

**ESSENTIAL UTILITIES, INC.**  
**Annual Meeting of Shareholders**

Wednesday, May 5, 2021

The Annual Meeting of Shareholders of Essential Utilities, Inc. (the “Company”) was held as a virtual meeting on Wednesday, May 5, 2021 at beginning at 8:00 a.m. local time, pursuant to notice duly given in accordance with the Bylaws of the Company.

As provided in the Bylaws, Mr. Christopher H. Franklin, Chairman of the Board, acted as Chairman of the meeting and Mr. Christopher P. Luning, Secretary of the Company, acted as Secretary of the meeting.

Before calling the meeting to order, Mr. Franklin stated that all shareholders present had received a copy of the agenda and rules and procedures for the conduct of the meeting. Mr. Franklin also stated that a copy of the minutes of the meeting would be provided to any shareholder upon request.

Mr. Franklin then called the meeting to order and reported that the Notice of Annual Meeting of Shareholders and related proxy materials had been mailed to shareholders of record as of March 8, 2021, the date the Board of Directors fixed as the record date for shareholders entitled to notice of and to vote at the meeting. The Chairman directed the Secretary to file the Affidavit of Mailing and the related proxy materials with the minutes of the meeting.

Mr. Franklin then stated that a certified list of shareholders of record as of March 8, 2021, and the minutes of the Annual Meeting of Shareholders held May 6, 2020 were available for inspection throughout the Annual Meeting. Mr. Franklin then introduced Peter W. Descovich of Broadridge Financial Solutions, Inspector of Elections. Mr. Franklin reported that Mr. Descovich had been appointed by the Board of Directors to act as the Judge of Election and that he had taken and subscribed to the Oath of Office, which was ordered filed with the minutes of the meeting.

The Chairman was advised by the Judge of Election that 206,057,564 shares, or 83.89% of the Company’s shares of common stock outstanding on the record date were represented at the meeting, either in person or by proxy, and that a quorum was present for the transaction of business. Based on the report of the Judge of Election, the Chairman declared the meeting duly convened.

Mr. Franklin reported that the Annual Report for the year 2020, along with the Proxy materials for the Annual Meeting, had been mailed or otherwise made available to each shareholder of record pursuant the rules of the Securities and Exchange Commission and New York Stock Exchange. Upon hearing no objections, Mr. Franklin directed that the Annual Report and Proxy materials be filed with the official records of the meeting.

Mr. Franklin stated that the next order of business was the election of the directors to serve until the 2022 Annual Meeting of Shareholders, or until their successors shall have been duly elected and qualified. Mr. Franklin named the candidates for election with terms expiring at the 2022 Annual Meeting or until their successors shall have been duly elected and qualified. There being no further nominations to properly come before the meeting, the nominations were closed.

Mr. Franklin then described Proposal No. 2, the ratification of the appointment by the Audit Committee of the Board of Directors of PricewaterhouseCoopers LLP as the independent registered public accounting firm for the Company for the 2021 fiscal year; Proposal No. 3, the approval on an advisory basis of the compensation of the Company's named executive officers for 2020; and Proposal No. 4, ratification of the Amendment to the Company's Bylaws to permit shareholder access to the Company's proxy statement for future nominations of director candidates.

Before declaring the polls open for balloting, Mr. Franklin asked if there were any questions from the shareholders concerning the election of directors, the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm for the Company for the 2021 fiscal year, the approval of the compensation of the Company's named executive officers for 2020, and the ratification of the Amendment to the Company's Bylaws to permit shareholder access to the Company's proxy statement. There being no questions posed by the shareholders, Mr. Franklin opened the polls for voting by ballot on all of the proposals and asked that if any shareholders present had not already signed and filed a proxy or wanted to change their vote that they do so prior to the closing of the polls.

After Mr. Franklin determined that everyone who wished to vote had done so, he declared the polls closed and while the votes were being tabulated, Mr. Franklin introduced the newly elected directors: Elizabeth B. Amato, Daniel J. Hilferty, Francis O. Idehen, Edwina Kelly, Ellen T. Ruff, Lee C. Stewart, Christopher C. Womack, and himself, then gave a brief description of their business history and experience. After the introduction of the directors, Mr. Franklin asked if Mr. Luning was ready to report on the vote tabulation.

Mr. Luning stated that the tabulation of the votes was complete and reported on the voting results as follows:

For Proposal No. 1 with respect to the election of the nine individuals to be directors of the Company, each nominee received at least 94.40% of the shares voted in person or by proxy in favor of his or her election.

For Proposal No. 2 with respect to the ratification of the appointment of PricewaterhouseCoopers LLP, 200,698,815 shares were voted FOR the proposal, 4,933,999 shares were voted AGAINST the proposal and 424,750 shares were voted to ABSTAIN.

For Proposal No. 3 with respect to the advisory vote on the compensation of the Company's named executive officers for 2020, 168,516,234 shares were voted FOR the proposal, 6,162,528 shares were voted AGAINST the proposal and 1,253,565 shares were voted to ABSTAIN.

For Proposal No. 4 with respect ratification of the Amendment to the Bylaws to permit shareholder access to the Company's proxy statement, 174,824,192 shares were voted FOR the proposal, 607,626 shares were voted AGAINST the proposal and 500,509 shares were voted to ABSTAIN.

On the basis of the report of the Judge of Election, Mr. Franklin declared that (1) Ms.

Elizabeth B. Amato, Mr. Christopher H. Franklin, Mr. Daniel J. Hilferty, Mr. Francis O. Idehen, Ms. Edwina Kelly, Ms. Ellen T. Ruff, Mr. Lee C. Stewart, and Mr. Christopher C. Womack were duly elected as directors of the Company to serve until the 2022 Annual Meeting of Shareholders or until their successors had been duly elected and qualified; (2) the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm for the Company for the 2021 fiscal year was ratified; (3) the compensation of the Company's named executive officers for 2020 was approved on an advisory basis; and (4) the Amendment to the Company's Bylaws to permit shareholder access to the Company's proxy statement was approved.

There being no further matters to come before the shareholders, the Chairman declared the official business portion of the Annual Meeting of Shareholders adjourned and invited those present to remain for the Chairman's report to the shareholders on the Company's operations.

Mr. Franklin then presented his report to the shareholders on the Company's operations, including among other items, a review of the performance of the Company's stock, the Company's operational and financial accomplishments in 2020, the status of the integration of Peoples, the Company's 2020 financial results, the Company's focus on future growth, and the Company's capital investment program.

Mr. Franklin then responded to various questions from shareholders. Following the conclusion of the question and answer period, at approximately 8:30 a.m., Mr. Franklin thanked the shareholders for attending the Annual Meeting.

Respectfully submitted:

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Christopher P. Luning, Secretary

APPROVED:

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Christopher H. Franklin, Chairman

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**AFFIDAVIT OF MAILING**

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**NOTICE AND PROXY STATEMENT**

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**OATH OF OFFICE FOR JUDGE OF ELECTION**

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**ANNUAL REPORT TO SHAREHOLDERS**

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**REPORT OF JUDGE OF ELECTION**



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**Exhibits are available upon request. They were not copied due to their length.**