

NOTICE OF MEETING 2022

This document is important and requires your immediate attention.

If you are in any doubt about its content or the action you should take, you should consult your stockbroker, solicitor, accountant or other independent financial adviser authorised by the Financial Services and Markets Act 2000.

If you have recently sold or transferred all of your shares in Severn Trent Plc, please forward this document to your bank, stockbroker or other agent through or to whom the sale or transfer was effected for delivery to the purchaser or transferee.



Christine Hodgson
Chair

Dear Fellow Shareholder,

This year has taught us some valuable lessons and underlined the importance of purpose in everything we do. Our strategy is working, and we are confident that we are in a strong position for the challenges and opportunities ahead. The Board remains focused on ensuring that Severn Trent is a successful, socially purposeful company, making long-term decisions for the benefit of all our stakeholders.

Our 2022 Annual General Meeting (the 'AGM') is to be held on Thursday, 7 July 2022 at 11.00am at the Severn Trent Academy, Hawksley Park, St. Martins Road, Finham, Coventry, CV3 6PR.

Following the success of last year's AGM, shareholders will be able to follow the business of the meeting by virtual means again this year. Those joining virtually will be able to log into a live webcast and pose questions to the Board in real time. Further details on how to access the webcast are set out on pages 19 and 20 of this Notice. Shareholders intending to view the AGM electronically are reminded to submit their proxy vote (appointing the Chair of the meeting or another person able to attend the AGM in person, as proxy) in advance of the AGM as online voting will not be available on the day of the AGM.

Shareholders are also able to submit questions in writing through our website in advance of the AGM. In accordance with corporate governance best practice, the Board will seek to respond to questions received through the website by close of business on Monday, 27 June 2022 on or before Friday, 1 July 2022, ahead of the proxy voting deadline on Tuesday, 5 July 2022. Questions received and the Company's responses will be published on the Company's website severntrent.com/shareholder-centre/annual-general-meetings/.

Shareholders who are unable to attend the AGM in person are encouraged to submit their proxy vote (appointing the Chair of the meeting or another person able to attend the AGM in person, as proxy) in advance of the AGM and ahead of the proxy voting deadline of Tuesday, 5 July 2022, so that their vote is counted.

We continue to monitor the impact of COVID-19 in the UK and if it becomes necessary or appropriate to make changes to the arrangements for the AGM, we will ensure shareholders are given as much notice as possible. Shareholders are encouraged to monitor our website severntrent.com for further information.

NOTICE OF MEETING 2022

Board Changes

As outlined in our Annual Report and Accounts, there have been changes to your Board during the year as follows:

On 1 November 2021, the Board announced the appointment of Gillian Sheldon and Tom Delay to the Board with effect from 1 November 2021 and 1 January 2022 respectively. The Nominations Committee supports and recommends the appointment of Gillian and Tom as Directors.

Gillian has been appointed as a member of the Nominations, Treasury and Audit and Risk Committees and she brings extensive strategy, corporate finance and M&A experience to the Company.

Tom has been appointed as a member of the Nominations and Corporate Sustainability Committees. He succeeded Dame Angela Strank as Chair of the Corporate Sustainability Committee in March 2022. Tom brings extensive strategy, sustainability, energy and engineering experience to the Company.

Dame Angela Strank stepped down from the Board on 31 March 2022, having served on the Board for over eight years. On behalf of the Board, I would like to thank Angela for her service to Severn Trent and her valuable contribution to the Board's work, particularly in her capacity as the Chair of our Corporate Sustainability Committee.

As set out in the Notice of Meeting, all Directors will retire at this year's AGM and submit themselves for reappointment, or in the case of Gillian Sheldon and Tom Delay, appointment, by shareholders.

All of the current Directors were subject to a formal and rigorous performance evaluation, further details of which can be found on pages 106 and 107 of the Annual Report and Accounts. The Board considers that each of the Directors is discharging their responsibilities effectively and continues to make a strong contribution to the work of the Board. Each Director brings valuable skills and experience to the Board and its Committees as detailed in the biographies on pages 96 to 97 and in the skills matrix on page 6 of this document.

Final Dividend for Year Ended 31 March 2022

As announced on 25 May 2022, our robust operational and resilient financial performance was a factor in our decision to declare a final dividend in line with our AMP7 dividend policy of growth of at least CPIH per annum. The Board determined that based on the strong performance and the underlying financial position of the Company it remains appropriate to recommend to shareholders that a final dividend for the year ended 2021/22 be paid.

Please note that Severn Trent Plc operates a Dividend Reinvestment Plan (the 'Plan'), which gives shareholders the option of using their dividend payments to buy more shares in the Company at favourable commission rates. If you would like to participate in this Plan please contact the Equiniti helpline on 0371 384 2967 for an application form. To participate for the July 2022 final dividend a completed application form must be received by Equiniti by 5.00pm on Wednesday, 22 June 2022.

Articles of Association

The Board is proposing that the Company adopts new Articles of Association to reflect changes to company law and market practice since the current Articles of Association were last updated in 2016. In particular the new Articles of Association would facilitate the holding of hybrid shareholder meetings: that is a meeting where members are able participate in the business of the meeting by attending a physical location or by attending through means of an electronic facility.

The principal changes proposed to the existing Articles of Association are set out in Appendix 1 on pages 14 to 15 of this document. In addition, a marked-up version of the new Articles of Association is available on our website at severntrent.co.uk.

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY NOTES

Recommendation and Voting

The Board considers that all of the proposals set out in the Notice of Meeting are likely to promote the success of the Company and are in the best interests of the Company and its shareholders as a whole. The Directors unanimously recommend that you vote in favour of the Resolutions as they intend to do in respect of their own beneficial holdings which amount in aggregate to 395,418 Ordinary Shares representing approximately 0.157% of the issued Ordinary Share capital of the Company (excluding Treasury Shares) as at 24 May 2022, being the latest practicable date prior to publication of this document. Resolutions 1 to 21 will be decided on by poll to ensure the views of shareholders are accurately reflected and in accordance with current recommended best practice.

The following pages contain the Notice of Meeting of the 2022 AGM of Severn Trent Plc, setting out the business that will be proposed at the AGM and the procedures for your participation and voting.

Yours faithfully,

Christine Hodgson
Chair

24 May 2022

NOTICE IS HEREBY GIVEN that the 33rd Annual General Meeting (the 'Meeting') of Severn Trent Plc (the 'Company') to transact the following business will be held at Severn Trent Academy, Hawksley Park, St. Martins Road, Finham, Coventry, CV3 6PR on Thursday, 7 July 2022 at 11.00am.

Resolutions

The Resolutions numbered 1 to 16 are proposed as Ordinary Resolutions, which must each receive more than 50% of the votes cast in order to be passed.

Resolutions numbered 17 to 21 are proposed as Special Resolutions, which must each receive at least 75% of the votes cast in order to be passed.

The Resolutions to be proposed to the Meeting appear in bold text below with explanatory notes for each Resolution underneath.

Report and accounts

1. To receive the accounts and the reports of the Directors and the Auditor for the year ended 31 March 2022.

Severn Trent is required by the Companies Act 2006 (the '2006 Act') to present to the Meeting, the Reports of the Directors and Auditors and the audited accounts of the Company for each financial year (in this case for the year ended 31 March 2022) (the '2022 Annual Report'). The 2022 Annual Report is available at www.severntrent.com.

Remuneration report

2. To approve the Directors' Remuneration Report in the form set out in the Company's Annual Report and Accounts for the year ended 31 March 2022.

The 2006 Act requires quoted companies to present to their shareholders for approval a Directors' remuneration report. The Directors' Remuneration Report is set out in full in the Annual Report and Accounts on pages 128 to 148 and gives details of the remuneration of the Directors' for the year ended 31 March 2022.

The shareholder vote is advisory and therefore does not directly affect the remuneration paid to any Director. The Company's Auditor, Deloitte LLP, has audited those parts of the Directors' Remuneration Report that are required to be audited and their report is issued in the 2022 Annual Report.

Shareholders approved the Directors' Remuneration Policy at the Annual General Meeting in 2021 and therefore there is no requirement for shareholders to approve a Remuneration Policy this year. The Directors' Remuneration Policy will be put to shareholders again no later than the Company's Annual General Meeting in 2024.

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY NOTES

Dividend

3. To declare a final ordinary dividend in respect of the year ended 31 March 2022 of 61.28 pence for each Ordinary Share of 97 17/19 pence.

A final ordinary dividend of 61.28 pence per share has been recommended by the Directors for payment to ordinary shareholders who are on the register of members of the Company at 6.30pm on Monday 6 June 2022. A final dividend can only be declared by the shareholders at a General Meeting but must not exceed the amount recommended by the Directors. If so declared, the date of payment of the final ordinary dividend will be Wednesday 13 July 2022.

Reappointment of directors

The 2018 UK Corporate Governance Code (the 'Governance Code') recommends that all Directors of premium listed companies should be subject to annual reappointment by shareholders. The Directors standing for appointment and reappointment in light of this provision are listed in Resolutions 4 to 12.

Following an internal evaluation, the Chair and Nominations Committee confirm that each Director standing for reappointment continues to make a valuable contribution to the Board's deliberations and continues to demonstrate commitment. The Board has considered whether each of the Independent Non-Executive Directors is free from any relationship that could materially interfere with the exercise of his or her judgment and has concluded that each continues to be independent.

The Board supports and recommends all of the proposed appointments and reappointments.

Directors offering themselves for appointment/reappointment

The effectiveness of the Board is reviewed at least annually with such review conducted according to the guidance set out in the Governance Code and FRC Guidance on Board Effectiveness. The 2021/22 evaluation was internally conducted by the Chair, Christine Hodgson, with support from the Company Secretary. Following completion of the evaluation process, the Board considered the report's findings. Having done so, and having taken into account the performance of those Directors appointed during the year, the Board considers that each Director continues to be fully effective and their individual contribution continues to be important for Severn Trent's long-term sustainable success. Further detail on the Board evaluation process can be found in our 2022 Annual Report on pages 106 to 107.

As part of the evaluation, full consideration was given to the number of external positions held by the Non-Executive Directors. Directors' other appointments were reviewed, including the time commitment required for each, as part of the evaluation exercise. As a result of this review, the Nominations Committee did not identify any instances of overboarding and confirms that all individual Directors have sufficient time to commit to their appointment as a Director of Severn Trent Plc. The full list of external appointments held by our Directors can be found on pages 96 to 97. All of our Non-Executive Directors are considered to be independent.

Director	Number of Listed Company Appointments as Chair (including Severn Trent Plc)	Number of Listed Company Appointments as Non-Executive Director (including Severn Trent Plc)
Kevin Beeston	-	1
James Bowling	-	-
John Coghlan	-	1
Tom Delay*	-	1
Liv Garfield	-	-
Christine Hodgson	1	1
Sharmila Nebhrajani	-	3
Philip Remnant	-	2
Gillian Sheldon*	-	1

* Gillian Sheldon and Tom Delay were appointed as Directors of the Severn Trent Plc Board with effect 1 November 2021 and 1 January 2022 respectively.



Kevin Beeston
Senior Independent Non-Executive Director
Resolution: 4



Tom Delay
Independent Non-Executive Director
Resolution: 7



Sharmila Nebhrajani
Independent Non-Executive Director
Resolution: 10



James Bowling
Chief Financial Officer
Resolution: 5



Olivia Garfield
Chief Executive
Resolution: 8



Philip Remnant
Independent Non-Executive Director
Resolution: 11



John Coghlan
Independent Non-Executive Director
Resolution: 6



Christine Hodgson
Chair
Resolution: 9



Gillian Sheldon
Independent Non-Executive Director
Resolution: 12

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY NOTES

Skills matrix

Biographical details of the Directors can be found on pages 7 to 9 of this document along with the specific reasons why each Director's contribution is, and continues to be, important to the Company's long-term sustainable success.

The Board skills matrix below details some of the key skills and experience that our Board has identified as particularly valuable to the effective oversight of the Company and execution of our strategy. The Board skills matrix is reviewed at least annually.

Board skills	Kevin Beeston	James Bowtling	John Coghlan	Tom Delay	Liv Garfield	Christine Hodgson	Sharmila Nebhrajani	Philip Remnant	Gillian Sheldon
Strategy	●	●	●	●	●	●	●	●	●
M&A	●	●	●	●	●	●	●	●	●
Corporate finance/ Treasury	●	●	●	●	●	●	●	●	●
Accounting	●	●	●	●	●	●	●	●	●
Regulation	●	●	●	●	●	●	●	●	●
Technology/Innovation/ Cyber	●	●	●	●	●	●	●	●	●
Customer	●	●	●	●	●	●	●	●	●
Brands	●	●	●	●	●	●	●	●	●
Engineering	●	●	●	●	●	●	●	●	●
Utility sector	●	●	●	●	●	●	●	●	●
Science	●	●	●	●	●	●	●	●	●
Sustainability, including climate change	●	●	●	●	●	●	●	●	●
People management	●	●	●	●	●	●	●	●	●
Commercial procurement	●	●	●	●	●	●	●	●	●
Construction/ Infrastructure delivery	●	●	●	●	●	●	●	●	●
Large capital programmes	●	●	●	●	●	●	●	●	●
Political affairs	●	●	●	●	●	●	●	●	●

4. Reappointment of Kevin Beeston as a Director



Kevin Beeston
Senior Independent
Non-Executive Director

Qualifications:
FCMA

Appointment to the Board: As Independent Non-Executive Director on 1 June 2016, and as Senior Independent Non-Executive Director on 20 July 2016

Committee membership: Audit and Risk, Nominations, Remuneration, Treasury

Skills, competencies and experience: Kevin has significant commercial, financial and high-level management experience. Kevin spent 25 years at Serco plc until 2010, where he held the roles of Finance Director, Chief Executive and finally Chairman. Kevin subsequently served as Chairman of Taylor Wimpey plc, Equiniti Group plc, Elysium Healthcare Limited, Domestic & General Limited and Partnerships in Care Limited and he was also a Non-Executive Director of IMI Plc, Marston Corporate Limited and The Premier League.

Current Directorships/ Business Interests: Kevin is the Chair of Turnstone Equityco 1 Limited (Trading as Integrated Dental Holdings)

Specific Contribution to the Company's long-term success: Kevin has recent and relevant financial experience as a Fellow of the Chartered Institute of Management Accountants, was previously Finance Director at Serco Plc and has served as both Chair and a member of a number of audit committees.

5. Reappointment of James Bowling as a Director



James Bowling
Chief Financial Officer

Qualifications:
BA (Hons) Econ, ACA

Appointment to the Board:
1 April 2015

Committee membership: Executive Disclosure, Executive

Skills, competencies and experience: James is a chartered accountant, who started his career with Touche Ross and brings significant financial management, M&A and business transformation expertise to the Board. Prior to joining Severn Trent, James was interim Chief Financial Officer of Shire Plc, where he had been since 2005.

Current Directorships/Business Interests: James is a Director of Water Plus Limited, our joint venture with United Utilities.

Specific Contribution to the Company's long-term success: James has recent and relevant financial experience as a member of the Institute of Chartered Accountants in England and Wales.

6. Reappointment of John Coghlan as a Director



John Coghlan
Independent Non-Executive Director

Qualifications:
BCom, ACA

Appointment to the Board:
23 May 2014

Committee membership: Audit and Risk (Chair), Treasury (Chair), Nominations

Skills, competencies and experience: John has a wealth of experience in financial and general management. He spent 11 years at Exel PLC as Chief Financial Officer and ultimately as Deputy Chief Executive Officer until retiring in 2006. Since then, he has been a Director of publicly quoted and private companies across several sectors.

Current Directorships/ Business Interests: John is Non-Executive Director of O.C.S. Group Limited and Non-Executive Director, Vice Chair and Senior Independent Director of Clarion Housing Group.

Specific Contribution to the Company's long-term success: John has recent and relevant financial experience as a member of the Institute of Chartered Accountants in England and Wales.

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY NOTES

7. Appointment of Tom Delay as a Director



Tom Delay, CBE
Independent Non-Executive Director

Qualifications: BSc (Hons), MBA,
CEng MIMechE

Appointment to the Board:
1 January 2022

Committee membership: Corporate
Sustainability (Chair), Nominations

Skills, competencies and experience:
Tom was appointed as the first
Chief Executive of the Carbon Trust
in 2001. Since then, he has grown
the company to become a world
leader, advising businesses and
governments on carbon emissions
reduction and the development of low
carbon technologies, markets and
businesses. More recently, he has
taken the company's unique capabilities
further afield, extending its mission to
accelerate the move to a sustainable,
low carbon future.

Tom is a chartered engineer with
extensive experience of the energy
sector. He worked for Shell for 16
years in a variety of commercial
and operations roles before moving
into management consultancy
with McKinsey and Co and then as
a Principal with the Global Energy
Practice of AT Kearney. Tom is a
member of the UK Energy Research
Partnership and the advisory boards
of the Centre for Climate Finance
and Investment at Imperial College
London and the Global CO₂ Initiative at
the University of Michigan. In 2018, he
was awarded a CBE by the Queen for
services to sustainability in business.

**Current Directorships/Business
Interests:** Tom is Chief Executive of the
Carbon Trust.

**Specific Contribution to the Company's
long-term success:** Tom brings
extensive strategy, sustainability,
energy and engineering experience to
the Company.

8. Reappointment of Liv Garfield as a Director



Liv Garfield, CBE
Chief Executive

Qualifications: BA (Hons)

Appointment to the Board:
11 April 2014

Committee membership: Executive
Disclosure, Executive

Skills, competencies and experience:
Before joining Severn Trent, Liv was
Chief Executive Officer of Openreach,
part of the BT Group, where she
spearheaded and oversaw the
commercial roll-out of fibre broadband
to two-thirds of the country. She joined
BT in 2002 and held the pivotal
roles of Group Director of Strategy
and Regulation, Managing Director
Commercial and Brands, Global
Services and UK Customer Services
Director. From 1998 to 2002, Liv worked
for Accenture as a consultant in the
Communications and High Tech Market
Unit, designing and implementing
business change solutions across a
number of industry sectors.

In October 2020, Liv was appointed
Commander of the Order of the
British Empire ('CBE') in the Queen's
Birthday Honours for services to the
water industry.

**Current Directorships/Business
Interests:** Liv is Non-Executive Director
of Water UK, Chair of the Council for
Sustainable Business for Defra and
Member of the Takeover Panel and its
Hearing Committees and Nomination
Committee. Liv is also a Director of
Water Plus Limited, our joint venture
with United Utilities, and Chair of the
West Midlands Regional Business
Council. Liv is member of the 30% Club
and UK Investment Council.

**Specific Contribution to the Company's
long-term success:** Liv brings to
the Board a wealth of experience
customer service delivery, complex
infrastructure and organisations in a
regulated environment.

9. Reappointment of Christine Hodgson as a Director



Christine Hodgson, CBE
Chair

Qualifications: BSc (Hons), FCA

Appointment to the Board: As
Independent Non-Executive Director on
1 January 2020 and Appointed as Chair
of the Board on 1 April 2020

Committee membership: Nominations
(Chair), Corporate Sustainability,
Remuneration

Skills, competencies and experience:
Until her appointment as Chair of the
Severn Trent Board, Christine was the
Executive Chair of Capgemini UK Plc,
one of the world's largest technology
and professional services groups.
Christine joined Capgemini in 1997
and built her career in a variety of
roles including CFO for Capgemini
UK Plc and for the Global Outsourcing
business, CEO of Technology
Services North West Europe and
the Global Head of Corporate Social
Responsibility. Christine was previously
an Independent Non-Executive Director
of Ladbroke's Coral Group PLC until
2017. She is a fellow of the Institute of
Chartered Accountants in England and
Wales. In January 2020, Christine was
appointed Commander of the Order
of the British Empire ('CBE') in the
Queen's New Year Honours for services
to education.

**Current Directorships/Business
Interests:** Christine is the Senior
Independent Director of Standard
Chartered Plc and is Chair of The
Careers and Enterprise Company
Limited. Christine is also Senior Pro-
Chancellor and Chair of Loughborough
University Council and External Board
Advisor to Spencer Stuart Management
Consultants NV.

**Specific Contribution to the
Company's long-term success:**
Christine brings extensive Board
and governance experience as well as
a deep understanding of business,
finance and technology leadership.
She is a committed advocate of the
need for companies to serve all of their
stakeholders effectively and deliver
their social purpose.

10. Reappointment of Sharmila Nebhrajani as a Director



Sharmila Nebhrajani, OBE
Independent Non-Executive Director

Qualifications: MA (Hons), ACA

Appointment to the Board: 1 May 2020

Committee membership: Audit and Risk, Corporate Sustainability, Nominations, Remuneration

Skills, competencies and experience:

Sharmila's previous executive roles include Chief Executive of the Association of Medical Research Charities and Chief Operating Officer at BBC Future Media & Technology, where she managed the business functions of bbc.co.uk, including the launch of iPlayer. Previous non-executive roles include Chairman of the Human Tissue Authority, Deputy Chairman of the Human Fertilisation and Embryology Authority and Non-Executive of the Pension Protection Fund. Sharmila read Physiological Sciences (Medicine) at the University of Oxford. She is a chartered accountant and was awarded an OBE in 2014 for services to medical research.

Current Directorships/Business Interests:

Sharmila is Chairman of National Institute of Health and Care Excellence, Non-Executive Director of National Savings & Investments (until June 2022), Non-Executive Director Coutts & Co, and Trustee Director of Glyndebourne Productions Limited. Sharmila is also a Non-Executive Director of ITV Plc and a Non-Executive Director of Halma Plc.

Specific Contribution to the Company's long-term success:

Sharmila brings extensive Board and governance experience, gained in a variety of roles spanning the private sector, public sector and NGOs. She brings sectoral experience from a range of regulated sectors including medicine, bioethics, financial services and the media.

11. Reappointment of Philip Remnant as a Director



Philip Remnant, CBE
Independent Non-Executive Director

Qualifications: FCA, MA

Appointment to the Board:
31 March 2014

Committee membership: Remuneration (Chair), Audit and Risk, Nominations, Treasury

Skills, competencies and experience:

Philip is a senior investment banker and brings substantial advisory and regulatory experience to the Board. Previously, Philip was Vice Chairman of Credit Suisse First Boston Europe and Head of the UK Investment Banking Department. Philip was Director General of the Takeover Panel for two years between 2001 and 2003, and again in 2010, before his appointment as Deputy Chairman in 2012 until 2022. He served on the Board of Northern Rock Plc from 2008 to 2010 and from 2007 to 2012 was Chairman of the Shareholder Executive.

Current Directorships/Business Interests:

Philip is the Senior Independent Director of Prudential Plc, Trustee of City of London Endowment Trust and Director of the Salter's Management Company Limited.

Specific Contribution to the Company's long-term success:

Philip has recent and relevant financial experience as a fellow of the Institute of Chartered Accountants in England and Wales.

12. Appointment of Gillian Sheldon as a Director



Qualifications: BSc (Hons)

Appointment to the Board:
1 November 2021

Committee membership: Audit and Risk, Nominations, Treasury

Skills, competencies and experience:

Gillian is currently a Senior Advisor at Credit Suisse in the Investment Banking division, where she provides advice on a broad range of complex transactions to clients across multiple industries. Gillian is also a member of the Salesforce Europe, Middle East and Africa Advisory Board, where she provides strategic guidance and supports the company's growth into international markets. Gillian is a Corporate Board Member of the Royal Academy. Gillian joined Credit Suisse in 1996, and went on to become Head of Telecoms, Media and Technology Investment Banking in Europe and then Vice Chairman of Investment Banking. Her previous experience includes roles at N M Rothschild & Sons and a Trustee of BBC Children in Need. Until February 2021, she was the Senior Independent Director at Capita Plc. Gillian is also a Corporate Board member of the Royal Academy.

Current Directorships/Business Interests:

Gillian is Member of the Salesforce European Advisory Board, Senior Advisor at Credit Suisse Investment Banking Division and Corporate Board Member of the Royal Academy.

Specific Contribution to the Company's long-term success:

Gillian has extensive strategy, corporate finance, risk management and M&A experience. Gillian has recent and relevant financial experience gained through her roles in the banking and finance sectors.

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY NOTES

Auditors

13. To reappoint Deloitte LLP as Auditor of the Company, to hold office until the conclusion of the next General Meeting at which accounts are laid before the Company.

The Company is required to appoint the Auditor at each General Meeting at which accounts are laid before the Company, to hold office until the next such meeting. The Audit and Risk Committee formally tendered the external audit during the 2015/16 financial year which resulted in the recommendation to the Board that Deloitte LLP be reappointed as Auditor. The Board, on the unanimous recommendation of the Audit and Risk Committee, which has evaluated the effectiveness and independence of the Company's External Auditor, is proposing the reappointment of Deloitte LLP as the Company's statutory Auditor, subject to approval by shareholders at the Meeting. Details of how the effectiveness and independence of the statutory Auditor are monitored and assessed can be found on page 118 and 119 of the 2022 Annual Report.

14. To authorise the Audit and Risk Committee of the Board to determine the remuneration of the Auditor.

The Directors may set the remuneration of the Auditor if authorised to do so by the shareholders. This Resolution seeks authority for the Audit and Risk Committee of the Board, in accordance with standard practice, to set auditor remuneration for 2022/23. Details of the remuneration paid to the Company's External Auditor for 2021/22 can be found on page 119 of the 2022 Annual Report.

Authority to make political donations and incur political expenditure

15. To authorise, generally and unconditionally, the Company and all companies which are subsidiaries of the Company during the period when this Resolution 15 has effect, in accordance with sections 366 and 367 of the Companies Act 2006 (the '2006 Act') to:

- a) make political donations to political parties or independent election candidates not exceeding £50,000 in total;
- b) make political donations to political organisations other than political parties not exceeding £50,000 in total; and
- c) incur political expenditure not exceeding £50,000 in total,

(as such terms are defined in the 2006 Act) during the period beginning with the date of the passing of this resolution and expiring at the next Annual General Meeting of the Company, or if earlier, close of business on 6 October 2023, provided that the authorised sums referred to in paragraphs a), b) and c) above, may be comprised of one or more amounts in different currencies which, for the purposes of calculating the said sums, shall be converted into pounds sterling at the exchange rate published in the London edition of the Financial Times on the date on which the relevant donation is made or expenditure incurred (or the first business day thereafter) or, if earlier, on the day on which

the Company enters into any contract or undertaking in relation to the same.

Severn Trent does not give any money for political purposes or make donations to political organisations or incur political expenditure as defined in the 2006 Act. However, the definitions of political donations and political expenditure used in the 2006 Act are very wide. Sponsorship, subscriptions, payment of expenses, paid leave for employees fulfilling public duties, and support for bodies representing the business community in policy review or reform, may fall within this.

The authority the Company is requesting is a precautionary measure to ensure that the Group does not inadvertently breach the 2006 Act. The Company has no intention either now or in the future of making any political donation or incurring any political expenditure in respect of any political party, political organisation or independent election candidate.

Authority to allot shares

16. In accordance with section 551 of the Companies Act 2006 (the '2006 Act'), the Directors be generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company:

- a) up to a nominal amount of £81,945,779 (such amount to be reduced by the nominal amount allotted or granted under paragraph b) below in excess of £81,945,779); and
- b) comprising equity securities (as defined in section 560(1) of the Act) up to a nominal amount of £163,891,558 (such amount to be reduced by the nominal amount allotted or granted under paragraph a) above) in connection with an offer by way of a rights issue to ordinary shareholders on the register of members of the Company at such record date(s) as the Directors may determine, in proportion (as nearly as may be practicable) to their existing holdings on such date and to holders of other equity securities as required by the rights of those securities, save that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with Treasury Shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter,

such authorities to apply until the conclusion of the 2023 AGM (or, if earlier, until the close of business on 6 October 2023) save that during this period, the Company may make offers and enter into agreements during this period which would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends and the Directors may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not ended.

If Resolution 16 is passed, paragraph (a) would give the Directors authority to allot shares in the capital of the Company up to a maximum nominal amount of £81,945,779 (less any shares issued under the authority in paragraph (b)), representing the Investment Association ('IA') guideline limit of approximately one third of the Company's issued Ordinary Share capital (excluding Treasury Shares) as at 24 May 2022, being the latest practicable date before the publication of the Notice.

In line with guidance issued by the IA, paragraph (b) would give the Directors authority to allot shares or grant rights to subscribe for or convert any securities into Ordinary Shares in connection with a rights issue in favour of ordinary shareholders up to an aggregate nominal amount of £163,891,558 (less any shares issued under the authority in paragraph (a)), representing the IA guideline limit of approximately two thirds of the Company's issued Ordinary Share capital (excluding Treasury Shares) as at 24 May 2022, being the latest practicable date before the publication of the Notice.

The authorities sought under paragraphs (a) and (b) of this Resolution will expire at the conclusion of the 2023 AGM (or, if earlier, the close of business on 6 October 2023). The Board considers it appropriate to maintain the flexibility this authority provides if they believe it would be appropriate to do so in respect of business opportunities that may arise consistent with the Company's strategic objectives. As at 24 May 2022, being the latest practicable date before the publication of the Notice, the Company holds 3,116,579 Ordinary Shares in treasury.

Authority to disapply pre-emption rights

17. That, subject to the passing of Resolution 16, the Directors be given power, in accordance with section 570 and section 573 of the Companies Act 2006 (the '2006 Act') to allot equity securities (as defined in the 2006 Act) for cash under the authority given by that resolution and to sell Treasury Shares for cash as if section 561 of the 2006 Act did not apply to any such allotment or sale, such authority to be limited:

- a) to the allotment of equity securities and sale of Treasury Shares in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (b) of Resolution 16, by way of a rights issue only:
 - i. to ordinary shareholders on the register of members of the Company at such record date(s) as the Directors may determine in proportion (as nearly as may be practicable) to their existing holdings; and
 - ii. to holders of other equity securities, as required by the rights of those securities, or as the Directors otherwise consider necessary,

save that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with Treasury Shares, fractional entitlements, record

dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

- b) **in the case of the authority granted under paragraph (a) of Resolution 16 and/or in the case of any sale of treasury shares, to the allotment of equity securities or sale of Treasury Shares (otherwise than under paragraph a) of this resolution) up to a nominal amount of £12,291,867,**

such authority to apply until the conclusion the 2023 AGM (or, if earlier, until the close of business on 6 October 2023) save that during this period the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and Treasury Shares to be sold) after the power ends and the Directors may allot equity securities (and sell Treasury Shares) under any such offer or agreement as if the power had not ended.

If the Company allots new equity securities or sells Treasury Shares for cash (other than in connection with an employee share scheme), it is required by the 2006 Act to first offer the securities to existing shareholders in proportion to their existing holdings (known as pre-emption rights) but the Board may seek shareholder approval to disapply pre-emption rights or issue equity securities on a non-pre-emptive basis.

The effect of this resolution is to renew the authority given to the Board in previous years to allot equity securities (which for these purposes includes the sale of Treasury Shares) on a non-pre-emptive basis to ordinary shareholders by way of a rights issue, for example where legal or practical difficulties in jurisdictions outside the UK may prevent the allocation of shares on a pro rata basis. In line with the Pre-Emption Group Statement of Principles 2015 ('Statement of Principles') Resolution 17 would also grant the authority to allot a limited number of equity securities (equivalent to 5% of the issued ordinary share capital as at 24 May 2022) for cash without first offering them to existing shareholders.

The authority in this Resolution 17 would remain in force until the end of the AGM in 2023 or the close of business on 6 October 2023, whichever is the earlier.

Annual renewal of this authority is sought in accordance with best practice, and in line with the Statement of Principles. The Board wishes to ensure that the Company has maximum flexibility in managing the Group's capital resources and financing business opportunities as they arise. The Company does not intend to exercise the authority granted by this Resolution 17 to issue more than 7.5% of its issued ordinary share capital on a non-pre-emptive basis in any rolling three-year period, without prior consultation with shareholders.

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY NOTES

18. That, subject to the passing of Resolution 16 the Directors be given power, in accordance with section 570 and section 573 of the Companies Act 2006 (the '2006 Act') and in addition to any authority granted under Resolution 17, to allot equity securities (as defined in the 2006 Act) for cash under the authority given by that resolution and to sell Treasury Shares for cash as if section 561 of the 2006 Act did not apply to any such allotment or sale, such authority to be:

- a) limited to the allotment of equity securities or sale of Treasury Shares up to a nominal amount of £12,291,867 (being approximately 5% of the issued share capital as at 24 May 2022, the date of this Notice); and
- b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,

such authority to apply until the conclusion of the 2023 AGM (or, if earlier, until the close of business on 6 October 2023), save that during this period the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and Treasury Shares to be sold) after the power ends and the Directors may allot equity securities (and sell Treasury Shares) under any such offer or agreement as if the power had not ended.

This resolution would give the Directors the authority to allot additional equity securities or sell Treasury Shares (up to approximately 5% of the current issued ordinary share capital as at 24 May 2022) for cash without first offering them to existing shareholders. Together with Resolution 17 (if passed) this would give the Company the authority to disapply pre-emption rights over 10% of its issued share capital, up to a nominal amount of £24,583,734 as at 24 May 2022.

The additional authority is being sought in line with the Statement of Principles, which now permits a total authority covering 10% of the issued share capital provided that 5% of this is sought in a separate resolution and limited to use for acquisitions or capital investments.

The authority to allot an additional 5% of the current issued share capital as at 24 May 2022 requested in this Resolution 18 would be used only in connection with an acquisition or specified capital investment which is announced contemporaneously with the issue, or which has taken place in the preceding six-month period and is disclosed in the announcement of the issue.

If given, the authority in this Resolution 18 would remain in force until the AGM in 2023 or the close of business on 6 October 2023, whichever is the earlier. The Board considers that it is in the best interests of shareholders generally that the Company has maximum flexibility in managing the Group's capital resources and financing business opportunities as they arise.

Authority to purchase own shares

19. To authorise, generally and unconditionally, the Company to make market purchases (within the meaning of section 693(4) of the Companies Act 2006 (the '2006 Act')) of its Ordinary Shares, on such terms and in such manner as the Directors may from time to time determine provided that:

- i) the Company may not purchase more than 25,112,416 Ordinary Shares;
- ii) the Company may not pay less than 97 17/19 pence for each Ordinary Share; and
- iii) the Company may not pay, in respect of each Ordinary Share, more than the higher of (a) 5% over the average of the middle market price of an Ordinary Share based on the London Stock Exchange Daily Official List, for the five business days immediately before the day on which the Company agrees to buy such Ordinary Share, and (b) the higher of the price of the last independent trade and the highest current independent bid for an Ordinary Share in the Company on the trading venues where the market purchases by the Company pursuant to the authority conferred by this Resolution 19 will be carried out,

and this authority shall expire at the conclusion of the next Annual General Meeting of the Company, or if earlier, close of business on 6 October 2023, save that the Company may make a contract, before this authority ends, to purchase Ordinary Shares where the purchase is or may be completed (fully or partly) after this authority ends and may purchase its Ordinary Shares pursuant to any such contract.

This resolution would enable the Company to buy back its own Ordinary Shares in the market. The Board considers it desirable to have the general authority to do this in order to provide maximum flexibility in the management of the Group's capital resources. However, the authority would only be used if the Board was satisfied at the time that to do so would be in the best interests of shareholders.

The authority would be restricted to a maximum of 25,112,416 Ordinary Shares. This is not more than 10% of the issued share capital as at 24 May 2022. Should the Board decide to purchase some of the Company's own shares, existing rights to subscribe for shares would represent a marginally increased proportion of the current issued share capital. Details are as follows:

- The total number of Ordinary Shares that may be issued on the exercise of outstanding options as at 24 May 2022 is 3,173,482, which represents approximately 1.26% of the issued share capital at that date. As at 24 May 2022 there were no warrants over Ordinary Shares outstanding.
- If the Company were to purchase shares up to the maximum permitted by this resolution, the proportion of Ordinary Shares subject to outstanding options would represent approximately 1.40% of the issued share capital.

Under the 2006 Act, the Company may hold any shares bought back into treasury, which may then either be sold for cash, transferred for the purposes of an employees' share scheme or cancelled. The Company therefore has the choice of either cancelling or holding in treasury any of its shares which it purchases. If the Company buys any of its shares under the authority given by this resolution, the Board will decide at the time of purchase whether to cancel them immediately or to hold them in treasury. In relation to Treasury Shares, the Board would also have regard to any investor guidelines in relation to the purchase of shares intended to be held in treasury or in relation to their holding or resale which may be in force at the time of any such purchase, holding or resale.

The authority will remain in force until the end of the AGM in 2023 or the close of business on 6 October 2023, whichever is earlier.

Amendments to the company's Articles of Association
20. To approve the adoption of the Articles of Association produced to the meeting and signed by the Chair for the purpose of identification, as the Articles of Association of the Company in substitution for, and to the exclusion of, the Company's existing Articles of Association, with effect from the end of the Meeting.

The Directors are proposing that the Company adopt new Articles of Association to reflect changes to company law and market practice since the existing Articles of Association were last updated in 2016. The principal changes proposed to the existing Articles of Association are set out in Appendix 1 on pages 14 and 15 of this document.

A copy of a marked-up version of the new Articles of Association will be available for inspection at the Meeting for 15 minutes before the start of the meeting until its conclusion. A copy will also be available on the National Storage Mechanism from the date this notice is sent.

In addition, a marked-up version of the new Articles of Association is available on the Company's website at severntrent.co.uk.

General meetings

21. To authorise General Meetings of the Company, other than Annual General Meetings, to be called on not less than 14 clear days' notice.

The 2006 Act requires listed companies to call general meetings on at least 21 clear days' notice unless shareholders have approved the calling of general meetings at shorter notice. To retain flexibility, Severn Trent wishes to retain the option of calling general meetings, other than an AGM, on 14 clear days' notice. The effect of this resolution is to continue to give the Directors the power to call general meetings on a notice period of not less than 14 clear days.

The 14 day notice period would therefore only be used in circumstances where the flexibility needed is merited by the business of the meeting (for example, because the business of the meeting is time sensitive) and is thought to be to the advantage of shareholders as a whole. If this authority is used, the Company would then expect to explain, in its next Annual Report, the reasons for taking such action.

By order of the Board



Bronagh Kennedy

General Counsel and Company Secretary
 Severn Trent Plc
 Severn Trent Centre
 2 St John's Street
 Coventry CV1 2LZ
 Registered in England and Wales
 Registration No. 2366619

24 May 2022

APPENDIX 1

SUMMARY OF THE PRINCIPAL CHANGES TO THE COMPANY'S ARTICLES OF ASSOCIATION

It is proposed that the Company adopt new Articles of Association (the 'New Articles') in place of the existing Articles of Association, which were adopted in 2016 (the 'Current Articles').

The principal changes in the New Articles are summarised below and references to article numbers are to the New Articles. The changes in the New Articles are intended to reflect developments in market practice, certain legal and regulatory changes and provide additional flexibility where this is considered appropriate.

In addition, the Company has taken the opportunity to incorporate amendments of a more minor, technical or clarifying nature which are not summarised below. These seek to modernise the language in the document and clarify how certain provisions should operate.

Share certificates

The New Articles confirm that the delivery of a share certificate to the joint holder whose name appears first on the register shall be sufficient delivery to all joint holders (Article 12(6)). The New Articles also clarify that share certificates are sent at the member's risk (Article 12(8)).

Lien on partly-paid shares and calls and forfeiture of shares

The New Articles contain additional detail in relation to the procedures for enforcing the Company's lien over partly-paid shares and giving effect to the sale of such shares (Article 15). The New Articles contain additional detail in relation to the procedures for the sale of shares forfeited because a call on amounts unpaid on those shares has not been satisfied and such amount remains unpaid (Article 25).

Transmission of shares

The provisions in relation to transmission of shares in the New Articles clarify, amongst other things, that persons receiving shares by transmission shall only have the rights of a shareholder after the relevant transmittee gives notice of their entitlement to the Company (Article 37).

Disclosure of interests

The New Articles clarify that, in the event that a shareholder fails to comply with a section 793 notice issued by the Company the sanctions will continue to apply to the relevant shares after they are transferred (Article 38(1)).

The New Articles also extend the non-exhaustive list of circumstances in which a person will have failed to comply with a section 793 notice to include circumstances where the Company knows (or has reasonable cause to believe) that information provided in response to a section 793 notice is false or materially incorrect or incomplete (Article 38(5)(c)).

Untraced members

The process of selling shares belonging to shareholders who remain untraced for over 12 years has been modernised in the New Articles to bring it into line with current market practice (Article 39).

Amendments have also been made to the process of the sale of shares of untraced members. The obligation to sell the shares on a "best price reasonably obtainable" basis has been deleted in the New Articles, and proceeds of sale of the share(s) will be forfeited by the former shareholder, with no further right to claim the proceeds.

Various consequential amendments have been made to the New Articles to reflect the above changes.

General meetings

The New Articles provide that the Company may hold hybrid general meetings (including annual general meetings) in such a way that enables members to attend and participate in the business of the meeting by attending a physical location or by attending by means of an electronic facility (Article 45). Voting at hybrid meetings will, by default, be decided on a poll and hybrid meetings may be adjourned in the event of a technological failure. The Directors consider it prudent to obtain the flexibility to hold hybrid meetings. The provision does not permit virtual-only or electronic-only general meetings to be convened.

A number of clarifying changes have also been made to the provision in relation to satellite/multi-venue meetings (Articles 53 and 54).

The provisions in relation to adjourning a general meeting in the New Articles have also been updated (Article 55). The changes include clarifying that the same meeting may be adjourned more than once.

The New Articles include a new power for the Directors to postpone a meeting after notice of that meeting has been sent but before the meeting is held (Article 44). This power is intended to provide flexibility in the event of difficulties arising prior to the meeting being held, for example, if there are issues in relation to the meeting venue or facilities.

A number of other modernising or consequential amendments have been made to the provisions in the New Articles in relation to general meetings, including updating the health, safety and security provisions (Article 51).

Votes of members

The New Articles clarify that where shares are held jointly by more than one person, the joint holder whose name appears first on the register shall be accepted to the exclusion of all other votes received from other joint holders (Article 66).

Proxies and corporate representatives

The New Articles provide that where there are two or more valid proxy appointments, the last one received shall prevail and where it is not possible to determine which appointment is last received, none of the appointments will be treated as valid [Article 71].

Directors

In line with the requirements of the UK Corporate Governance Code, the New Articles require Directors to retire and seek re-election at each annual general meeting of the Company [Article 83]. This reflects existing Company practice.

The provisions in relation to termination of a Director's appointment have also been modernised [Article 87].

The provisions in relation to Directors' remuneration have been clarified to reflect their operation in practice. Directors' remuneration will continue to be repaid in accordance with the Directors' Remuneration Policy recently approved by the shareholders [Article 98(2)].

In addition, more minor changes are proposed to the provisions in the New Articles which relate to the appointment of alternate Directors, Directors' conflicts of interest and procedures regarding Board minutes.

Borrowing powers

The Company is proposing to amend the borrowing powers from the current limit of £8 billion, to the new increased limit of £12 billion in the New Articles [Article 95].

The Board considers that the proposed change reflects the Group's current size and that it is commercially prudent and timely to refresh the borrowing limits since the Current Articles were adopted in 2016, and that such proposed change provides a more sustainable debt limit for the future. The proposed change will not materially change the Company's borrowing policy. The Board believes the change to be in the best commercial interests of the Group and will keep the borrowing powers under review.

Dividends

The New Articles give the Board greater flexibility to determine the appropriate method(s) by which it pays dividends to shareholders [Article 116]. This flexibility will help the Board take account of developments in market practice and keep down the administrative cost of making payments.

The New Articles also provide that where a payment cannot be made because a shareholder has not provided valid account details or an address to the Company, that amount will be treated as unclaimed until the shareholder provides those details. In such circumstances: (i) no trust will arise in relation to such sums; and (ii) no interest will need to be paid on such sums [Article 117(2)].

In addition, the Current Articles permit authority to offer a scrip dividend to last up to five years from the date of authority. This is now inconsistent with the guidance produced by the Investment Association in relation to scrip dividends, being that any authority should be renewed at least every three years. This amendment is reflected in the New Articles [Article 120], along with other amendments to allow the Company flexibility should the Company decide to offer a scrip dividend in the future.

Notices and other communications

Changes are proposed to modernise and clarify the articles relating to service of notices, documents or information by the Company [Articles 124, 126, 127, 129 and 130].

Administration

For flexibility, the New Articles provide additional detail on the appointment of joint, deputy and assistant company secretaries [Article 135(1)]. The New Articles also contain confirmatory amendments in relation to the Directors' and secretary's powers to authorise Board minutes and other corporate authorisations [Article 135(2)].

GENERAL NOTES

Our 2022 Annual General Meeting (the 'Meeting') is to be held on 7 July 2022 at 11.00am. Following the success of last year's Annual General Meeting, we have put in place arrangements again this year to allow shareholders to observe the Meeting by virtual means as an alternative to attending in person. Shareholders intending to view the Meeting electronically are reminded to submit their proxy vote in advance as online voting will not be available on the day of the Meeting.

Entitlement to vote

To have the right to attend and vote at the Meeting (and also for the purposes of calculating how many votes a person may cast) a person must have their name entered on the register of members of the Company at 6.30pm on 5 July 2022 (or, if the Meeting is adjourned, at 6.30pm on the day which is two days prior to the date fixed for the adjourned Meeting). Changes to entries on the register after this time will be disregarded in determining the rights of any person to attend or vote at the Meeting.

Persons who are not shareholders of the Company (or duly appointed proxies or corporate representatives) will not be admitted to the Meeting unless prior arrangements are made with the Company.

Appointment of proxies

A shareholder entitled to attend and to vote at the Meeting is entitled to appoint another person or persons (who need not be a shareholder of the Company) to attend the Meeting, and any adjournment thereof, to exercise all or any of his or her rights to attend, speak and vote at the Meeting. A shareholder can appoint more than one proxy in relation to the Meeting, provided that each proxy is appointed to exercise the rights attached to different shares held by him or her. Forms of Proxy should be deposited at the office of the Company's registrar, Equiniti, at Aspect House, Spencer Road, Lancing BN99 6DA not less than 48 hours before the time for holding the Meeting. Appointing a proxy does not preclude you from attending the Meeting and voting in person. Further details are set out in the notes to the Form of Proxy.

To change your proxy instructions you may return a new proxy appointment using the methods set out below. Where you have appointed a proxy using the hard copy Form of Proxy and would like to change the instructions using another hard copy Form of Proxy, please contact the Company's registrar, Equiniti on 0371 384 2967 or +44 121 415 7044 if calling from outside the UK. Lines are open 8.30am to 5.30pm Monday to Friday, excluding public holidays in England and Wales. The deadline for receipt of proxy appointments (see above) also applies in relation to amended instructions. Any attempt to terminate or amend a proxy appointment received after the relevant deadline will be disregarded. Where two or more valid separate appointments of proxy are received in respect of the same share in respect of the same meeting, the one which is last sent shall be treated as replacing and revoking the other or others, save that where both paper

and electronic proxy instructions are returned then, in the absence of other evidence, those received last by the Company's registrar, Equiniti, will take precedence.

Electronic proxy voting

Shareholders may register the appointment of a proxy online at sharevote.co.uk where full details of the procedure are given. The website is operated by the Company's registrar, Equiniti. Shareholders are advised to read the terms and conditions relating to the use of this facility before appointing a proxy. These terms and conditions may be viewed on the website. Any electronic communication sent by a shareholder that is found to contain a computer virus will not be accepted. Electronic communication facilities are available to all shareholders and those who use them will not be disadvantaged in any way.

Electronic proxy appointment through CREST

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual on the Euroclear website ([euroclear.com](https://www.euroclear.com)). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.

In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual.

All messages relating to the appointment of a proxy, or an instruction to a previously appointed proxy, which are to be transmitted through CREST, must be received by Equiniti (ID RA19) not later than 11.00am on 5 July 2022 or, if the Meeting is adjourned, 48 hours before the time for holding the adjourned Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Equiniti is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

It is the responsibility of the CREST member concerned to take such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this regard, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat a CREST Proxy Instruction as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

If you are an institutional investor you may be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proximity, please go to proximity.io. Your proxy must be lodged by 11.00 am on 5 July 2022 in order to be considered valid. Before you can appoint a proxy via this process, you will need to have agreed to Proximity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

Employee share schemes

An employee whose shares are held by the trustee of the Severn Trent Share Incentive Plan (the 'Trustee') is not entitled to attend the Meeting in respect of those shares. However, the employee can instruct the Trustee how to vote on his or her behalf on any resolution set out in the Notice. Forms of Direction will be sent to those employees concerned and should be returned to the address on the reverse of the form so as to be received not later than 11.00am on 4 July 2022. Employees may also instruct the Trustee how to vote via the sharevote.co.uk website.

Shareholder questions

The Company must cause to be answered at the Meeting any question relating to the business being dealt with at the Meeting which is put by a member attending the Meeting, except: (a) if to do so would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information; (b) if the answer has already been given on a website in the form of an answer to a question; or (c) if it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.

Information rights

A copy of the Notice has been sent for information only to persons who have been nominated by a shareholder to enjoy information rights under section 146 of the Companies Act 2006 ('2006 Act') (a 'Nominated Person'). The right to appoint a proxy cannot be exercised by a Nominated Person; it can only be exercised by the shareholder. However, a Nominated Person may have a right under an agreement between him or her and the shareholder by whom he or she was nominated to be appointed as a proxy for the Meeting or to have someone else so appointed. If a Nominated Person does not have such a right or does not wish to exercise it, he or she may have a right under such an agreement to give instructions to the shareholder as to the exercise of voting rights.

Audit statements

Shareholders satisfying the thresholds in section 527 of the 2006 Act can require the Company to publish a statement on its website setting out any matter relating to: a) the audit of the Company's accounts (including the Auditor's report and the conduct of the audit) that are to be laid before the Meeting; or b) any circumstances connected with the Auditor of the Company ceasing to hold office since the last Annual General Meeting, that the shareholders propose to raise at the Meeting. The Company cannot require the shareholders requesting the publication to pay its expenses. Any statement placed on the website must also be sent to the Company's Auditor no later than the time it makes its statement available on the website. The business which may be dealt with at the Meeting includes any statement that the Company has been required to publish on its website.

Shareholder requisition rights

Shareholders satisfying the threshold requirements in sections 338 and 338A of the 2006 Act, can require the Company: a) to give, to shareholders of the Company entitled to receive notice of the Meeting, notice of a resolution which those shareholders intend to move (and which may properly be moved) at the Meeting; and/or b) to include in the business to be dealt with at the Meeting any matter (other than a proposed resolution) which may properly be included in the business at the Meeting.

A resolution may properly be moved, or a matter properly included in the business unless: (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of any inconsistency with any enactment or the Company's constitution or otherwise); (b) it is defamatory of any person; or (c) it is frivolous or vexatious. A request made pursuant to this right may be in hard copy or electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authenticated by the person(s) making it and must be received by the Company not later than six clear weeks before the date of the Meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

Corporate representatives

A shareholder of the Company which is a corporation may authorise a person or persons to act as its representative(s) at the Meeting. In accordance with the provisions of the 2006 Act, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual shareholder of the Company, provided that they do not do so in relation to the same shares. It is no longer necessary to nominate a designated corporate representative.

GENERAL NOTES

Electronic communication service

Shareholders are reminded that they may receive shareholder communications from the Company electronically. The electronic communication service offers the following benefits:

- the Company's full Annual Report and Accounts can be viewed on the day they are published;
- your votes on resolutions to be proposed at General Meetings of the Company can be cast electronically;
- important shareholder communications may be received electronically; and
- you can see details of your individual shareholdings quickly and securely online.

If you wish to take advantage of this service you may register your request with the Company's registrar, Equiniti, on their website at shareview.co.uk

A shareholder may not use any electronic address provided in this Notice to communicate with the Company for any purposes other than those expressly stated.

Total voting rights

As at 24 May 2022, being the latest practicable date before the publication of this Notice, the Company's issued and voting share capital consisted of 254,240,743 Ordinary Shares of 97 ¹⁷/₁₉ pence, each carrying one vote each. The Company currently holds 3,116,579 Ordinary Shares in treasury. Therefore, the total number of voting rights in the Company is 251,124,164.

Website

The contents of this Notice, details of the total number of shares in respect of which shareholders are entitled to exercise voting rights at the Meeting, the total voting rights that shareholders are entitled to exercise at the Meeting and, if applicable, any shareholders' statements, shareholders' resolutions or shareholders' matters of business received by the Company after the date of this Notice will be available on the Company's website, severntrent.com

Inspection of documents

The following documents are available for inspection during normal business hours at the registered office of the Company on any weekday (Saturdays, Sundays and public holidays excepted) from the date of this Notice until and including the day of the Meeting and may be inspected at the Severn Trent Academy, Hawksley Park, St. Martins Road, Finham, Coventry, CV3 6PR, from 10.00am on the day of the Meeting: copies of the Executive Directors' service contracts with the Company; copies of the Non-Executive Directors' letters of appointment and a copy of the marked-up version of the new Articles of Association (which is also available on the National Storage Mechanism and the Company's website from the date of this Notice of Meeting).

ONLINE AGM USER GUIDE

Electronic meeting

For the 2022 AGM, Severn Trent will be enabling shareholders to follow the Meeting electronically, should they wish to do so. This can be done by accessing the AGM website, <https://web.lumiagm.com>

Shareholders intending to view the Meeting electronically are reminded that they should submit their proxy vote (appointing the Chair of the Meeting or another person able to attend the AGM in person, as proxy) in advance of the Meeting so that their vote is counted, as online voting will not be available on the day of the Meeting.

Accessing the AGM website

Lumi AGM can be accessed online using most well-known internet browsers such as Edge, Chrome, Firefox and Safari on a PC, laptop or internet-enabled device such as a tablet or smartphone. If you wish to access the AGM using this method, please go to <https://web.lumiagm.com/182-086-145> on the day.

Logging in

On accessing the AGM website, you may be asked to enter a Meeting ID which is **182-086-145**

You will then be prompted to enter your unique SRN and PIN which is the first two and last two digits of your SRN. These can be found printed on your form of proxy. Access to the meeting via the website will be available from 10.00am on 7 July 2022.

Broadcast

The Meeting will be broadcast with presentation slides. Once logged in, and at the commencement of the Meeting, you will be able to listen to the proceedings of the Meeting on your device, as well as being able to see the slides of the Meeting which will include the resolutions to be put forward to the Meeting, these slides will progress automatically as the Meeting progresses.

Questions

Shareholders attending electronically may ask questions via the website by typing and submitting their question in writing – select the messaging icon from within the navigation bar and type your question at the bottom of the screen, once finished, press the 'send' icon to the right of the message box to submit your question.

Requirements

An active internet connection is required at all times in order to follow the Meeting, submit questions and listen to the presentation. It is the user's responsibility to ensure you remain connected for the duration of the Meeting.

Duly appointed proxies and corporate representatives

To receive your unique SRN and PIN please contact the Company's registrar Equiniti by emailing:

hybrid.help@equiniti.com

To avoid any delays accessing the Meeting, contact should be made at least 24 hours prior to the Meeting date and time.

Mailboxes are monitored 9.00am to 5.00pm Monday to Friday (excluding public holidays in England and Wales).

USER GUIDE TO JOINING THE SEVERN TRENT 2022 ANNUAL GENERAL MEETING REMOTELY

Meeting ID: 182-086-145

To login you must have your SRN and PIN

1



Open the Lumi AGM website:
<https://web.lumiagm.com/182-086-145>

If a shareholder attempts to login to the website before the meeting is live, a pop-up dialogue box will appear.

2



After entering the Meeting ID, you will be prompted to enter your unique SRN and PIN.

3



When successfully authenticated, you will be taken to the Home Screen.

4



To view the meeting presentation, expand the "Broadcast Panel", located at the bottom of your device. If viewing through a browser, it will appear automatically.

This can be minimised by pressing the same button.



5



If you would like to ask a question, select the messaging icon. 

Type your message within the chat box at the top of the messaging screen.

Click the send button to submit.