

**AQUA AMERICA, INC.**  
**Annual Meeting of Shareholders**

Thursday, May 2, 2019

The Annual Meeting of Shareholders of Aqua America, Inc. (the "Company") was held at the Omni Richmond Hotel, 100 South 12th Street, Richmond, Virginia 23219 on Thursday, May 2, 2019 at 8:00 a.m., 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 assured 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 4, 2019, 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 4, 2019 and the minutes of the Annual Meeting of Shareholders held May 8, 2018 were available for inspection throughout the 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 152,624,240 shares, or 85.56% 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 2018, 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 2020 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 2020 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 2019 fiscal year; Proposal No. 3, the approval on an advisory basis of the Company's executive compensation programs; and Proposal No. 4, the approval of the Company's Amended and Restated Omnibus Equity Compensation Plan.

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 2018 fiscal year, the approval of the Company's executive compensation programs, or the approval of the Company's Amended and Restated Omnibus Equity Compensation Plan. 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 candidates: Elizabeth B. Amato, Nicholas DeBenedictis, Daniel J. Hilferty, 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 the Judge of Election was ready to report on the vote tabulation.

The Judge of Election 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 seven individuals to be directors of the Company, each nominee received at least eighty-nine percent 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, 149,786,385 shares were voted FOR the proposal, 2,199,368 shares were voted AGAINST the proposal and 638,487 shares were voted to ABSTAIN.

For Proposal No. 3 with respect to the advisory vote on the Company's executive compensation programs, 73,181,595 shares were voted FOR the proposal, 36,215,656 shares were voted AGAINST the proposal and 3,071,889 shares were voted to ABSTAIN.

For Proposal No. 4 with respect to the Company's Amended and Restated Omnibus Equity Compensation Plan., 106,221,800 shares were voted FOR the proposal, 4,305,910 shares were voted AGAINST the proposal and 1,941,430 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. Nicholas DeBenedictis, Mr. Christopher H. Franklin, Mr. Daniel J. Hilferty, 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 2020 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 2019 fiscal year

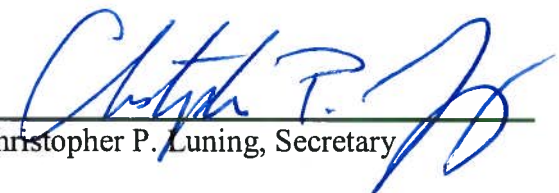
was ratified; (3) the Company's executive compensation program was approved on an advisory basis; and, (4) the Company's Amended and Restated Omnibus Equity Compensation Plan was approved. Mr. Franklin ordered the report of the Judge of Election filed with the minutes of the meeting.

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.

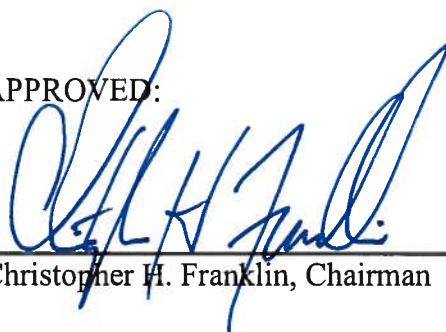
Mr. Franklin then presented his report to the shareholders on the Company's operations, including a review of the performance of the Company's stock, the Company's operational and financial accomplishments in 2018, the Company's 2018 financial results, the Company's focus on future growth, and the Company's capital investment program.

Mr. Franklin then responded to various questions from shareholders. Following the conclusion of the question and answer period, at approximately 8:35 a.m., Mr. Franklin thanked the shareholders for attending the Annual Meeting.

Respectfully submitted:

  
\_\_\_\_\_  
Christopher P. Luning, Secretary

APPROVED:

  
\_\_\_\_\_  
Christopher H. Franklin, Chairman

AQUA AMERICA, INC.  
Annual Meeting of Shareholders  
May 2, 2019

AFFIDAVIT OF MAILING

## AFFIDAVIT OF DISTRIBUTION

STATE OF NEW YORK    )  
                                  ) ss:  
COUNTY OF SUFFOLK    )

Daniel Zenie, being duly sworn, deposes and says: I am employed with Broadridge Financial Solutions, Inc., and I caused to be processed and distributed 26,090 records relating to the AQUA AMERICA, INC. Annual Meeting scheduled for May 2, 2019. The said records were supplied by Computershare and T Rowe Price to Broadridge Financial Solutions, Inc.

Packages were mailed and deposited with the United States Post Office Farmingdale, New York commencing on March 22, 2019.

  
\_\_\_\_\_  
Daniel Zenie  
Supervisor  
Broadridge Financial Solutions, Inc.

Sworn to and subscribed to  
before me this *3rd* day  
of *April*, 2019

  
\_\_\_\_\_  
Notary Public

Kathleen M. Archila  
Notary Public State of New York  
Registration No. 01AR6388118  
Qualified in Suffolk County  
Commission Expires March 4, 2023

AQUA AMERICA, INC.  
Annual Meeting of Shareholders  
May 2, 2019

QUORUM

**CERTIFICATE OF INSPECTOR OF ELECTION**

**WITH RESPECT TO QUORUM**

I, the undersigned, appointed Inspector of Election at the Annual Meeting of Shareholders of Aqua America, Inc., held on May 2, 2019, in accordance with the notice of this meeting:

DO HEREBY CERTIFY that the total voting power of the corporation as of March 4, 2019, the record date, was 178,362,753 shares of common stock, with one vote each: that, 152,624,240 (85.56%) shares of common stock were represented in person or by proxy at this meeting and that a quorum was thus present for the stated purposes of the meeting.

IN WITNESS WHEREOF, I have hereunto set my hand this 2<sup>nd</sup> day of May 2019.

INSPECTOR:

*Peter W. Descovich*

\_\_\_\_\_  
Peter W. Descovich

AQUA AMERICA, INC.  
Annual Meeting of Shareholders  
May 2, 2019

OATH OF OFFICE FOR JUDGE OF ELECTION



**Aqua America, Inc.**

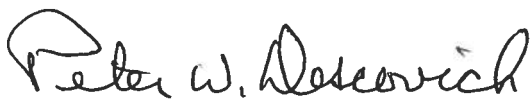
**Annual Meeting of Shareholders**

**May 2, 2019**

**Oath of Inspector of Election**

I, the undersigned, being duly sworn on my oath, do hereby promise and swear that I will faithfully, honestly and to the best of my abilities with strict impartiality, perform the duties of Inspector of Election at the Annual Meeting of Shareholders of Aqua America, Inc., to be held on May 2, 2019, and at any adjournment(s) thereof, and will faithfully and diligently and to the best of my ability canvas the votes cast on all matters that may come before the Meeting and will honestly, truthfully and accurately report the result of such votes.

**Inspector of Election**



**Peter W. Descovich**

Subscribed and sworn to before me  
this 27<sup>th</sup> day of April 2019.



**Notary Public**

**LUCY GIOINO**  
Notary Public, State of New York  
No. 01GI6167210  
Qualified in Nassau County  
Commission Expires May 29, 2019

AQUA AMERICA, INC.  
Annual Meeting of Shareholders  
May 2, 2019

REPORT OF JUDGE OF ELECTION

**AQUA AMERICA, INC.**

**Annual Meeting of Shareholders**

**May 2, 2019**

**Final Report of the Inspector of Election**

I, the undersigned, the duly appointed Inspector of Election at the Annual Meeting of Shareholders (the "Meeting") of Aqua America, Inc., (the "Company"), held on May 2, 2019, hereby certify that:

- 1) Before entering upon the discharge of my duties as Inspector of Election at the Meeting, I took and signed an Oath of Inspector of Election.
- 2) The Meeting was held at The Omni Richmond Hotel, 100 South 12<sup>th</sup> Street, Richmond, Virginia 23219, pursuant to notice duly given.
- 3) At the close of business on March 4, 2019, the record date for the determination of stockholders entitled to vote at the Meeting, there were 178,362,753 shares of the Company's common stock, each share being entitled to vote, constituting all the outstanding voting securities of the Company.
- 4) At the Meeting, the holders of 152,624,240 (85.56%) shares of the Company's Common Stock were represented in person or by proxy constituting a quorum.
- 5) The undersigned canvassed the votes of the shareholders cast by ballot or proxy on the matters presented at the Meeting.
- 6) At the Meeting, the vote on the election of seven directors was as follows:

	<u>FOR</u>	<u>WITHHELD</u>	<u>BROKER NON-VOTE</u>
Elizabeth B. Amato	110,617,101	1,852,039	40,155,100
Nicholas DeBenedictis	110,613,823	1,855,317	40,155,100
Christopher H. Franklin	107,265,814	5,203,326	40,155,100
Daniel J. Hilferty	101,458,699	11,010,441	40,155,100
Ellen T. Ruff	108,424,425	4,044,715	40,155,100
Lee C. Stewart	111,129,327	1,339,813	40,155,100
Christopher Womack	111,311,124	1,158,016	40,115,100

- 7) At the Meeting, the vote on proposal 2, to consider and take action on the ratification of the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm for the Company for the 2019 fiscal year, was as follows:

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
<b>149,786,385</b>	<b>2,199,368</b>	<b>638,487</b>

\_\_\_\_\_  
Broker Non-Vote 0 shares.

- 8) At the Meeting, the vote on proposal 3, to approve an advisory vote on the compensation paid to the Company's named executive officers for 2018, was as follows:

FOR	AGAINST	ABSTAIN
73,181,595	36,215,656	3,071,889
_____	_____	_____

Broker Non-Vote 40,155,100 shares.


- 9) At the Meeting, the vote on proposal 4, to approve the Amended and Restated Omnibus Equity Compensation Plan, was as follows:

FOR	AGAINST	ABSTAIN
106,221,800	4,305,910	1,941,430
_____	_____	_____

Broker Non-Vote 40,155,100 shares.

IN WITNESS WHEREOF, I have made this Final Report and have hereunto set my hand this 2<sup>nd</sup> day of May 2019.

**Inspector of Election**

  
**Peter W. Descovich**

## AQUA AMERICA, INC.

ANNUAL MEETING: 05/02/2019

AS REQUESTED, WE HAVE TABULATED THE VOTES CAST FOR THE ABOVE MEETING. THE RESULTS OF THIS TABULATION ARE AS FOLLOWS:

### Voting Results as of: 05/02/2019

#### Voting Power:

**TOTAL OUTSTANDING:**

**Total:**  
**178,362,753**

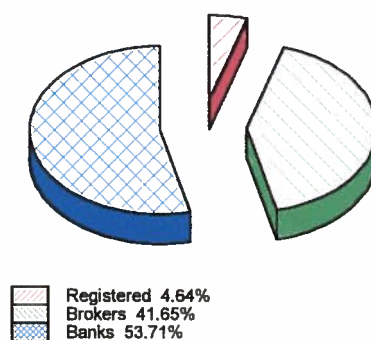
**TOTAL SHARES VOTED:**

**152,624,240**

**% OF VOTED:**

**85.56%**

Profile of Shares Voted



IN ACCORDANCE WITH OUR CUSTOMARY PROCEDURES, WE HAVE EXAMINED THE PROXIES RECEIVED, BUT DO NOT GUARANTEE THE GENUINENESS OF THE SIGNATURES THEREOF, OR ASSUME ANY RESPONSIBILITY FOR THE LEGALITY OF ANY PROXY.

SINCERELY,



ANTHONY LAPOMA  
DIRECTOR  
VOTING SERVICES

MC3498-001-20190502-055810-0001

### PROPOSAL #001 ELECTION OF DIRECTORS

***	FOR	AGAINST	WITHHELD	BROKER NON-VOTES
BENEFICIAL	104,972,062	0	657,719	40,155,100
REGISTERED	6,659,665	0	179,694	
TOTAL SHARES VOTED	111,631,727	0	837,413	
% OF VOTED	100.00%			
% OF OUTSTANDING	62.58%			
% OF VOTED W/ABS	99.25%		0.74%	
% OF OUTSTANDING W/ABS	62.58%		0.46%	

### PROPOSAL #001 ELECTION OF DIRECTORS INCLUDING DIRECTOR EXCEPTIONS

***	FOR	% VOTED FOR	WITHHELD	% VOTED WITHHELD
ELIZABETH B. AMATO	110,617,101	98.35%	1,852,039	1.65%
NICHOLAS DEBENEDICTIS	110,613,823	98.35%	1,855,317	1.65%
CHRISTOPHER H. FRANKLIN	107,265,814	95.37%	5,203,326	4.63%
DANIEL J. HILFERTY	101,458,699	90.21%	11,010,441	9.79%
ELLEN T. RUFF	108,424,425	96.40%	4,044,715	3.60%
LEE C. STEWART	111,129,327	98.81%	1,339,813	1.19%
CHRISTOPHER WOMACK	111,311,124	98.97%	1,158,016	1.03%
TOTAL ALL DIRECTORS	760,820,313		26,463,667	
DIRECTOR AVERAGE	108,688,616		3,780,523	
% VOTED OF AVERAGE	96.64%		3.36%	

### PROPOSAL #002 RATIFY PRICEWATERHOUSECOOPERS LLP AS INDEP. REG. PUB. ACCOUNTANT

***	FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
BENEFICIAL	143,223,591	2,009,467	551,823	
REGISTERED	6,562,794	189,901	86,664	
TOTAL SHARES VOTED	149,786,385	2,199,368	638,487	
% OF VOTED	98.55%	1.44%		
% OF OUTSTANDING	83.97%	1.23%		
% OF VOTED W/ABS	98.14%	1.44%	0.41%	
% OF OUTSTANDING W/ABS	83.97%	1.23%	0.35%	

### PROPOSAL #003 APPROVE, BY ADVISORY VOTE, EXECUTIVE COMPENSATION

***	FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
BENEFICIAL	67,688,197	35,272,884	2,668,700	40,155,100
REGISTERED	5,493,398	942,772	403,189	
TOTAL SHARES VOTED	73,181,595	36,215,656	3,071,889	
% OF VOTED	66.89%	33.10%		
% OF OUTSTANDING	41.02%	20.30%		
% OF VOTED W/ABS	65.06%	32.20%	2.73%	
% OF OUTSTANDING W/ABS	41.02%	20.30%	1.72%	

Broadridge  
51 Mercedes Way  
Edgewood, NY., 11717



**PROPOSAL #004 APPROVE THE AMENDED AND RESTATED OMNIBUS EQUITY COMPENSATION PLAN**

***	FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
BENEFICIAL	100,679,787	3,467,620	1,482,374	40,155,100
REGISTERED	5,542,013	838,290	459,056	
TOTAL SHARES VOTED	106,221,800	4,305,910	1,941,430	
% OF VOTED	96.10%	3.89%		
% OF OUTSTANDING	59.55%	2.41%		
% OF VOTED W/ABS	94.44%	3.82%	1.72%	
% OF OUTSTANDING W/ABS	59.55%	2.41%	1.08%	

AQUA AMERICA, INC.  
Annual Meeting of Shareholders  
May 2, 2019

EXHIBITS ARE AVAILABLE UPON REQUEST  
THEY WERE NOT COPIED DUE TO THEIR LENGTH



AQUA AMERICA, INC.  
Annual Meeting of Shareholders  
May 2, 2019

ANNUAL REPORT TO THE SHAREHOLDERS

AQUA AMERICA, INC.  
Annual Meeting of Shareholders  
May 2, 2019

NOTICE AND PROXY STATEMENT