

Admission card

Annual General Meeting (AGM) of Pennon Group Plc to be held on Friday 1 July 2016 at Sandy Park Conference Centre, Sandy Park Way, Exeter, Devon, EX2 7NN at 11.00am.



If you wish to attend the meeting, please bring this card with you and hand it in on arrival. This will facilitate entry for shareholders.

You can vote electronically at www.capitaregistrars.com

Signature of person attending

Barcode:

Investor Code:

Proxy form – please read the Explanatory Notes overleaf before completion

Barcode:

Investor Code:

I/We, the undersigned being (a) member(s) of Pennon Group Plc, hereby appoint the Chairman of the Meeting or the following person (see Explanatory Note 1)

Event Code:

as my/our proxy to exercise all or any of my/our rights to attend, speak and vote in respect of my/our voting entitlement* on my/our behalf at the AGM of Pennon Group Plc to be held on Friday 1 July 2016 at 11.00am and at any adjournment thereof.

| Resolutions | Vote | | | Resolutions | Vote | | | Resolutions | Vote | | |
|--|--------------------------|--------------------------|--------------------------|---|--------------------------|--------------------------|--------------------------|---|--------------------------|--------------------------|--------------------------|
| | For | Against | withheld | | For | Against | withheld | | For | Against | withheld |
| 1. To receive and adopt the Directors' report and the financial statements for the year ended 31 March 2016. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 8. To re-elect Christopher Loughlin as a Director. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 15. To authorise the partial exclusion of pre-emption rights. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To declare a final dividend of 23.12p per ordinary share for the year ended 31 March 2016. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 9. To re-elect Ian McAulay as a Director. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 16. To authorise the partial exclusion of pre-emption rights in connection with an acquisition or specified capital investment. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. To approve the annual report on remuneration. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 10. To re-elect Gill Rider as a Director. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 17. To authorise the purchase of the Company's own shares. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. To re-elect Sir John Parker as a Director. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 11. To re-appoint Ernst & Young LLP as auditor of the Company. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 18. To authorise a general meeting other than an AGM to be called on not less than 14 clear days' notice. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. To re-elect Martin Angle as a Director. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 12. To authorise the Audit Committee to determine the remuneration of the auditor on behalf of the Board. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | | | |
| 6. To re-elect Neil Cooper as a Director. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 13. To authorise the Company and its subsidiaries to make EU political donations up to a specified limit. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | | | |
| 7. To re-elect Susan Davy as a Director. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 14. To grant the Directors authority to allot shares. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | | | |

*If the proxy appointment is one of multiple appointments by the same shareholder, please place a 'X' in the box and refer to Explanatory Note 3

To assist with arrangements, if you intend to attend the meeting in person, please place a 'X' in the box

Signature

Date

Explanatory Notes in respect of the 'proxy form'

1. Every shareholder has the right to appoint some other person(s) of their choice as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint as a proxy a person other than the Chairman of the meeting, insert the full name of your chosen proxy in the space provided. A proxy need not be a shareholder. If the proxy is being appointed in relation to less than your full voting entitlement, enter in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. If this box is left blank, they will be deemed to be authorised in respect of your full holding entitlement.
2. Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting on any business including amendments to resolutions, which may properly come before the meeting.
3. To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting the Registrar's helpline on 0371 664 9234 (calls to this number are charged at standard network rates). Lines are open 8.30am – 5.30pm Monday – Friday or +44 371 664 9234 (from outside the UK) or you may photocopy this form. Please indicate in the box next to the proxy holder's name (marked with *) the number of shares in relation to which they are authorised to act as your proxy. Multiple proxy appointments must be signed and should be returned together in the same envelope to the address given in note 5 below.
4. The completion and return of this proxy form will not preclude a shareholder from attending the meeting and speaking in person.
5. To be effective, this proxy form must be signed and deposited at Capita Asset Services, PXS1, 34 Beckenham Road, Beckenham BR3 4ZF not later than 48 hours before the time for holding the meeting.
6. You can submit your proxy instructions electronically by going to **www.capitashareportal.com**. You will need to enter your Investor Code, which can be found on your proxy form.
7. The proxy form is for use in respect of the shareholder account specified overleaf only and should not be amended or submitted in respect of a different account.
8. A corporation must execute the proxy form under either its common seal or the hand of a duly authorised officer or attorney.
9. The 'Vote withheld' option is to enable you to abstain on any particular resolution. Such a vote is not a vote in law and will not be counted in the votes 'For' and 'Against' a resolution.
10. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number RA10) not later than 48 hours before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Business Reply Plus
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BECKENHAM
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