

**SCRIP DIVIDEND ALTERNATIVE BOOKLET – TERMS AND CONDITIONS**

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**ELECTION IN RESPECT OF THIS FINAL DIVIDEND ONLY**

**1 Terms of election**

If you were a shareholder on the register at the close of business on 10 August 2012 (the “record date”) you may elect to receive one new Ordinary share of 40.7p credited as fully paid for every 740.3p otherwise payable as a cash dividend on the Ordinary shares of 40.7p each registered in your name at close of business on that date, instead of cash for the final dividend for the year ending 31 March 2012 of 18.30p per share (the “final cash dividend”). This right is non-transferable.

The election may be exercised in respect of all or part of your holding of Ordinary shares. If you wish to receive all or part of your holding as new shares and you hold your shares in certificated form, enter the new shares you wish to elect on in Step 2 of the form. If your shareholding is in uncertificated form in CREST, see paragraph 5 below. No fraction of a new Ordinary share will be allotted and a full cash dividend will be paid on any balance of a holding in respect of which new Ordinary shares cannot be allotted.

**2 Basis of entitlement**

Your entitlement to new Ordinary shares has been based on a price of 740.3p (the “share price”) which was the average of the middle market quotations for the Company’s Ordinary shares for the day on which they were quoted “ex” dividend and the four subsequent dealing days as derived from the London Stock Exchange’s Daily Official List. The value of your entitlement has been subject to rounding to ensure that it is as nearly as possible equal to but not greater than the cash amount of the final cash dividend (disregarding any tax credit).

The formula used in calculating your maximum entitlement is as follows:

$$\frac{\text{number of Ordinary shares held at the record date} \times \text{final cash dividend}}{\text{share price}}$$

An election may not be made in respect of fewer than 41 Ordinary shares as this is the number of Ordinary shares required to give an entitlement to one new Ordinary share. For your protection, the Directors may (and absent mitigating circumstances intend to) declare elections void and pay a final cash dividend instead if the middle market quotation for the Company’s Ordinary shares by the final date for receipt of Forms of Election/Mandate falls by 15 per cent or more from the share price used to calculate your entitlement. The Directors may also declare your election void and pay a cash dividend instead if the middle market quotation for the Company’s Ordinary shares by the final date for receipt of Forms of Election/Mandate rises by 15 per cent or more from the share price used to calculate your entitlement.

**3 Shareholders outside the United Kingdom**

The election to receive new Ordinary shares is not being offered to, or for the account of, any North American Person. “North American Person” means any natural person resident in the United States or Canada, any corporation, partnership or other entity created or organised in or under the laws of the United States or Canada, or any political sub-division thereof, or with a registered address in either of those countries, or any estate or trust the income of which is subject to United States federal income taxation or Canadian income taxation (regardless of its source). “United States” means the United States of America (including each State of the United States of America and the District of Columbia).

References to the United States and Canada include their territories, possessions and all areas subject to their jurisdiction. Accordingly they will receive their dividends in cash in the usual way and are not being sent Forms of Election/Mandate and any such Forms of Election/Mandate received from a North American Person will not be accepted by the Company. Shareholders in other countries should note that no action is being taken by the Company to permit the exercise of any rights of election. Shareholders who are residents, citizens or nationals of any such other overseas countries may only elect to receive new shares if the scrip dividend alternative can lawfully be offered to and accepted by them under the laws of the relevant jurisdiction(s) and in both cases without any further obligation on the part of the Company. It is the responsibility of any person outside the United Kingdom wishing to receive new Ordinary shares to ensure compliance with the laws of the relevant jurisdiction including the obtaining of any governmental or other consents and compliance with all other formalities.

#### **4 How to make an election**

If you wish to receive new Ordinary shares instead of the full cash dividend you should complete and sign the enclosed Form of Election/Mandate and return it to Capita Registrars, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, so that it reaches the Registrar no later than 5.00pm on 17 September 2012. **If the Registrar does not receive the Form of Election/Mandate by that date you will receive the full cash dividend.** No acknowledgement of receipt of Forms of Election/Mandate will be issued. **Shareholders who hold their Ordinary shares in CREST can only elect to receive dividends in the form of New Shares by use of the CREST Dividend Election Input Message (any Form of Election/Mandate or other forms of instruction received from CREST holders will not be accepted and will be ignored).** For further details see paragraph 5 below.

#### **5 CREST**

If your shareholding is in uncertificated form in CREST (and was in uncertificated form as at the relevant record date) you can only elect to receive your dividend in the form of New Shares by means of the CREST procedure to effect such election. By doing so, such CREST shareholders confirm their election to participate in the scrip dividend alternative and their acceptance of these terms and conditions, as amended from time to time. **No other method of election will be permitted under the scrip dividend alternative and will be rejected.**

If you are a CREST sponsored member, you should consult your CREST sponsor, who will be able to take appropriate action on your behalf. All elections made via the CREST system should be submitted using the Dividend Election Input Message in accordance with the procedures as stated in the CREST Reference Manual. The Dividend Election Input Message submitted must contain the number of shares on which the election is being made. If the relevant field is left blank, or completed with zero, the election will be rejected. If you enter a number of shares greater than the holding in CREST on the relevant record date, the election will be applied to your total holding held as at the relevant record date for the dividend. Evergreen elections will not be permitted. If you wish to receive new shares instead of cash in respect of future dividends for which a scrip dividend alternative is offered, your must complete a Dividend Election Input Message on each occasion otherwise you will receive your dividend in cash. Elections via CREST should be received by CREST no later than 5.00pm on 17 September 2012 in respect of those shares on which you wish to make an election.

Once an election is made using the CREST Dividend Election Input Message it cannot be amended. Therefore, if a CREST shareholder wishes to change their election, the previous election is required to be cancelled.

#### **6 Listing of Ordinary shares and trading on the London Stock Exchange**

Application will be made to the UK Listing Authority and the London Stock Exchange plc for admission of the new Ordinary shares to, respectively, the Official List of the UK Listing Authority (the "Official List") and to trading on the London Stock Exchange's market for listed securities. The new Ordinary shares will on issue rank pari passu in all respects with the existing Ordinary shares and will rank for all future dividends. Certificates in respect of new Ordinary shares will be posted to shareholders who hold their existing Ordinary shares in certificated form, at the risk of the person entitled thereto, on 4 October 2012. Dealings in the new Ordinary shares are expected to begin on 5 October 2012. In the unlikely event that the UK Listing Authority does not agree before 5 October 2012 to admit the new Ordinary shares to the Official List, Forms of Election/Mandate will be disregarded and the final dividend will be paid in cash in the usual way.

#### **7 Uncertificated shares**

Shareholders who hold their existing Ordinary shares in uncertificated form on 10 August 2012 and have made a valid scrip election will be allotted and issued their new Ordinary shares as uncertificated shares on 5 October 2012 unless the Company is unable to do so under the provisions of the Uncertificated Securities Regulations 2011 (SI2001 No 01/3755) or the facilities and requirements of CREST, in which case such shares will be issued as certificated shares and share certificates for such new Ordinary shares will be posted to such shareholders at their own risk on 4 October 2012 together with the dividend cheques in respect of any remaining cash dividend entitlement.

Where new Ordinary shares are issued as uncertificated shares, the Company will procure that Euroclear & Ireland Limited is instructed to credit the shareholder's stock account in CREST with such shareholder's entitlement to new Ordinary shares. The stock account will be an account under the same participant ID and member account ID as the Ordinary shares from which the new Ordinary shares are derived.

## **8 General**

The total cash cost of the final dividend would be £66,398,359 if no elections for the scrip dividend alternative were received. If all shareholders were to elect to receive new Ordinary shares instead of cash in respect of their entire holdings, 8,969,115 new Ordinary shares would be issued (ignoring any reduction in respect of fractions and assuming a share price used to calculate their entitlements of 740.3p, being the middle market price detailed in paragraph 2 above), representing an increase of 2.47% in the issued Ordinary share capital of the Company (excluding shares held in treasury) as at 24 August 2012.

## **9 More than one Form of Election/Mandate**

If for any reason your shares are registered in more than one holding and as a result you receive more than one Form of Election/Mandate, then unless you arrange with the Company's Registrar to consolidate your holdings of Ordinary shares before 17 September 2012, the holdings will be treated for all purposes as separate and you should complete the separate Forms of Election/Mandate.

## **10 If you have recently sold Ordinary shares**

If you have sold any of your Ordinary shares before 8 August 2012 (the day on which the shares went "ex" dividend), you may not be entitled to the dividend on those shares and you are advised to contact your stockbroker or other agent through whom the sale was effected without delay as there may be a claim for the cash amount of the dividend by the purchaser in accordance with the rules of the UK Listing Authority.

If you sell part of your shareholding prior to the relevant Record Date for any dividend and such sale is registered in the Company's Register of Members prior to the relevant Record Date, the scrip dividend alternative will apply only to your remaining Ordinary shares.

## **11 Personal entitlement statement**

A statement will be sent to all shareholders electing for the scrip dividend alternative stating the number of new Ordinary shares allotted and the total cash equivalent of the new Ordinary shares for tax purposes.

## **12 Timetable**

8 August 2012	Ordinary shares quoted ex dividend
10 August 2012	Record date for final dividend
24 August 2012	Posting of scrip dividend alternative offer
17 September 2012	Final date for receipt of Forms of Election/Mandate and CREST Dividend Election Input Messages
4 October 2012	Posting of dividend cheques and share certificates
4 October 2012	Final dividend payment date
5 October 2012	First day of dealing in the new Ordinary shares.

No receipt or acknowledgement of Forms of Election/Mandate will be issued. The Directors may suspend, change or terminate the scrip dividend alternative at any time. Duplicate copies of the Form of Election/Mandate can be obtained from Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom up to and including the last day for receipt of Forms of Election/Mandate.

## **MANDATE**

### **1 Scrip dividend election for future dividends**

If you wish to elect to receive new Ordinary shares automatically in respect of the final cash dividend and all future dividends for which the scrip dividend alternative is offered (“relevant dividends”) for all of your holding, you should sign the Form of Election/Mandate. **Do not complete Step 2 as this election will apply to the final dividend only and NOT future dividends.**

Your mandate will remain valid in respect of all relevant dividends unless and until revoked by you or, in certain circumstances, by the Company (see below). Details of each future Scrip dividend offered by the Company will be given in the “Investor Information” section of the Company’s website at: [www.pennon-group.co.uk](http://www.pennon-group.co.uk) under “Dividends”.

If your shareholding is held in uncertificated form in CREST, you will not be able to complete a mandate. However you may make an election which will apply to the final dividend only. See paragraph 5 of the ‘Election in respect of this Final Dividend Only’ section of this booklet.

For your protection, the Directors may (and absent mitigating circumstances intend to) declare your mandate void and pay a cash dividend instead, in respect of a relevant dividend if the middle market quotation for the Company’s Ordinary shares by the final date for elections in respect of that relevant dividend falls by 15 per cent or more from the share price used to calculate your entitlement. The Directors may also declare your mandate void and pay a cash dividend instead, in respect of a relevant dividend if the middle market quotation for the Company’s Ordinary shares by the final date for elections in respect of that relevant dividend rises by 15 per cent or more from the share price used to calculate your entitlement.

### **2 Mandates to be for full shareholdings only**

Mandates will be applied to your total shareholding at the record date for each relevant dividend. Any fractional entitlement will be accumulated for your benefit without interest until sufficient funds are available to subscribe for one new Ordinary share in a subsequent scrip dividend which will then be allotted automatically to you.

### **3 Compounding of new Ordinary shares**

All new Ordinary shares issued instead of a cash dividend will automatically increase the basic holding on which the next entitlement to a dividend will be calculated. Where you hold less than the minimum number of Ordinary shares required for exercise of the right to receive new Ordinary shares, funds representing your fractional entitlement will be accumulated for your benefit. These funds will be added to the cash amount of any dividends in respect of which a subsequent scrip dividend alternative is offered and applied in calculating your entitlement in that offer. These funds will, however, be paid to you if you cancel your mandate or dispose of your entire shareholding.

### **4 Revocation of mandates**

Notice of revocation of your mandate may be given by you at any time and must be given in writing to the Company’s Registrar. Such notice will take effect upon its receipt by the Company’s Registrar in respect of all dividends payable on or after the date of receipt of such notice, other than in respect of a relevant dividend for which the latest time has passed by which holders of Ordinary shares who do not have a Scrip Dividend Mandate in place must complete a Form of Election in order to receive that dividend in the form of fully paid Ordinary shares. Your mandate will be deemed to be revoked if you sell or otherwise transfer your Ordinary shares to another person but only with effect from the registration of the relevant transfer and will terminate immediately on receipt of notice of death. Funds representing fractional entitlements accumulated on your behalf will be paid to you on revocation of your mandate.

### **5 Modification or termination of mandates**

Mandates may be modified or terminated at any time by the Company on giving not less than three months’ notice in writing to shareholders. In the case of any modification, current mandates will be deemed to remain valid under the modified arrangements unless and until the Company’s Registrar receives a revocation in writing from the shareholder or the mandate is terminated by the Company. On revocation, funds representing fractional entitlements accumulated on your behalf will be paid to you. This paragraph is not applicable to shareholders who have their shareholding in uncertificated form in CREST. See paragraph 5 of the ‘Election in respect of this Final Dividend Only’ section of this booklet.

### **6 Shareholders’ and Directors’ discretion**

The operation of mandates is subject both to there being an authority in place under Article 115 of the Company’s Articles of Association and the Directors’ subsequent decisions to offer the scrip dividend alternative. If authority is not granted by shareholders or if the Directors decide in their discretion not to offer the scrip dividend alternative in respect of any particular dividend, the full cash dividend will be paid to you in the usual way. Funds representing fractional entitlements accumulated on your behalf will be paid at the same time.

## TAXATION

The Company has been advised that, under current United Kingdom legislation and United Kingdom HM Revenue & Customs practice as at the date of this document, the taxation consequences for shareholders electing to receive new Ordinary shares instead of a cash dividend will, broadly, be as follows. This summary only relates to the position of shareholders resident in the United Kingdom for taxation purposes who hold their shares as an investment. In particular, this summary does not address the position of certain classes of shareholders such as dealers in securities. The precise taxation consequences for a particular shareholder will depend on that shareholder's individual circumstances.

**This summary of the taxation treatment is not exhaustive. You are warned that levels and bases of taxation can change. If you are in any doubt as to your tax position or, if you are resident or otherwise subject to taxation in any jurisdiction outside the United Kingdom, you should consult your professional adviser before taking any action.**

### 1 Individuals

#### *Income tax*

Where individual shareholders elect to receive new shares in place of a cash dividend, they will be treated as having received gross income of an amount which, when reduced by income tax at the rate of 10 per cent is equal to the "cash equivalent of the new shares". Income tax at the rate of 10 per cent is treated as having been paid on this gross income. The cash equivalent of the new shares will be the amount of the cash dividend foregone unless the market value of the new shares on the first day of dealings on the London Stock Exchange ("the opening value") differs substantially (e.g. by 15 per cent or more either way according to current HM Revenue & Customs practice) from the cash dividend foregone in which case the opening value will be treated as the cash equivalent of the new shares for taxation purposes.

An individual who elects to receive new shares with a cash equivalent of, for example, £90 will be treated as receiving gross income of £100, on which income tax of £10 has been paid.

Individuals who (after having taken into account their receipt of new shares) pay income tax at the starting rate for savings of 10 per cent or the basic rate of 20 per cent will have no further liability to income tax in respect of the new shares received. Individuals who are subject to income tax at the higher rate of 40 per cent will be liable to pay tax at the reduced rate of 32.5 per cent on the amount of gross income which they are treated as having received. Individuals who are subject to income tax at the additional rate of 50 per cent for taxable non-savings and savings income above £150,000 per annum will be liable to pay tax at the reduced rate of 42.5 per cent of the amount of the gross income which they are treated as having received. In both cases, the 10 per cent income tax deemed to have been paid can be set off against part of that liability, thereby reducing the liability to 22.5 per cent and 32.5 per cent respectively of the amount of the gross income treated as having been received. In the example above, this would mean further tax to pay of £22.50 or £32.50. Subject to what is said above in relation to the determination of the cash equivalent of the new shares, this is the same treatment as for cash dividends. For non tax paying individuals, no tax repayment claim to recover the income tax treated as having been paid may be made on either a cash dividend or in respect of new shares received.

#### *Capital gains tax*

For capital gains tax purposes, if an election to receive new shares instead of a cash dividend is made, then the "cash equivalent of the new shares" (as described above) will be treated as being the base cost for the new shares. The new shares will be treated as a new asset and added to the existing pool of shares already held.

### 2 Trustees

#### *Income tax*

Where trustees of discretionary or accumulation trusts, who are liable to income tax on dividend income at the dividend trust rate (currently 42.5 per cent), elect to receive the scrip dividend, they will be liable to additional income tax. For the purposes of charging this additional income tax, the same "grossing-up" procedure as outlined above will apply so that the trustees will be treated as having received gross income which, when reduced by income tax at the rate of 10 per cent, is the same as the cash equivalent of the new shares (as defined above). Using the example above, the trustees would be treated as having received gross income of £100 and having paid income tax of £10 on that grossed up amount. They would be subject to tax on the gross income of £100 at the rate of 42.5 per cent, although the £10 income tax deemed to have been paid can be set off against that liability. Accordingly, this would result in an additional tax payment of £32.50. Subject to what is said above in relation to the determination of the cash equivalent of the new shares, this is the same treatment as for cash dividends.

Where trustees of an interest in possession trust (where the beneficiary with an interest in possession is entitled to the trust income) elect to receive the scrip dividend and treat the new shares as income, the trustees will have no further income tax liability. The tax position of a beneficiary entitled to the trust income who is a UK tax resident individual will be as set out above.

If the shares are held in a bare trust or in the name of a nominee, the trustee or nominee will be disregarded for the purposes of income tax.

#### *Capital gains tax*

Where trustees of discretionary or accumulation trusts, where no beneficiary is entitled to the trust income, elect to receive the scrip dividend, the new shares will constitute a new holding of shares in the Company acquired for the cash equivalent in the manner described above.

Where trustees of an interest in possession trust (where the beneficiary with an interest in possession is entitled to the trust income) elect to receive the scrip dividend and treat the new shares as income, a beneficiary entitled to the trust income, if a UK tax resident individual, is treated for capital gains tax purposes as having acquired the new shares for the cash equivalent of the new shares, in the manner described above.

If the new shares are held in a bare trust or in the name of a nominee, the trustee or nominee will be disregarded and the beneficiary is treated as having acquired the new shares for the cash equivalent of the new shares.

### **3 Companies**

A corporate shareholder is not generally liable to corporation tax on cash dividends from a company resident in the United Kingdom and will not be charged corporation tax on new shares received instead of a cash dividend. For the purposes of corporation tax on chargeable gains, it will be assumed that no consideration has been given for the new shares. They will be added to the corporation shareholder's existing holding of shares in the Company and treated as though they had been acquired when the existing holding was acquired. On a disposal of the new shares, the base cost of the new shares will be calculated by reference to the base cost of the existing holding.

### **4 Pension funds**

Where pension funds elect to receive the scrip dividend, no tax credit will attach to the new shares. Pension funds will not be able to claim repayment of the tax credit on the equivalent cash dividend.

### **5 Stamp duty and stamp duty reserve tax**

No stamp duty or stamp duty reserve tax is payable in respect of the allotment and issue of the new Ordinary shares.

24 August 2012