180 of the annual report of Cadent Gas Limited for the financial year ended 31 March 2023, including the audited consolidated financial statements of Cadent Gas Limited for the financial year ended 31 March 2023, together with the audit report thereon (available at <https://data.fca.org.uk/artefacts/NSM/Portal/NI-000077869/NI-000077869.pdf>); and
- (b) the audited financial statements of Cadent Finance plc for the financial year ended 31 March 2023, together with the audit report thereon (available at <https://data.fca.org.uk/artefacts/NSM/Portal/NI-000077870/NI-000077870.pdf>).

Copies of the documents incorporated by reference in the Prospectus (including by virtue of this Second Supplement) can be obtained from the registered office of the Issuer and from the specified office of the Paying Agent for the time being in London.

In addition, copies of the documents listed in (a) to (b) above will be available on the website of the Regulatory News Service operated by the London Stock Exchange, <http://londonstockexchange.com/exchange/news/market-news/market-news-home.html>

If documents which are incorporated by reference to this Second Supplement themselves incorporate any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this Second Supplement for the purposes of the UK Prospectus Regulation except where such information or other documents are specifically incorporated by reference or where this Second Supplement is specifically defined as including such information.

2. General Information

The information set out below supplements the section of the Prospectus entitled “*General Information*” on pages 152 to 155 of the Prospectus.

- (a) The text in paragraph 13 on page 154 of the Prospectus shall be deleted in its entirety and shall be deemed replaced by the following text:

“There has been no significant change in the financial position or financial performance of the Issuer, the Guarantor or the Group since 31 March 2023.”
- (b) The text in paragraph 14 on page 154 of the Prospectus shall be deleted in its entirety and shall be deemed replaced by the following text:

“There has been no material adverse change in the financial position or prospects of the Issuer, the Guarantor or the Group since 31 March 2023.”

To the extent that there is any inconsistency between (a) any statement in this Second Supplement or any statement incorporated by reference into the Prospectus and/or Listing Particulars by this Second Supplement and (b) any other statement in or incorporated by reference in the Prospectus and/or Listing Particulars, the statements in (a) above will prevail.

Save as disclosed in this Second Supplement, no other significant new factor, material mistake or inaccuracy relating to information included in the Prospectus and/or Listing Particulars has arisen or been noted, as the case may be, since the publication of the Prospectus and/or Listing Particulars.

An investor should be aware of its rights arising pursuant to Article 23 of the UK Prospectus Regulation.

This Second Supplement has been approved by the FCA, which is the United Kingdom competent authority for the purposes the UK Prospectus Regulation and relevant implementing measures in the United Kingdom, as a base prospectus supplement issued in compliance with the UK Prospectus Regulation and relevant implementing measures in the United Kingdom.

This Second Supplement has been approved by the FCA, which is the United Kingdom competent authority for the purposes of LR 4.1.3 of the Listing Rules for listing particulars for the professional securities market and certain other securities, as supplementary listing particulars issued in compliance with the Listing Rules.

3. Developments in credit rating outlook

On 23 June 2023, S&P affirmed the rating for the Guarantor at BBB+ and revised the rating outlook to negative from stable, citing that the increased cost of inflation linked debt and higher interest rates will erode headroom on the S&P credit metrics, specifically adjusted FFO/net debt.

All references in the Prospectus to the Guarantor being rated ‘BBB+ (stable)’ by S&P is hereby replaced with the rating of ‘BBB+ (negative)’.

All references in the Prospectus to the Instruments being expected on issue to be rated ‘BBB+ (stable)’ by S&P is hereby replaced with the rating of ‘BBB+ (negative)’.