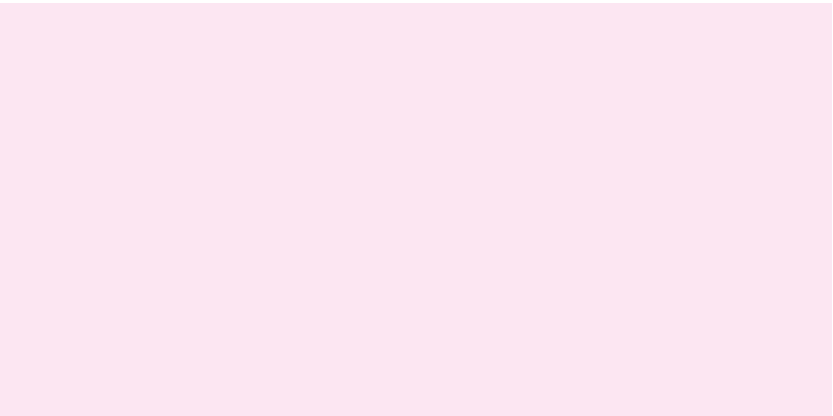


# Form of proxy

Meeting of members of Pennon Group plc to be held  
on Thursday 28 May 2020 at Peninsula House,  
Rydon Lane, Exeter EX2 7HR at 11am (the General Meeting).



You can vote electronically at [www.signalshares.com](http://www.signalshares.com)

Barcode:

Investor Code:

## Proxy form – please read the Explanatory Notes overleaf before completion

I/We, the undersigned being (a) member(s) of Pennon Group plc, hereby appoint  
the Chair of the meeting or the following person (see Explanatory Notes 3 and 4)

\*

Barcode:

Investor Code:

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 General Meeting of Pennon Group plc to be held on Thursday 28 May 2020 at 11am and at any adjournment thereof. I/We would like my/our proxy to vote on the resolutions proposed at the General Meeting as specified below (see Explanatory Note 5).

### Ordinary resolution

1. To approve the proposed disposal by the Company of the Viridor business,  
as described in the Notice of General Meeting.

For



Against



Vote withheld



\* 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 6.



Signature

Date

## Explanatory Notes in respect of the 'proxy form'

1. Due to the current circumstances arising from the COVID-19 outbreak, the General Meeting will be held as a closed meeting. **Please do not attempt to attend the meeting** as you will be refused entry. Shareholders are strongly encouraged to vote by proxy. Further information is provided in Part 1 of the Circular to Shareholders (the Circular) and the notes to the Notice of General Meeting in Part 8 of the Circular.
2. Details of how to submit questions about the transaction in advance of the meeting and how to listen to the proceedings online or by telephone are provided at [www.pennon-group.co.uk/investor-information/viridor-disposal](http://www.pennon-group.co.uk/investor-information/viridor-disposal).
3. Every shareholder has the right to appoint some other person(s) of their choice as their proxy to exercise all or any of their rights, to attend, speak and vote on their behalf at a general meeting. A proxy need not be a shareholder of the Company but must attend the general meeting for the shareholder's vote to be counted. Given the current restrictions on attendance, **you are urged to appoint the Chair of the meeting as your proxy to ensure your vote will be counted** (rather than a named person who will not be permitted to attend the meeting).
4. 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 voting entitlement (or, if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
5. Unless otherwise instructed, the proxy may vote as he or she thinks fit or abstain from voting on any business including amendments to resolutions or any motion to adjourn the meeting, which may properly come before the meeting.
6. 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) or +44 371 664 9234 (from outside the UK). Lines are open 8.30am to 5.30pm Monday to Friday excluding public holidays in England and Wales. Alternatively 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 Explanatory Note 7 below. As noted in Explanatory Note 3 above, **you should appoint the Chair of the meeting as your sole proxy to ensure your vote will be counted**.
7. To be valid, this proxy form must be signed and deposited together with the power of attorney or other authority, if any, under which it is signed (or a notarially certified copy thereof) at Link Market Services, PXS1, 34 Beckenham Road, Beckenham BR3 4ZF not later than 48 hours before the time for holding the meeting. If you prefer to post your completed and signed proxy form in an envelope, you may use the following Freepost address, which does not require a stamp: FREEPOST PXS, 34 Beckenham Road, Beckenham, BR3 9ZA.
8. As an alternative to completing and returning the printed proxy form, you may register a proxy appointment electronically by visiting [www.signalshares.com](http://www.signalshares.com). For security purposes you will need to log on with your personal details and Investor Code, which can be found on recent communications such as your dividend confirmation or your share certificate. Full instructions are given on the website.
9. 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.
10. A corporation must execute the proxy form under either its common seal or the hand of a duly authorised officer or attorney, stating their capacity (e.g. director/secretary).
11. The 'Vote withheld' option is to enable you to abstain on the resolution. Such a vote is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
12. 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 time stamp 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.
13. If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform at [www.proxymity.io](http://www.proxymity.io). Your proxy must be lodged not later than 48 hours before the time appointed for holding the meeting in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions.

Business Reply  
Licence Number  
RLUB-TBUX-EGUC



PXS 1  
34 Beckenham Road  
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