



# Form of proxy

The Annual General Meeting of Pennon Group plc will be held on Thursday 20 July 2023 at The Courtyard, Sandy Park, Sandy Park Way, Exeter EX2 7NN at 11.00am (the Meeting).



Barcode:

Investor Code:

Event Code:



**You may appoint a proxy at [www.signalshares.com](http://www.signalshares.com) instead of using this form.**

For guidance on how to complete this Form of Proxy please refer to the Notice of Meeting on the Company's website.

I/We being (a) member/members hereby appoint the Chair of the meeting/the following person:

**Name of proxy** (if not the Chair of the meeting):

**Number of ordinary shares appointed over:**  
(if less than your full voting entitlement)

as my/our proxy, to attend, speak and vote on my/our behalf at the Meeting of the Company and at any adjournment thereof. Please indicate below how you would like your proxy to vote on your behalf on the resolutions.

Please put an 'X' in the box opposite if this proxy appointment is one of multiple appointments being made: ☒



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



Ordinary Resolutions	For	Against	Vote withheld		For	Against	Vote withheld
1. That the Annual Report and Accounts for the year end 31 March 2023 be received and adopted	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	14. That Ernest and Young LLP be reappointed as auditor of the Company	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
2. To approve a final dividend of 29.77p per ordinary share	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	15. That the Audit Committee be authorised to determine the remuneration of the auditor on behalf of the Board	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
3. That the Directors' Remuneration Report be approved	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	16. That the Company be authorised to make political donations	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
4. That the Directors' Remuneration Policy be approved	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	17. That the Company be authorised to allot new shares	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
5. To elect Dorothy Burwell as a Director	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	18. To consider and approve the Company's Climate-Related Financial Disclosures, as set out in the 2023 Annual Report	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
6. To elect Loraine Woodhouse as a Director	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	19. That the Company be authorised to disapply pre-emption rights	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
7. To re-elect Gill Rider as a Director	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	20. That the Company be authorised to disapply additional pre-emption rights in connection with an acquisition or other capital investments	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
8. To re-elect Susan Davy as a Director	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	21. That the Company be authorised to purchase its own shares	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
9. To re-elect Paul Boote as a Director	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	22. That a general meeting, other than an AGM, may be called on not less than 14 clear days' notice	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
10. To re-elect Jon Butterworth as a Director	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>				
11. To re-elect Neil Cooper as a Director	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>				
12. To re-elect Iain Evans as a Director	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>				
13. To re-elect Claire Ighodaro as a Director	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" 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 overleaf.



Signature

Date



## Explanatory Notes

1. 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 the meeting. If you wish to appoint as a proxy a person other than the Chair 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 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).
2. Unless otherwise instructed, the proxy may vote as they think 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.
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) 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 5 below.
4. The completion and return of this proxy form will not preclude a shareholder from attending the meeting in person.
5. 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 Group, PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL 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, Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL.
6. You can submit your proxy instructions electronically by going to [www.signalshares.com](http://www.signalshares.com). In order to register for this service, you will need to enter your Investor Code, which can be found on your share certificate or dividend confirmation.
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, stating their capacity (e.g. director/ secretary).
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 calculation of the proportion of 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 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.
11. If you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to [proxymity.io](http://proxymity.io)

Business Reply Plus  
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