

NOTICE OF MEETING 2019

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.



Dear Fellow Shareholder,

This year's Annual General Meeting (the 'Meeting') will be held at the Ricoh Arena in Coventry on Wednesday 17 July 2019 at 11am.

Please note we will be arranging a complimentary bus service to and from Coventry train station for shareholders. Details can be found on page 13.

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

As set out in the Notice of Meeting, all of the current Directors are submitting themselves for reappointment. All of the current Directors were subject to a formal and rigorous performance evaluation, further details of which can be found on page 77 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 detailed in the biographies on pages 4 to 6 of this document.

If you are unable to attend the meeting to vote in person, please complete and submit your Form of Proxy to Equiniti (our registrar). Equiniti must receive the Form of Proxy by 11am on Monday 15 July 2019. Alternatively, you can vote online at www.sharevote.co.uk.

Resolutions 1 to 21 at the Meeting will be conducted by way of a poll rather than a show of hands. Your Directors believe this is a more accurate reflection of the views of shareholders and ensures that their votes are recognised, whether or not they can attend the meeting. On a poll, each shareholder has one vote for every share held.

As soon as practicable following the Meeting, the results of the voting at the Meeting will be announced to the London Stock Exchange and published on our website.

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 2019 final dividend a completed application form must be received by Equiniti by 5pm on Friday 28 June 2019.

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 185,350 Ordinary Shares representing approximately 0.078% of the issued Ordinary Share capital of the Company (excluding Treasury Shares) as at 20 May 2019, being the latest practicable date prior to publication of this document.

Your Directors and I look forward to updating you on the progress we are making in delivering our strategy and hearing your questions on our performance and prospects.

Yours faithfully,

Andrew Diff
Chairman

20 May 2019

* Lines are open 8.30am to 5.30pm [UK time] Monday to Friday, excluding public holidays in England and Wales.

**SEVERN
TRENT**

Directors standing for reappointment

The effectiveness of the Board is reviewed at least annually, and conducted according to the guidance set out in the UK Corporate Governance Code and FRC Guidance on Board Effectiveness. The 2018/19 evaluation was internally conducted by the Chairman with support from the Company Secretary. Following completion of the evaluation process, the Board considered the report's findings. In doing so, the Board considers that each Director continues to be fully effective and their individual contribution is, and continues to be, important for Severn Trent's long-term sustainable success. Further detail on the Board evaluation process can be found in our Annual Report and Accounts on page 77. All of our Non-Executive Directors are considered to be independent.

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. Details of external appointments held by our Directors can be found on page 4 to 6 of this document.

As announced on 7 May 2019, the Nominations Committee is in the initial stages of succession planning for the Chairman, Andrew Duff. Andrew will be standing for reappointment at the Company's AGM and, in order to facilitate an effective succession plan, it is intended that he remains as Chairman until the announcement and induction of his successor.

Director	Number of Listed Company Appointments as Chairman (including Severn Trent Plc)	Number of other Listed Company Appointments as Non-Executive Director (including Severn Trent Plc)
Kevin Beeston	1	1
James Bowling	0	0
John Coghlan	0	1
Andrew Duff	2	0
Liv Garfield	0	0
Dominique Reiniche	0	2
Philip Remnant	1	2
Dame Angela Strank	0	1



Kevin Beeston
Senior Independent
Non-Executive Director
Resolution: 6



Andrew Duff
Chairman
Resolution: 9



Philip Remnant CBE
Independent Non-Executive Director
Resolution: 12



James Bowling
Chief Financial Officer
Resolution: 7



Olivia Garfield
Chief Executive
Resolution: 10



Dame Angela Strank
Independent Non-Executive Director
Resolution: 13



John Coghlan
Independent Non-Executive Director
Resolution: 8



Dominique Reiniche
Independent Non-Executive Director
Resolution: 11

Notice of Annual General Meeting and explanatory notes

NOTICE IS HEREBY GIVEN that the 30th Annual General Meeting (the 'Meeting') of Severn Trent Plc (the 'Company') to transact the following business will be held at the Ricoh Arena, Phoenix Way, Coventry, CV6 6GE on Wednesday 17 July 2019 at 11am:

Resolutions

The Resolutions numbered 1 to 17 are proposed as Ordinary Resolutions, which must each receive more than 50% of the votes cast in order to be passed.

Resolutions numbered 18 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 2019.

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 2019) (the '2019 Annual Report'). The 2019 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 2019.

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 2019 Annual Report on pages 97 to 122.

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 remuneration report that are required to be audited and their report is issued in the 2019 Annual Report.

Shareholders approved the Directors' Remuneration Policy at the Annual General Meeting in 2018 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 2021.

LONG TERM INCENTIVE PLAN

3. To amend the Rules of the Severn Trent Plc Long Term Incentive Plan 2014

Resolution 3 is an Ordinary Resolution by which the Company is seeking shareholder approval to amend the rules of the Severn Trent Plc Long Term Incentive Plan 2014 (the 'LTIP') to align the maximum limit for awards made under the Plan with the maximum set out in the Remuneration Policy of 200% of salary in any financial year and to remove the facility to make exceptional awards to participants. The Remuneration Policy was approved by shareholders at the 2018 AGM. The LTIP is an integral part of the Remuneration Policy. The terms and conditions of the operation of the LTIP for the Executive Directors are determined by this Remuneration Policy. No other material changes to the LTIP are proposed.

A copy of the rules of the LTIP, for the purposes of identification initialled by the Chairman, will be available for inspection at the Annual General Meeting for 15 minutes before the start of the Meeting until its conclusion.

RENEWAL OF THE SEVERN TRENT SHARES SAVE SCHEME (THE "SHARESAVE SCHEME")

4. To approve that the Severn Trent Sharesave Scheme be extended by an additional period of 10 years, on the terms of the marked-up version of the rules which is produced to the meeting and signed by the Chairman for the purposes of identification.

The Company adopted the Sharesave Scheme in 1989 with the approval of shareholders, which was renewed for a further period of 10 years in 1999 and 2009 respectively. The Sharesave Scheme is an HM Revenue & Customs tax-advantaged share plan, open to all employees (including Executive Directors), subject to certain minimum service requirements, which allows employees to save a fixed amount on a monthly basis in order to purchase Company shares at the end of their selected savings period (three or five years). The Sharesave Scheme, which the Company operates every year, continues to be popular with employees and has proved to be an attractive and successful incentive. As the most recent shareholder approval is due to expire in 2019 the Company therefore now wishes to extend the approval by shareholders of the Sharesave Scheme by a further period of 10 years. In addition to extending the life of the Sharesave Scheme certain minor amendments are proposed to reflect regulatory changes and to remove a right of exercise (for future options) should there be a corporate reorganisation.

A copy of the rules of the Severn Trent Sharesave Scheme, for the purposes of identification initialled by the Chairman, will be available for inspection at the Annual General Meeting for 15 minutes before the start of the Meeting until its conclusion.

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DIVIDEND

5. To declare a final ordinary dividend in respect of the year ended 31 March 2019 of 56.02 pence for each Ordinary Share of 97 17/19 pence.

A final ordinary dividend of 56.02 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 6pm on 14 June 2019. 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 19 July 2019.

REAPPOINTMENT OF DIRECTORS

The UK Corporate Governance Code recommends that all Directors should be subject to annual reappointment by shareholders. The Directors standing for reappointment in light of this provision are listed in Resolutions 6 to 13.

Following an internal evaluation, the Chairman and Nominations Committee confirms 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 reappointments.

6. To reappoint Kevin Beeston as a Director.

Kevin Beeston FCMA
Senior Independent Non-Executive Director
Appointed to the Board as Independent Non-Executive Director on 1 June 2016, and as Senior Independent Non-Executive Director on 20 July 2016

Kevin has a wealth of commercial, financial and high level management experience. Kevin is Chairman of Taylor Wimpey Plc and Elysium Healthcare and also a Non-Executive Director of the Football Association Premier League Limited and Marston Corporate Limited. Previously, Kevin spent 25 years at Serco Plc, where he held the roles of Finance Director, Chief Executive and finally Chairman until 2010. Kevin was previously Chairman of Domestic & General Limited, Partnerships in Care Limited and Equiniti Group Plc, and was a Non-Executive Director of IMI Plc.

Contribution to the Company and reasons for reappointment: Kevin has a wealth of commercial, financial and high level management experience which is of great value to Severn Trent. He has a strong track record of delivering operational excellence and has recent and relevant financial experience as a fellow of the Chartered Institute of Management Accountants and was previously Finance Director at Serco Plc.

7. To reappoint James Bowling as a Director.

James Bowling BA (Hons) Econ, ACA
Chief Financial Officer

Appointed to the Board on 1 April 2015

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, first as Head of Group Reporting and from 2008 as Group Financial Controller. Prior to joining Shire, James spent nine years at Ford Motor Company in various finance roles of increasing responsibility.

Contribution to the Company and reasons for reappointment: James has deep sector knowledge and has significant financial management, M&A and business transformation expertise which enables him to make a significant contribution in his role at Severn Trent.

8. To reappoint John Coghlan as a Director.

John Coghlan BCom, ACA
Independent Non-Executive Director
Appointed to the Board on 23 May 2014

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. Currently, John is also Non-Executive Director and Audit Committee Chairman of Associated British Ports Holdings Limited and Clarion Housing Group, and is Non-Executive Director of O.C.S. Group Limited.

Contribution to the Company and reasons for reappointment: John has a wealth of financial and management experience. He has an in-depth understanding of governance requirements having served as a Director of publicly quoted and private companies across several sectors. John also has recent and relevant financial experience and is a member of the Institute of Chartered Accountants in England and Wales, enabling him to contribute effectively, particularly as Chair of the Audit and Treasury Committees.

9. To reappoint Andrew Duff as a Director.

Andrew Duff BSc FEI
Non-Executive Director
Appointed to the Board on 10 May 2010, Chairman on 20 July 2010

Andrew's extensive experience of international and regulated business, strategic management and customer service in high profile, dynamic environments has equipped him well for the role of Chairman of the Severn Trent Group. Andrew spent 16 years at BP Plc in marketing, strategy and oil trading. He joined National Power in 1998 and the Board of Innogy Plc upon its demerger from National Power in 2000. He played a leading role in its restructuring and transformation through the opening of competition in energy markets

culminating in its subsequent sale to RWE in 2003. He became Chief Executive Officer of the successor Company and a member of the RWE Group Executive Committee until his retirement in 2010. He was a Non-Executive Director of Wolseley Plc from July 2004 until November 2013. Andrew was appointed Non-Executive Deputy Chairman of Elementis Plc on 1 April 2014 and became Non-Executive Chairman of Elementis Plc on 24 April 2014. He is the Senior Trustee of Macmillan Cancer Support.

Contribution to the Company and reasons for reappointment: Andrew has extensive experience of international and regulated business, strategic management and customer service in a wide range of sectors, which is extremely relevant to his role at Severn Trent. He has served as a Director and Chairman of publicly quoted companies across several sectors, making him well placed to be Chairman of Severn Trent.

10. To reappoint Olivia Garfield as a Director.

Olivia Garfield BA (Hons)

Chief Executive

Appointed to the Board on 11 April 2014

Olivia (Liv) brings to the Board a wealth of experience managing customer service delivery and complex infrastructure and organisations in a regulated environment. 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.

Contribution to the Company and reasons for reappointment: Liv has a wealth of customer service delivery and complex infrastructure experience gained from a member of organisations in regulated environments. The Board believes Liv demonstrates outstanding leadership and vision in her role as Chief Executive.

11. To reappoint Dominique Reiniche as a Director.

Dominique Reiniche MBA

Independent Non-Executive Director

Appointed to the Board on 20 July 2016

Dominique has a wealth of operational experience in Europe and has international consumer marketing and innovation experience. Dominique is Independent Chair of CHR Hansen Holdings A/S and also a Non-Executive Director of Mondi Plc and PayPal (Europe). Dominique started her career with Procter & Gamble AG before moving to Kraft Jacobs Suchard AG as Director of Marketing and Strategy where she was also a member of the Executive Committee. Dominique previously held a number of senior roles at Coca-Cola Enterprises and

at Coca-Cola Company, including President – Western Europe, President – Europe and Chairman – Europe, Dominique was a Non-Executive Director of Peugeot-Citroen SA until December 2015 and was a Non-Executive Director of AXA SA until April 2017.

Contribution to the Company and reasons for reappointment: Dominique has a wealth of operational,

consumer marketing and innovation experience gained with a number of global companies. Her depth of experience of customer service and marketing bring deep insight to Severn Trent.

12. To reappoint Philip Remnant CBE as a Director.

The Hon. Philip Remnant CBE FCA MA

Independent Non-Executive Director

Appointed to the Board on 31 March 2014

Philip is a senior investment banker and brings substantial advisory and regulatory experience to the Board. A chartered accountant, he is Senior Independent Director of Prudential Plc, Deputy Chairman of the Takeover Panel and Chairman of City of London Investment Trust Plc. 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. He served on the Board of Northern Rock Plc from 2008 to 2010 and from 2007 to 2012 was Chairman of the Shareholder Executive.

Contribution to the Company and reasons for reappointment: Philip contributes experience across a number of sectors and in particular listed company experience in the UK and Europe, making him ideally placed to Chair the Remuneration Committee. Philip also has recent and relevant financial experience and is a fellow of the Institute of Chartered Accountants in England and Wales.

Contribution to the Company and reasons for reappointment: Philip contributes experience across a number of sectors and in particular listed company experience in the UK and Europe, making him ideally placed to Chair the Remuneration Committee. Philip also has recent and relevant financial experience and is a fellow of the Institute of Chartered Accountants in England and Wales.

13. To reappoint Dame Angela Strank as a Director.

Dame Angela Strank DBE, FRS, FREng, CEng, FICChemE, DSc, PhD

Independent Non-Executive Director

Appointed to the Board on 24 January 2014

Angela brings a wealth of strategic, technical and commercial experience to the Board. Angela is Head of Downstream Technology and Group Chief Scientist at BP Plc. She is a member of the Downstream Executive Leadership Team. Angela is responsible for enabling delivery of the Downstream strategic agenda through the development of differentiated technology advantage across the refining, fuels, lubricants and petrochemicals businesses. Since joining BP in 1982, she has held many senior leadership roles around the world in business development, commercial and technology, including in 2012, as Vice President and Head of the Chief Executive's Office. In 2010, Angela was the winner of the UK First Woman's Award in Science and Technology recognising pioneering UK women in business and industry. Her track record and experience in strategy, operations, technology and transformational change are a complementary

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addition to the Board's skill set. In June 2017, Angela was recognised in the Queen's Birthday Honours List with the title Dame Commander of the Most Excellent Order of the British Empire ('DBE') for services to the Oil and Gas Industry and encouraging women into STEM careers.

Contribution to the Company and reasons for reappointment: Angela has a wealth of strategic,

technical and commercial experience which is of great value to Severn Trent. Her track record in strategy, operations, technology and transformational change brings deep insight to Severn Trent.

AUDITORS

14. 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 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 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 Annual General Meeting. Details of how the effectiveness and independence of the statutory Auditor are monitored and assessed can be found on page 90 of the 2019 Annual Report.

15. To authorise the Audit 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 Committee of the Board, in accordance with standard practice, to set Auditor remuneration for 2019/20.

Details of the remuneration paid to the Company's external Auditor for 2018/19 can be found on page 153 of the 2019 Annual Report.

POLITICAL DONATIONS

16. Authority to make political donations and incur political expenditure

To authorise, generally and unconditionally, the Company and all companies which are subsidiaries of the Company during the period when this Resolution 16 has effect, in accordance with sections 366 and 367 of the Companies Act 2006 (the '2006 Act') to:

- make political donations to political parties or independent election candidates not exceeding £50,000 in total;
- 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 17 October 2020, provided that the authorised sums referred to in paragraphs i), ii) and iii) 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 in the UK nor does it make donations to political organisations or incur political expenditure. However, the definitions of political donations and political expenditure used in the 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

17. 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:

- up to a nominal amount of £77,523,196 (such amount to be reduced by the nominal amount allotted or granted under paragraph (b) below in excess of £77,523,196); and
- comprising equity securities (as defined in section 560(1) of the Act) up to a nominal amount of £155,046,393 (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

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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 2020 AGM (or, if earlier, until the close of business on 17 October 2020) 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 17 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 £77,523,196 (less any shares issued under the authority in paragraph (b)), representing the IA guideline limit of approximately one third of the Company's issued Ordinary Share capital (excluding Treasury Shares) as at 20 May 2019, 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 £155,046,393 (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 20 May 2019, 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 2020 AGM (or, if earlier, the close of business on 17 October 2020). The Directors have no present intention of allotting new Ordinary Shares, except in connection with the Company's employee share schemes. However, the Directors consider it appropriate to maintain the flexibility this authority provides and may consider issuing shares 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 20 May 2019, being the latest practicable date before the publication of the Notice, the Company holds 3,774,921 Ordinary Shares in treasury.

18. AUTHORITY TO DISAPPLY PRE-EMPTION RIGHTS
That, subject to the passing of Resolution 17, 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 17, by way of a rights issue only):

- i. to ordinary shareholders 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 17 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 £11,628,479,

such authority to apply until the conclusion the 2020 AGM (or, if earlier, until the close of business on 17 October 2020) 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 18 would also grant the authority to allot a limited number of equity securities (equivalent to 5% of the issued ordinary share capital as at 20 May 2019) for cash without first offering them to existing shareholders.

The authority in this Resolution 18 would remain in force until the end of the AGM in 2020 or the close of business on 17 October 2020, whichever is the earlier.

Annual renewal of this authority is sought in accordance with best practice, and in line with the Statement of Principles. There are no current plans to make use of the authority contemplated by this Resolution 18, but 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 18 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.

19. That, subject to the passing of Resolution 17, 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 18, 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 £11,628,479 (being approximately 5% of the issued share capital as at 20 May 2019, 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 2020 AGM (or, if earlier, until the close of business on 17 October 2020), 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 20 May 2019) for cash without first offering them to existing shareholders. Together with Resolution 18 (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 £23,256,958 as at 20 May 2019.

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 20 May 2019 requested in this Resolution 19 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 19 would remain in force until the AGM in 2020 or the close of business on 17 October 2020, whichever is the earlier. The Board has no current plans to make use of the authority contemplated by this Resolution 19 but 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

20. 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 23,757,108 Ordinary Shares;
- ii) the Company may not pay less than 97 17/19 pence for each Ordinary Share; and

General notes

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 20 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 17 October 2020, 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 23,757,108 Ordinary Shares. This is not more than 10% of the issued share capital as at 20 May 2019. 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 20 May 2019 is 3,269,173, which represents approximately 1.376% of the issued share capital at that date. As at 20 May 2019 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 1.529% 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 2020 or the close of business on 17 October 2020, whichever is earlier.

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 and the Company offers a facility for shareholders to vote by electronic means. 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

20 May 2019

Entitlement to attend and 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 Monday 15 July 2019 (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, 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 www.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 (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 11am on Monday 15 July 2019 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.

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 11am on Thursday 11 July 2019. Employees may also instruct the Trustee how to vote via the www.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.

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 www.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 20 May 2019, being the latest practicable date before the publication of this Notice, the Company's issued and voting share capital consisted of 241,346,009 Ordinary Shares of 97 17/19 pence, each carrying one vote each. Therefore, the total number of voting rights in the Company is 237,571,088. The Company currently holds 3,774,921 Ordinary Shares in Treasury.

Website

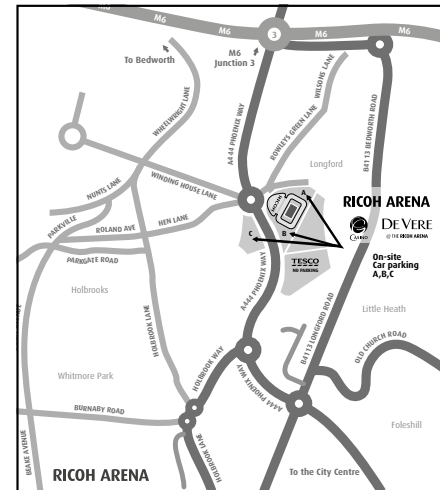
The contents of this Notice, details of the total number of shares in respect of which shareholders are entitled to exercise voting rights at the Meeting, the total voting rights that shareholders are entitled to exercise at the Meeting and, if applicable, any shareholders' statements, shareholders' resolutions or shareholders' matters of business received by the Company after the date of this Notice will be available on the Company's website, www.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 Ricoh Arena, Phoenix Way, Coventry, CV6 6GE for 15 minutes before the start of the meeting until its conclusion. Copies of the Executive Directors' service contracts with the Company; copies of the Non-Executive Directors' Letters of Appointment; a copy of the draft form rules of the Severn Trent Plc Long Term Incentive Plan as they are proposed to be amended; a copy of the draft form rules of the Severn Trent Sharesave Scheme together with a copy of the Company's Articles of Association.

A copy of the draft form rules of the Severn Trent Plc Long Term Incentive Plan, as they are proposed to be amended will also be available for inspection at Exchange House, Primrose Street, London EC2A 2EG during normal business hours from the date of sending this Notice of Annual General Meeting until the close of the Annual General Meeting.

A copy of the draft form rules of the Severn Trent Sharesave Scheme will also be available for inspection at Exchange House, Primrose Street, London EC2A 2EG during normal business hours from the date of sending this Notice of Annual General Meeting until the close of the Annual General Meeting.



Getting to the Meeting

How to find the Ricoh Arena

The Meeting will be held at the Ricoh Arena, which is situated just outside Coventry City Centre.

From the North/East

From the M6, exit at junction 3.

At the roundabout, take 2nd exit onto Phoenix Way – A444 (signposted Coventry).

At the next roundabout, take the 1st exit onto Rowleys Green Lane.

At the next roundabout take 2nd exit onto Judds Lane.

Arrive at Ricoh Arena.

From the South

From the M40, exit at junction 15.

At the roundabout, take 4th exit onto Warwick Bypass – A46 (signposted Coventry).

Continue forward to join the A444 (signposted City Centre) and join London Road – A4114.

At the roundabout, take 2nd exit onto the Ring Road.

Leave the Ring Road at junction 3, take 2nd exit onto Sky Blue Way.

At the next roundabout, take 1st exit onto A444 (signposted Nuneaton).

Continue forward on A444, straight on at roundabouts until you see the Ricoh Arena.

At the roundabout, when Ricoh Arena is on right-hand side, take 3rd exit onto Rowleys Green Lane.

At the next roundabout, take 2nd exit onto Judds Lane.

Arrive at Ricoh Arena.

Car parks

On-site car parks available are A, B & C. It is not required to pre-book on-site parking for exhibitions. Please park in car park A unless stated otherwise.

Blue badge parking bays are available in all on-site car parks. Please display your blue badge at all times.

Please be aware that there is NO parking available in side streets near the venue. A strict residents' parking scheme is enforced within two kilometres of the Ricoh Arena.

By rail

Alight at Coventry Arena train station, trains arrive at this station every hour. The Ricoh Arena is a 5 minute walking distance and clearly signposted.

Alternatively, alight at Coventry train station. The railway station is in the City Centre and approximately six miles away. There is a taxi rank immediately outside the station and it is roughly a 10 to 15 minute journey to the Ricoh Arena.

Complimentary Shuttle Bus Service

Severn Trent are delighted to offer complimentary transport to the Annual General Meeting on 17 July 2019. The Shuttle Bus will run from Coventry Train Station to the Ricoh Arena with Severn Trent marshals available at the station and on the buses to assist you if required.

The Shuttle Bus will run at the following times:

- Depart Coventry Station: 09.30am, 10.00am and 10.20am
- Return to Coventry Station: 1.15pm and 1.45pm

Public Transport

First take the number 8 bus from Coventry Train Station to Coventry Transport Museum. Afterwards, catch the number 4 or number 5 from Coventry Transport Museum to Arena Park (Tesco). Once you arrive at Arena Park there is an underpass which takes you into Car Park B of the Ricoh Arena. Follow signs for the Ricoh Arena main entrance from here.

Taxi: Please call Allens taxis on 02476 555555.

Arrival and refreshments

Doors will open at 10am. Severn Trent marshals will be available to deal with queries and to show shareholders into the registration and exhibition areas. Shareholders will have the opportunity to meet the Directors prior to the Meeting.

Coffee, tea and biscuits will be available before the Meeting and there will be a light lunch available after the Meeting. Unfortunately, we are not able to offer facilities for young children.

Shareholders with special needs

Arrangements have been made to offer assistance at the Meeting to our shareholders with special needs. If you are disabled, please make yourself known to a Severn Trent marshal on arrival. If you have a companion to assist you, he/she will be admitted to the Meeting. Guide dogs will also be allowed into the Meeting. The Meeting room is also covered with an assisted hearing system; headsets will be available on request. There will also be sign language interpreters in attendance.

