

28 May 2020

PENNON GROUP PLC

Pennon obtains shareholder approval for the proposed disposal of Viridor

On 18 March 2020, Pennon Group plc ("Pennon" or the "Company") announced the proposed disposal of Viridor to funds advised by Kohlberg Kravis Roberts & Co. L.P. for an enterprise value of £4.2 billion (the "Disposal").

Pennon is pleased to announce that a resolution proposed at a General Meeting of the Company held at 11 a.m. on 28 May 2020 seeking approval of the Disposal (the "Resolution") was duly passed by shareholders, with 300,163,886 votes submitted in favour of the Resolution. Full details of the vote are set out below.

EU Merger control clearance in relation to the Disposal was obtained on 8 May 2020. The remaining condition to the Disposal, relating to the release of certain guarantees and other obligations provided by Pennon in favour of Viridor, continues to make good progress such that completion of the Disposal is expected take place in early summer 2020.

A further announcement will be made upon completion of the Disposal and receipt of the £3.7 billion net cash proceeds.

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Further Information

The Resolution was passed on a show of hands, with votes cast in accordance with proxy voting instructions submitted to the Company by the relevant deadline. Voting instructions received from shareholders prior to the meeting were as set out below.

RESOLUTION	VOTES FOR	% FOR	VOTES AGAINST	% AGAINST	% ISC VOTED	VOTES WITHHELD
To approve the Disposal and to authorise the Pennon directors to do everything to give effect to the Resolution	300,163,866	99.85%	444,271	0.15%	71.40%	1,301,669

The total number of ordinary shares of 0.407p each in issue at the meeting date, excluding shares held in treasury, was 421,031,724.

The total votes cast in favour of the resolution includes those giving the Chairman discretion. A "vote withheld" is not a vote in law and is not counted in the calculation of the proportion of the votes "for" and "against" a resolution.

The full text of the Resolution is set out in the notice of general meeting in the circular posted to Pennon shareholders.

A copy of the Resolution will be submitted and made available for inspection from the National Storage Mechanism at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

A copy of this announcement has been posted on the Company's website at www.pennon-group.co.uk/investor-information/shareholder-services.

Cautionary statement

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