

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 10-Q

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the quarterly period ended **June 30, 2026**

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the transition period from _____ to _____
Commission file number: **001-34028**

AMERICAN WATER WORKS COMPANY, INC.
(Exact name of registrant as specified in its charter)

Delaware **51-0063696**
(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

1 Water Street, Camden, NJ 08102-1658
(Address of principal executive offices) (Zip Code)
(856) 955-4001
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered</u>
Common stock, par value \$0.01 per share	AWK	New York Stock Exchange

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. ☒ Yes ☐ No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). ☒ Yes ☐ No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☒	Accelerated filer	☐	Non-accelerated filer	☐
Smaller reporting company	☐	Emerging growth company	☐		

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). ☐ Yes ☒ No

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date.

<u>Class</u>	<u>Shares Outstanding as of July 20, 2026</u>
Common Stock, par value \$0.01 per share	198,728,989

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Throughout this Quarterly Report on Form 10-Q (“Form 10-Q”), unless the context otherwise requires, references to the “Company” and “American Water” mean American Water Works Company, Inc. and all of its subsidiaries, taken together as a whole. References to the “parent company” mean American Water Works Company, Inc., without its subsidiaries.

The Company maintains a website at <https://amwater.com> and an Investor Relations website at <https://ir.amwater.com>. Information contained on the Company’s websites shall not be deemed incorporated into, or to be a part of, this report, and any website references included herein are not intended to be made through active hyperlinks.

FORWARD-LOOKING STATEMENTS

Statements included in Part I, Item 2—Management’s Discussion and Analysis of Financial Condition and Results of Operations and in other sections of this Form 10-Q are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and the Private Securities Litigation Reform Act of 1995. In some cases, these forward-looking statements can be identified by words with prospective meanings such as “intend,” “plan,” “estimate,” “believe,” “anticipate,” “expect,” “predict,” “project,” “propose,” “assume,” “forecast,” “likely,” “uncertain,” “outlook,” “future,” “pending,” “goal,” “objective,” “potential,” “continue,” “seek to,” “may,” “can,” “should,” “will” and “could” or the negative of such terms or other variations or similar expressions. Forward-looking statements may relate to, among other things: the Company’s future financial performance, liquidity and cash flows; the timing and amount of rate and revenue adjustments, including through general rate case filings, filings for infrastructure surcharges and other governmental agency authorizations and proceedings, and filings to address regulatory lag; the Company’s ability to execute its current and long-term business, operational, capital expenditures and growth plans and strategies; the timing and outcome of current, future or completed acquisition activity (including, without limitation, the merger agreement with Essential Utilities, Inc. (“Essential”) and the acquisition of systems formerly owned indirectly by Nexus Water Group, Inc.), and the ability to achieve organic customer growth; the ability of the Company’s California subsidiary to obtain adequate alternative water supplies in lieu of diversions from the Carmel River; the amount, allocation and timing of projected capital expenditures and related funding requirements; the Company’s ability to repay or refinance debt; the future impacts of increased or increasing financing costs, inflation and interest rates; the Company’s ability to finance current and projected operations, capital expenditure needs and growth initiatives by accessing the debt and equity capital markets and sources of short-term liquidity; the future settlement or settlements of the Forward Sale Agreements described herein, adjustments to the forward sale price thereunder, and the amount of and the intended use of net proceeds from any such future settlement or settlements; the outcome and impact on the Company of governmental and regulatory investigations, class action lawsuits, and other litigation and legal proceedings, and related potential fines, penalties and other sanctions; the ability to meet or exceed the Company’s stated environmental and sustainability goals, including its greenhouse gas (“GHG”) emission reduction, water delivery efficiency and water system resiliency goals; the ability to complete, and the timing and efficacy of, the design, development, implementation and improvement of technology and other strategic initiatives; the Company’s ability to comply with new and changing environmental regulations; the ability to capitalize on existing or future utility privatization opportunities; trends in the water and wastewater industries in which the Company operates, including macro trends with respect to the Company’s efforts and projects related to customer, technology and work efficiency and execution; regulatory, legislative, tax policy or legal developments; and impacts that future significant tax legislation, and the imposition, utilization or change in various economic tariffs (or any attempt or effort to do so), may have on the Company and on its business, results of operations, cash flows and liquidity.

Forward-looking statements are predictions based on the Company’s current expectations and assumptions regarding future events. They are not guarantees or assurances of any outcomes, financial results, levels of activity, performance or achievements, and readers are cautioned not to place undue reliance upon them. These forward-looking statements are subject to a number of estimates, assumptions, known and unknown risks, uncertainties and other factors. The Company’s actual results may vary materially from those discussed in the forward-looking statements included herein as a result of the following important factors:

- the decisions of governmental and regulatory bodies, including decisions to raise or lower customer rates;
- the timeliness and outcome of regulatory commissions’ and other authorities’ actions concerning rates, capital structure, authorized return on equity, capital investment, system acquisitions and dispositions, taxes, permitting, water supply and management, and other decisions;
- changes in customer demand for, and patterns of use of, water and energy, such as may result from conservation efforts, or otherwise;
- limitations on the availability of the Company’s water supplies or sources of water, or restrictions on its use thereof, resulting from allocation rights, governmental or regulatory requirements and restrictions, drought, overuse or other factors;
- a loss of one or more large industrial or commercial customers due to adverse economic conditions or other factors;
- present and future proposed changes in laws, governmental regulations and policies, including with respect to the environment (such as, for example, potential improvements or changes to existing Federal regulations with respect to lead and copper service lines and galvanized steel pipe), health and safety, data and consumer privacy, security and protection, water quality and water quality accountability, contaminants of emerging concern (including without limitation per- and polyfluoroalkyl substances (collectively, “PFAS”)), public utility and tax regulations and policies, and impacts resulting from U.S., state and local elections and changes in federal, state and local executive administrations;
- the Company’s ability to collect, distribute, use, secure and store consumer data in compliance with current or future governmental laws, regulations and policies with respect to data and consumer privacy, security and protection;

- weather conditions and events, climate variability patterns, and natural disasters, including drought or abnormally high rainfall, prolonged and abnormal ice or freezing conditions, strong winds, coastal and intercoastal flooding, pandemics and epidemics, earthquakes, landslides, hurricanes, tornadoes, wildfires, electrical storms, sinkholes and solar flares;
- the outcome of litigation and similar governmental and regulatory proceedings, investigations or actions;
- the risks associated with the Company's aging infrastructure, and its ability to appropriately improve the resiliency of or maintain, update, redesign and/or replace, current or future infrastructure and systems, including its technology and other assets, and manage the expansion of its businesses;
- exposure or infiltration of the Company's technology and critical infrastructure systems, including the disclosure of sensitive, personal or confidential information contained therein, through physical or cyber attacks or other means, and impacts from required or voluntary public and other disclosures, as well as civil class action and other litigation or legal, regulatory or administrative proceedings, related thereto;
- the Company's ability to obtain permits and other approvals for projects and construction, update, redesign and/or replacement of various water and wastewater facilities;
- changes in the Company's capital requirements;
- the Company's ability to control operating expenses and to achieve operating efficiencies, and the Company's ability to create, maintain and promote initiatives and programs that support the affordability of the Company's regulated utility services;
- the intentional or unintentional actions of a third party, including contamination of the Company's water supplies or the water provided to its customers;
- the Company's ability to obtain and have delivered adequate and cost-effective supplies of pipe, equipment (including personal protective equipment), chemicals, power and other fuel, water and other raw materials, and to address or mitigate supply chain constraints that may result in delays or shortages in, as well as increased costs of, supplies, products and materials that are critical to or used in the Company's business operations;
- the Company's ability to successfully meet its operational growth projections, either individually or in the aggregate, and capitalize on growth opportunities, including, among other things, with respect to:
 - acquiring, closing and successfully integrating regulated operations, including without limitation the Company's ability to (i) obtain all required regulatory and other consents and approvals for such acquisitions, (ii) prevail in litigation or other challenges related to such acquisitions, and (iii) recover in rates the fair value of assets of the acquired regulated operations;
 - the Company's Military Services Group ("MSG") entering into new military installation contracts, price redeterminations, and other agreements and contracts, with the U.S. government; and
 - realizing anticipated benefits and synergies from new acquisitions;
- in addition to the foregoing, various risks and other uncertainties associated with the Company's merger agreement with Essential and the related proposed merger, including:
 - a fixed exchange ratio that will not adjust or account for fluctuations in the Company's or Essential's stock price;
 - limitations on the parties' ability to pursue alternatives to the proposed merger;
 - an event, change or other circumstance that could give rise to the termination of the merger agreement;
 - a delay in the timing to consummate the proposed merger;
 - each party's ability to obtain required governmental and regulatory approvals required for the proposed merger (and/or that such approvals may result in the imposition of burdensome or commercially undesirable conditions, including required dispositions, that could adversely affect the combined company or the expected benefits of the proposed merger);
 - financial impacts of the proposed merger on the Company and the combined company's earnings, earnings per share, financial condition, results of operations, cash flows and share price, and any related accounting impacts;
 - any impact of the proposed merger on the Company's and the combined company's ability to declare and pay quarterly dividends on its common stock;
 - the risk of litigation related to the proposed merger;
 - changes in the parties' key management and personnel;
 - the amount and nature of incurred transaction costs associated with the proposed merger; and
 - reduced ownership and voting interests for the Company's and Essential's shareholders upon completion of the proposed merger;
- in addition to the foregoing, various risks and other uncertainties following the acquisition of certain water and wastewater systems from a subsidiary of Nexus Water Group, Inc., including:

- the final amount of the rate base of the acquired operations, and the amount of post-closing adjustments to the purchase price, if any, as contemplated by the acquisition agreement; and
- the various impacts and effects of the completion of, or actions taken by the Company to complete, the acquisition, on the Company's operations, strategy, guidance, expectations and plans with respect to its Regulated Businesses (considered individually or together as a whole), its current or future capital expenditures, its current and future debt and equity capital needs, dividends, earnings (including earnings per share), growth, future regulatory outcomes, expectations with respect to rate base growth, and other financial and operational goals, plans, estimates and projections;
- risks and uncertainties associated with contracting with the U.S. government, including ongoing compliance with applicable government procurement, security and cybersecurity regulations;
- cost overruns relating to improvements in or the expansion of the Company's operations;
- the Company's ability to successfully develop and implement new technologies and to protect related intellectual property;
- the Company's ability to maintain safe work sites;
- the Company's exposure to liabilities related to environmental laws and regulations, including those enacted or adopted and under consideration, and the substances related thereto, including without limitation copper, lead and galvanized steel, PFAS and other contaminants of emerging concern, and similar matters resulting from, among other things, water and wastewater service provided to customers;
- the ability of energy providers, state governments and other third parties to achieve or fulfill their GHG emission reduction goals, including without limitation through stated renewable portfolio standards and carbon transition plans;
- with respect to any of the Forward Sale Agreements, as described herein: (i) the inability of the forward purchasers (or their affiliates) to perform their obligations thereunder, (ii) the timing and method of any settlement thereof, (iii) the amount and intended use of proceeds that may be received by the Company from any such settlement, and (iv) the timing and amount of any common stock dilution resulting therefrom;
- changes in general economic, political, business and financial market conditions;
- access to sufficient debt and/or equity capital on satisfactory terms and as needed to support operations and capital expenditures;
- fluctuations in inflation or interest rates, and the Company's ability to address or mitigate the impacts thereof;
- the ability to comply with affirmative or negative covenants in the current or future indebtedness of the Company or any of its subsidiaries, or the issuance of new or modified credit ratings or outlooks by credit rating agencies with respect to the Company or any of its subsidiaries (or any current or future indebtedness thereof), which could increase financing costs or funding requirements and affect the Company's or its subsidiaries' ability to issue, repay or redeem debt, pay dividends or make distributions;
- fluctuations in the value of, or assumptions and estimates related to, its benefit plan assets and liabilities, including with respect to its pension and other post-retirement benefit plans, that could increase expenses and plan funding requirements;
- changes in federal or state general, income and other tax laws, and the imposition, utilization or change in economic tariffs (or any attempt or effort to do so), including (i) future significant tax legislation or regulations (including without limitation impacts related to the corporate alternative minimum tax ("CAMT")), and (ii) the availability of, or the Company's compliance with, the terms of applicable tax credits and tax abatement programs;
- migration of customers into or out of the Company's service territories and changes in water and energy consumption resulting therefrom;
- the use by municipalities of the power of eminent domain or other authority to condemn the systems of one or more of the Company's utility subsidiaries, including without limitation litigation, complaints and other proceedings with respect to the water system assets of the Company's California subsidiary ("Cal Am") located in Monterey, California (the "Monterey system assets"), or the assertion by private landowners of similar rights against such utility subsidiaries;
- any difficulty or inability to obtain insurance for the Company, its inability to obtain insurance at acceptable rates and on acceptable terms and conditions, or its inability to obtain reimbursement under existing or future insurance programs and coverages for any losses sustained;
- the incurrence of impairment charges, changes in fair value and other adjustments related to the Company's goodwill or the value of its other assets;
- labor actions, including work stoppages and strikes;
- the Company's ability to retain and attract highly qualified and skilled employees and talent;

- civil disturbances or unrest, or terrorist threats or acts, or public apprehension about future disturbances, unrest, or terrorist threats or acts; and
- the impact of new, and changes to existing, accounting standards.

These forward-looking statements are qualified by, and should be read together with, the risks and uncertainties set forth above, and the risk factors and other statements contained in the Company's Annual Report on Form 10-K for the year ended December 31, 2025 (the "Form 10-K") and in this Form 10-Q, and readers should refer to such risks, uncertainties and risk factors in evaluating such forward-looking statements. Any forward-looking statements the Company makes shall speak only as of the date this Form 10-Q was filed with the U.S. Securities and Exchange Commission ("SEC"). Except as required by the federal securities laws, the Company does not have any obligation, and it specifically disclaims any undertaking or intention, to publicly update or revise any forward-looking statements, whether as a result of new information, future events, changed circumstances or otherwise. New factors emerge from time to time, and it is not possible for the Company to predict all such factors. Furthermore, it may not be possible to assess the impact of any such factor on the Company's businesses, either viewed independently or together, or the extent to which any factor, or combination of factors, may cause results to differ materially from those contained in any forward-looking statement. The foregoing factors should not be construed as exhaustive.

PART I. FINANCIAL INFORMATION

ITEM 1. CONSOLIDATED FINANCIAL STATEMENTS

American Water Works Company, Inc. and Subsidiary Companies

Consolidated Balance Sheets (Unaudited)

(In millions, except share and per share data)

	June 30, 2026	December 31, 2025
ASSETS		
Property, plant and equipment	\$ 39,544	\$ 37,955
Accumulated depreciation	(7,627)	(7,379)
Property, plant and equipment, net	31,917	30,576
Current assets:		
Cash and cash equivalents	191	98
Restricted funds	18	21
Accounts receivable, net of allowance for uncollectible accounts of \$65 and \$58, respectively	432	395
Income tax receivable	122	9
Unbilled revenues	512	433
Materials and supplies	110	112
Secured seller promissory note from the sale of the Homeowner Services Group	—	795
Other	324	328
Total current assets	1,709	2,191
Regulatory and other long-term assets:		
Regulatory assets	1,176	1,132
Operating lease right-of-use assets	81	85
Goodwill	1,282	1,156
Other	288	302
Total regulatory and other long-term assets	2,827	2,675
Total assets	<u>\$ 36,453</u>	<u>\$ 35,442</u>

The accompanying notes are an integral part of these Consolidated Financial Statements.

American Water Works Company, Inc. and Subsidiary Companies
Consolidated Balance Sheets (Unaudited)
(In millions, except share and per share data)

	June 30, 2026	December 31, 2025
CAPITALIZATION AND LIABILITIES		
Capitalization:		
Common stock (\$0.01 par value; 500,000,000 shares authorized; 204,215,977 and 200,605,170 shares issued, respectively)	\$ 2	\$ 2
Paid-in-capital	9,140	8,642
Retained earnings	2,911	2,575
Accumulated other comprehensive income	8	6
Treasury stock, at cost (5,487,769 and 5,428,008 shares, respectively)	(396)	(388)
Total common shareholders' equity	11,665	10,837
Long-term debt	14,043	12,777
Redeemable preferred stock at redemption value	3	3
Total long-term debt	14,046	12,780
Total capitalization	25,711	23,617
Current liabilities:		
Short-term debt	1,499	1,588
Current portion of long-term debt	446	1,479
Accounts payable	326	378
Accrued liabilities	555	830
Accrued taxes	84	134
Accrued interest	147	140
Other	212	198
Total current liabilities	3,269	4,747
Regulatory and other long-term liabilities:		
Advances for construction	481	435
Deferred income taxes and investment tax credits	3,456	3,190
Regulatory liabilities	1,416	1,416
Operating lease liabilities	70	74
Accrued pension expense	152	167
Other	223	166
Total regulatory and other long-term liabilities	5,798	5,448
Contributions in aid of construction	1,675	1,630
Commitments and contingencies (See Note 11)		
Total capitalization and liabilities	\$ 36,453	\$ 35,442

The accompanying notes are an integral part of these Consolidated Financial Statements.

American Water Works Company, Inc. and Subsidiary Companies
Consolidated Statements of Operations (Unaudited)
(In millions, except per share data)

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2026	2025	2026	2025
Operating revenues	\$ 1,355	\$ 1,276	\$ 2,562	\$ 2,418
Operating expenses:				
Operation and maintenance	481	480	974	948
Depreciation and amortization	240	221	477	437
General taxes	92	86	178	173
Total operating expenses, net	813	787	1,629	1,558
Operating income	542	489	933	860
Other (expense) income:				
Interest expense	(167)	(151)	(330)	(295)
Interest income	3	22	15	44
Non-operating benefit costs, net	5	4	10	8
Other, net	22	12	36	29
Total other (expense) income	(137)	(113)	(269)	(214)
Income before income taxes	405	376	664	646
Provision for income taxes	90	87	153	152
Net income attributable to common shareholders	\$ 315	\$ 289	\$ 511	\$ 494
Basic earnings per share:				
Net income attributable to common shareholders	\$ 1.61	\$ 1.48	\$ 2.61	\$ 2.53
Diluted earnings per share:				
Net income attributable to common shareholders	\$ 1.61	\$ 1.48	\$ 2.61	\$ 2.53
Weighted-average common shares outstanding:				
Basic	196	195	196	195
Diluted	196	195	196	195

The accompanying notes are an integral part of these Consolidated Financial Statements.

American Water Works Company, Inc. and Subsidiary Companies
Consolidated Statements of Comprehensive Income (Unaudited)
(In millions)

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2026	2025	2026	2025
Net income attributable to common shareholders	\$ 315	\$ 289	\$ 511	\$ 494
Other comprehensive income (loss), net of tax:				
Defined benefit pension plan actuarial loss, net of tax of \$0 for the three and six months ended June 30, 2026 and 2025	—	1	—	1
Unrealized (loss) gain on cash flow hedges, net of tax of \$(1) and \$1 for the three months ended June 30, 2026 and 2025, respectively, and \$0 and \$(2) for the six months ended June 30, 2026 and 2025, respectively	(1)	3	1	(5)
Unrealized gain (loss) on available-for-sale fixed-income securities, net of tax of \$0 for the three months ended June 30, 2026 and 2025, and \$0 and \$(1) for the six months ended June 30, 2026 and 2025, respectively	1	(1)	1	(3)
Net other comprehensive income (loss)	—	3	2	(7)
Comprehensive income attributable to common shareholders	\$ 315	\$ 292	\$ 513	\$ 487

The accompanying notes are an integral part of these Consolidated Financial Statements.

American Water Works Company, Inc. and Subsidiary Companies
Consolidated Statements of Cash Flows (Unaudited)
(In millions)

	For the Six Months Ended June 30,	
	2026	2025
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	\$ 511	\$ 494
Adjustments to reconcile to net cash flows provided by operating activities:		
Depreciation and amortization	477	437
Deferred income taxes and amortization of investment tax credits	294	51
Provision for losses on accounts receivable	22	19
Pension and non-pension postretirement benefits	(4)	(2)
Other non-cash, net	(32)	(36)
Changes in assets and liabilities:		
Receivables and unbilled revenues	(132)	(146)
Income tax receivable	(113)	—
Pension contributions	(22)	(22)
Accounts payable and accrued liabilities	(77)	(59)
Accrued taxes	(46)	(42)
Other assets and liabilities, net	29	(62)
Net cash provided by operating activities	907	632
CASH FLOWS FROM INVESTING ACTIVITIES		
Capital expenditures	(1,519)	(1,281)
Acquisitions, net of cash acquired	(346)	(13)
Proceeds from secured seller promissory note from the sale of the Homeowner Services Group	795	—
Removal costs from property, plant and equipment retirements, net	(89)	(71)
Purchases of available-for-sale fixed-income securities	—	(35)
Proceeds from sales and maturities of available-for-sale fixed-income securities	32	60
Net cash used in investing activities	(1,127)	(1,340)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from long-term debt, net of discount	1,293	876
Repayments of long-term debt	(1,061)	(606)
Proceeds from the issuance of common stock	476	—
Net short-term (repayments) borrowings with original maturities less than three months	(89)	710
Advances and contributions in aid of construction, net of refunds of \$15 and \$16 for the six months ended June 30, 2026 and 2025, respectively	37	35
Debt issuance costs	(9)	(7)
Dividends paid	(336)	(311)
Other, net	(2)	6
Net cash provided by financing activities	309	703
Net increase (decrease) in cash, cash equivalents and restricted funds	89	(5)
Cash, cash equivalents and restricted funds at beginning of period	139	140
Cash, cash equivalents and restricted funds at end of period	\$ 228	\$ 135
Non-cash investing activity:		
Capital expenditures acquired on account but unpaid as of the end of period	\$ 278	\$ 299
Acquisition financed by treasury stock	\$ —	\$ 7
Non-cash financing activity:		
Settlements of long-term debt	\$ —	\$ 27

The accompanying notes are an integral part of these Consolidated Financial Statements.

American Water Works Company, Inc. and Subsidiary Companies
Consolidated Statements of Changes in Shareholders' Equity (Unaudited)
(In millions)

	Common Stock			Retained Earnings	Accumulated Other Comprehensive Income	Treasury Stock		Total Shareholders' Equity
	Shares	Par Value	Paid-in-Capital			Shares	At Cost	
Balance as of December 31, 2025	200.6	\$ 2	\$ 8,642	\$ 2,575	\$ 6	(5.4)	\$ (388)	\$ 10,837
Net income attributable to common shareholders	—	—	—	196	—	—	—	196
Common stock issuances (a)	0.2	—	10	—	—	(0.1)	(8)	2
Net other comprehensive income	—	—	—	—	2	—	—	2
Balance as of March 31, 2026	200.8	\$ 2	\$ 8,652	\$ 2,771	\$ 8	(5.5)	\$ (396)	\$ 11,037
Net income attributable to common shareholders	—	—	—	315	—	—	—	315
Common stock issuances (a)	3.4	—	488	—	—	—	—	488
Dividends (\$0.8950 declared per common share)	—	—	—	(175)	—	—	—	(175)
Balance as of June 30, 2026	204.2	\$ 2	\$ 9,140	\$ 2,911	\$ 8	(5.5)	\$ (396)	\$ 11,665

(a) Includes stock-based compensation, employee stock purchase plan and dividend reinvestment and direct stock purchase plan activity.

	Common Stock			Retained Earnings	Accumulated Other Comprehensive Income	Treasury Stock		Total Shareholders' Equity
	Shares	Par Value	Paid-in-Capital			Shares	At Cost	
Balance as of December 31, 2024	200.4	\$ 2	\$ 8,598	\$ 2,112	\$ 12	(5.5)	\$ (392)	\$ 10,332
Net income attributable to common shareholders	—	—	—	205	—	—	—	205
Common stock issuances (a)	0.1	—	13	—	—	—	(6)	7
Net other comprehensive loss	—	—	—	—	(10)	—	—	(10)
Balance as of March 31, 2025	200.5	\$ 2	\$ 8,611	\$ 2,317	\$ 2	(5.5)	\$ (398)	\$ 10,534
Net income attributable to common shareholders	—	—	—	289	—	—	—	289
Common stock issuances (a)	—	—	10	—	—	—	—	10
Acquisitions via treasury stock	—	—	—	—	—	—	7	7
Net other comprehensive income	—	—	—	—	3	—	—	3
Dividends (\$0.8275 declared per common share)	—	—	—	(161)	—	—	—	(161)
Balance as of June 30, 2025	200.5	\$ 2	\$ 8,621	\$ 2,445	\$ 5	(5.5)	\$ (391)	\$ 10,682

(a) Includes stock-based compensation, employee stock purchase plan and dividend reinvestment and direct stock purchase plan activity.

The accompanying notes are an integral part of these Consolidated Financial Statements.

American Water Works Company, Inc. and Subsidiary Companies
Notes to Consolidated Financial Statements (Unaudited)
(Unless otherwise noted, in millions, except per share data)

Note 1: Basis of Presentation

The unaudited Consolidated Financial Statements included in this report include the accounts of American Water Works Company, Inc. and all of its subsidiaries (the “Company” or “American Water”), in which a controlling interest is maintained after the elimination of intercompany balances and transactions. References to “parent company” mean American Water Works Company, Inc., without its subsidiaries. The financial statements have been prepared in accordance with accounting principles generally accepted in the United States (“GAAP”) for interim financial reporting, and the rules and regulations for reporting on Quarterly Reports on Form 10-Q (“Form 10-Q”). Accordingly, they do not contain certain information and disclosures required by GAAP for comprehensive financial statements. In the opinion of management, all adjustments necessary for a fair statement of the financial position as of June 30, 2026, and the results of operations and cash flows for all periods presented, have been made. All adjustments are of a normal, recurring nature, except as otherwise disclosed.

The unaudited Consolidated Financial Statements and Notes included in this report should be read in conjunction with the Company’s Annual Report on Form 10-K for the year ended December 31, 2025 (“Form 10-K”), which provides a more complete discussion of the Company’s accounting policies, financial position, operating results and other matters. The results of operations for interim periods are not necessarily indicative of the results that may be expected for the year, primarily due to the seasonality of the Company’s operations.

Note 2: Significant Accounting Policies

New Accounting Standards

Presented in the table below is the new accounting standard that was adopted by the Company in 2026:

Standard	Description	Date of Adoption	Application	Effect on the Consolidated Financial Statements
Induced Conversions of Convertible Debt Instruments	The guidance in this standard clarifies the requirements for determining whether to account for certain settlements of convertible debt instruments as induced conversions or extinguishments. The guidance requires an entity to account for a settlement as an induced conversion if the inducement offer includes the issuance of all of the consideration issuable under the conversion privileges provided in the terms of the existing convertible debt instrument.	January 1, 2026	Prospective	The standard did not have an impact on the Consolidated Financial Statements.

Presented in the table below are recently issued accounting standards that have not yet been adopted by the Company as of June 30, 2026; recently issued accounting standards not presented below were determined to be not applicable, or not material, to the Company:

Standard	Description	Date of Adoption	Application	Effect on the Consolidated Financial Statements
Income Statement Disaggregation	The guidance in this standard enhances disclosures related to income statement expenses to further disaggregate expenses in the footnotes to the financial statements. The standard requires disaggregation of any relevant expense caption presented on the face of the income statement that contains the following expense categories: purchases of inventory, employee compensation, depreciation, intangible asset amortization, and depletion. Further, the standard requires disclosure of the total amount and the entity's definition of selling expenses.	Annual periods beginning after December 15, 2026 and interim periods within fiscal years beginning after December 15, 2027	Prospective, with retrospective application also permitted	The Company is evaluating the impact on its Consolidated Financial Statements and the timing of adoption.
Accounting for Internal-Use Software	The guidance in this standard removes all reference to prescriptive and sequential software development stages, requiring an entity to start capitalizing software costs when the following criteria are both met: (i) management has authorized and committed to funding the software project and (ii) it is probable that the project will be completed and the software will be used to perform the function intended. Further, the standard requires disclosure for all capitalized internal-use software costs and removes the requirement for intangibles disclosures for capitalized internal-use software.	Annual periods beginning after December 15, 2027 and interim reporting periods within those annual reporting periods	Prospective, with a modified transition or retrospective application also permitted	The Company is evaluating the impact on its Consolidated Financial Statements and the timing of adoption.
Accounting for Government Grants Received by Business Entities	Introduces authoritative GAAP guidance for accounting and disclosure of government grants received by business entities, addressing the previous lack of specific guidance and reducing diversity in practice. The standard requires grants to be recognized when compliance with conditions is probable and receipt is likely, and allows presentation either as deferred income or as a reduction of related costs.	Annual periods beginning after December 15, 2028 and interim reporting periods within those annual reporting periods	Modified prospective, modified retrospective, or retrospective applications are permitted	The Company is evaluating the impact on its Consolidated Financial Statements and the timing of adoption.
Environmental Credits and Environmental Credit Obligations	Establishes a comprehensive and consistent accounting model for environmental credits and related compliance obligations, an area that previously relied on diverse GAAP analogies. The standard requires entities to recognize environmental credits as assets (measured at cost by default) and to recognize environmental credit obligations as liabilities when incurred based on regulatory or contractual requirements. The standard also clarifies that credits and obligations are accounted for separately, even if they economically offset, and introduces enhanced disclosure requirements about the nature, measurement, and activity of these balances.	Annual periods beginning after December 15, 2027, and interim reporting periods within those annual reporting periods	Retrospective	The Company is evaluating the impact on its Consolidated Financial Statements and the timing of adoption.

Property, Plant and Equipment

The New Jersey Economic Development Authority ("NJEDA") determined that the Company was qualified to receive \$161 million in tax credits in connection with its capital investment in its corporate headquarters in Camden, New Jersey. The Company was qualified to receive the tax credits over a 10-year period commencing in 2019.

In May 2026, the NJEDA issued to the Company the utilization certificate for the 2024 tax credits in the amount of \$15 million. The Company sold the tax credits to an external party for \$14 million. As of June 30, 2026, the Company had current assets of \$16 million included in Other and \$48 million of long-term assets included in Other on the Consolidated Balance Sheets for the 2025 through 2028 tax credits. As of December 31, 2025, the Company had current assets of \$15 million included in Other and \$64 million of long-term assets included in Other on the Consolidated Balance Sheets for the 2024 through 2028 tax credits. The Company has made the necessary annual filing for the year ended December 31, 2025. The submitted filing is under review by the NJEDA and it is expected that the Company will receive final NJEDA approval and monetize the 2025 tax credits in 2027.

Cash, Cash Equivalents and Restricted Funds

Presented in the table below is a reconciliation of the cash and cash equivalents and restricted funds amounts as presented on the Consolidated Balance Sheets to the sum of such amounts presented on the Consolidated Statements of Cash Flows for the periods ended June 30:

	2026	2025
Cash and cash equivalents	\$ 191	\$ 94
Restricted funds	18	17
Restricted funds included in other long-term assets	19	24
Cash, cash equivalents and restricted funds as presented on the Consolidated Statements of Cash Flows	<u>\$ 228</u>	<u>\$ 135</u>

Allowance for Uncollectible Accounts

An allowance for uncollectible accounts is maintained for estimated expected credit losses resulting from the Company's inability to collect receivables from customers. Accounts that are outstanding longer than the payment terms are considered past due. A number of factors are considered in determining the allowance for uncollectible accounts, including the length of time receivables are past due, previous loss history, current economic and societal conditions and reasonable and supportable forecasts that affect the collectability of receivables from customers. The Company generally writes off accounts when they become uncollectible or are over a certain number of days outstanding.

Presented in the table below are the changes in the allowance for uncollectible accounts for the six months ended June 30:

	2026	2025
Balance as of January 1	\$ (58)	\$ (53)
Amounts charged to expense	(22)	(19)
Amounts written off	15	16
Balance as of June 30	<u>\$ (65)</u>	<u>\$ (56)</u>

Note 3: Regulatory Matters

General Rate Cases

The table below summarizes the annualized incremental revenues, assuming a constant sales volume and customer count, resulting from general rate case authorizations that are effective during 2026. The amounts include reductions for the amortization of the excess accumulated deferred income taxes that are generally offset in income tax expense.

	Effective Date	Amount
General rate cases by state:		
Pennsylvania	August 13, 2026	\$ 75
West Virginia	March 1, 2026	20
Maryland	February 26, 2026	2
California, Attrition Increase (a)	January 1, 2026	14
Total general rate case authorizations		<u>\$ 111</u>

(a) The effective annualized incremental revenue increase for the 2026 attrition year was finalized through the standard Advice Letter process with the California Public Utilities Commission in January 2026.

On July 27, 2026, the Pennsylvania Public Utilities Commission (the "PaPUC") released an order approving the adjustment of base rates pursuant to a general rate case filed by the Company's Pennsylvania subsidiary on November 14, 2025. The PaPUC approved a \$75 million annualized increase in the Pennsylvania subsidiary's water and wastewater system revenues, excluding infrastructure surcharges of \$24 million, based on an authorized return on equity of 9.55%, a common equity ratio of 54.23% and a long-term debt ratio of 45.77%, and authorized rate base of \$6.6 billion, which reflects approximately \$1.2 billion of capital investments to be made through mid-2027. The new rates will take effect on August 13, 2026.

On March 5, 2026, the Public Service Commission of West Virginia (the "WVPSC") issued an amended order that approves the adjustment of the Company's West Virginia subsidiary's base rates requested in a general rate case filed on May 5, 2025. The general rate case order approved an annualized increase of approximately \$20 million in water and wastewater system revenues, which excludes previously recovered infrastructure surcharges of approximately \$13 million, based on an authorized return on equity of 9.80%, a common equity ratio of 51.00% and a debt ratio of 49.00%. As of March 5, 2026, the West Virginia subsidiary's view of its authorized rate base, which was not stated in the general rate case order, is approximately \$1.1 billion. The increased water and wastewater revenues related to this base rate adjustment are being driven primarily by approximately \$239 million of related water and wastewater system capital investments made since the completion of the West Virginia subsidiary's previous rate case and through February 2026. The new water and wastewater rates became effective as of March 1, 2026.

On February 26, 2026, the Public Service Commission of Maryland (the “MDPSC”) issued an order approving the joint settlement of the general rate case filed on August 1, 2025, by the Company’s Maryland subsidiary. A joint stipulation and settlement agreement by and among the Maryland subsidiary, the Office of People’s Counsel, and the Staff of the MDPSC was filed with the MDPSC on January 22, 2026. The general rate case order approves a consolidated annualized increase in water revenues of approximately \$2 million, with approximately \$1 million of the increase to be included in rates effective concurrently with the date of the general rate case order, and the remainder effective January 1, 2027. The Maryland subsidiary’s view of its return on equity, common equity ratio and debt ratio (each of which is based on the information included in the general rate case order and the joint stipulation and settlement agreement, but was not disclosed therein), is 9.75%, 52.32% and 47.68%, respectively. The annualized incremental revenue is driven primarily by approximately \$22 million of capital investments completed by the Maryland subsidiary since its last general rate case approval in 2019.

On December 5, 2024, the California Public Utilities Commission (the “CPUC”) approved a final decision adopting the terms of a partial settlement agreement filed on November 17, 2023, in the Company’s California subsidiary’s general rate case originally filed on July 1, 2022. Incorporating the then currently effective return on equity of 10.20%, the decision provides incremental annualized water and wastewater revenues of \$21 million in the 2024 test year, and an estimated \$16 million in the 2025 escalation year and \$16 million in the 2026 attrition year. On September 19, 2025, the California subsidiary filed a petition to modify the CPUC order, seeking clarification from the CPUC on the method used to calculate the Conservation Adjustment for Rate Tier Designs (“CART”), specifically for the California subsidiary’s Monterey service area. The CART is a ratemaking mechanism that allows the Company to recover, in subsequent periods, a portion of the impact on operating revenues as a result of implementing customer rates structured to promote conservation usage. On October 20, 2025, the California Public Advocate submitted a response opposing the California subsidiary’s request and stating the request should instead be addressed in the California subsidiary’s pending base rate case. On October 30, 2025, the California subsidiary filed a reply to the California Public Advocate’s response, which underscored the need for clarity on the CART calculation. The California subsidiary expects resolution of the petition to modify later in 2026.

Pending General Rate Case Filings

On July 1, 2026, the Company’s Missouri subsidiary filed a request with the Missouri Public Service Commission for new water and wastewater rates. The request seeks annualized incremental revenue of \$179 million, excluding infrastructure surcharges of \$32 million. The request is based on a return on equity of 10.50% and a capital structure with an equity component of 50.30% and a long-term debt component of 49.70%. The requested annualized incremental revenue is driven primarily by approximately \$1.6 billion of incremental capital investments completed and planned by the Missouri subsidiary from June 2025 through May 2028, the forecasted future test period. The Missouri subsidiary anticipates that new rates will take effect in June 2027. Pursuant to statutory requirements, the Missouri subsidiary will implement subsequent rate adjustments following the conclusion of the future test year based on required reconciliations, subject to regulatory approval.

On May 15, 2026, the Company’s Kentucky subsidiary filed a request with the Kentucky Public Service Commission (the “KPSC”) to adjust its water rates. As filed, the request seeks aggregate annualized incremental revenues of \$18 million. The Kentucky subsidiary intends to put interim rates into effect beginning on December 14, 2026. The difference between the interim rates and final approved rates will be subject to refund. The request is based on a proposed return on equity of 10.75% and a proposed capital structure with a common equity component of 52.29% and a non-equity component of 47.71%. The requested annualized incremental revenue is driven primarily by approximately \$108 million of capital to be invested between January 2027 and December 2027. The request is subject to approval by the KPSC, and the general rate case is expected to be completed by the end of the first quarter of 2027.

On January 27, 2026, the Company’s Illinois subsidiary filed a request with the Illinois Commerce Commission (the “ICC”) to adjust its water and wastewater rates. The filing seeks a two-step rate increase in aggregate annualized incremental revenue, based on a proposed return on equity of 10.75%, of (i) approximately \$119 million effective January 1, 2027, based on a future test year through December 31, 2027 and a capital structure with an equity component of 52.42% and a debt component of 47.58%, and (ii) approximately \$15 million effective January 1, 2028, based on a future test year to include end-of-period rate base and a capital structure with an equity component of 52.74% and a debt component of 47.26%, in each case, exclusive of infrastructure surcharges. On June 23, 2026, as part of the standard rebuttal process, the Illinois subsidiary filed an update with the ICC to its request originally filed on January 27, 2026. The updated request seeks aggregate annualized incremental revenue of approximately \$107 million effective January 1, 2027, with the reduction primarily driven by the removal of the impacts of the corporate alternative minimum tax (“CAMT”) from rate base as a result of Internal Revenue Service Notice 2026-7 issued in February 2026. The second step increase of \$15 million proposed effective January 1, 2028, was unchanged. The request is driven primarily by approximately \$577 million in capital investments made and to be made by the Illinois subsidiary from January 2026 through December 2027. The request must be approved by the ICC.

On January 16, 2026, the Company's New Jersey subsidiary filed a request with the New Jersey Board of Public Utilities (the "NJBP") to adjust its water and wastewater rates. The request seeks aggregate annualized incremental revenues of approximately \$146 million and is based on a proposed return on equity of 10.75% and a capital structure with an equity component of 55.18% and a debt component of 44.82%. On July 27, 2026, as part of the standard process to update the filing for actual costs incurred, the New Jersey subsidiary filed an update with the NJBP to its request originally filed on January 16, 2026 and updated on April 24, 2026. The updated request seeks aggregate annualized incremental revenue of approximately \$145 million, which is based on a proposed return on equity of 10.75% and a capital structure with an equity component of 54.00% and a debt component of 46.00%. The requested annualized incremental revenue is driven primarily by an estimated \$1.4 billion of capital investments completed and planned by the New Jersey subsidiary through December 2026. The filing is subject to the approval of the NJBP.

On November 3, 2025, the Company's Virginia subsidiary filed a request with the Virginia State Corporation Commission (the "SCC") to adjust its water and wastewater rates. The request seeks aggregate annualized incremental revenues of approximately \$22 million and is based on a proposed return on equity of 10.75% and a capital structure with an equity component of 51.79%. On June 5, 2026, the Virginia subsidiary filed with the SCC a "black box" stipulation of settlement that agreed to a \$16 million annualized increase in the Virginia subsidiary's revenues. The stipulation of settlement also agreed, solely for purposes of the Virginia subsidiary's future filings requiring a stated cost of capital and/or capital structure (including its annual information and water and wastewater infrastructure surcharge filings), that its return on equity will be 9.75% and its capital structure will consist of an equity component of 51.79%. The requested annualized incremental revenue is driven primarily by an estimated \$115 million of capital investments completed and planned by the Virginia subsidiary from May 2025 through April 2027. The stipulation of settlement remains subject to SCC review and approval. Interim rates became effective May 2, 2026, with the difference between interim and final approved rates subject to refund to customers.

On July 1, 2025, the Company's California subsidiary filed an application with the CPUC to set new water and wastewater rates in each of its service areas for 2027 through 2029. On June 8, 2026, the California subsidiary filed with the CPUC a partial settlement agreement reached with the CPUC's Public Advocates Office to determine the amount of incremental annualized water and wastewater revenue to be received by the California subsidiary in its general rate case filed on July 1, 2025. The requested annualized incremental revenue was driven primarily by approximately \$750 million of capital investments completed and planned by the California subsidiary from 2025 to 2028. Under the partial settlement agreement, the total incremental annualized water and wastewater revenue to be received by the California subsidiary would be \$24 million in the 2027 test year, \$21 million in the 2028 escalation year, and \$22 million in the 2029 attrition year. The California subsidiary's revised proposed position in this general rate case was \$43 million in the 2027 test year (updated to reflect a current level of revenue and sales), an estimated \$22 million in the 2028 escalation year, and an estimated \$26 million in the 2029 attrition year. The treatment in the general rate case of construction work in progress ("CWIP") is the only primary issue that remains pending in the general rate case. If CWIP is ultimately excluded from rate base, it is estimated that the incremental annualized water and wastewater revenues to be received by the California subsidiary for the 2027 test year and the 2028 escalation year would decrease to \$20 million and \$19 million, respectively, and would remain at \$22 million in the 2029 attrition year. New rates would be implemented by the California subsidiary as of January 1, 2027, upon a final decision issued by the CPUC with respect to the general rate case. Also, under the partial settlement agreement, the California subsidiary withdrew its request for a Fixed Cost Recovery Account, which was intended to be a full decoupling mechanism.

Infrastructure Surcharges

A number of states have authorized the use of regulatory mechanisms that permit rates to be adjusted outside of a general rate case for certain costs and investments, such as infrastructure surcharge mechanisms that permit recovery of capital investments to replace aging infrastructure. Presented in the table below are annualized incremental revenues, assuming a constant sales volume and customer count, resulting from infrastructure surcharge authorizations that are effective during 2026:

	Effective Date	Amount
Infrastructure surcharges by state:		
Missouri	August 15, 2026	\$ 18
Pennsylvania	(a)	27
New Jersey	May 30, 2026	25
Indiana	March 18, 2026	15
West Virginia	March 1, 2026	2
Missouri	March 1, 2026	13
Illinois	January 1, 2026	5
Total infrastructure surcharge authorizations		<u>\$ 105</u>

(a) In 2026, \$11 million was effective January 1, \$7 million was effective April 1 and \$9 million was effective July 1.

Pending Infrastructure Surcharge Filings

On June 30, 2026, the Company's West Virginia subsidiary filed an infrastructure surcharge proceeding requesting \$5 million in additional annualized revenues.

Note 4: Revenue Recognition

Disaggregated Revenues

The Company's primary business involves the ownership of utilities that provide water and wastewater services to residential, commercial, industrial, public authority, fire service and sale for resale customers, collectively presented as the "Regulated Businesses." The Company also operates other businesses that provide water and wastewater services to the U.S. government on military installations, as well as municipalities, collectively presented throughout this Form 10-Q within "Other."

Presented in the table below are operating revenues disaggregated for the three months ended June 30, 2026:

	Revenues from Contracts with Customers	Other Revenues Not from Contracts with Customers (a)	Total Operating Revenues
Regulated Businesses:			
Water services:			
Residential	\$ 689	\$ —	\$ 689
Commercial	259	—	259
Fire service	49	—	49
Industrial	56	—	56
Public and other	85	—	85
Total water services	1,138	—	1,138
Wastewater services:			
Residential	74	—	74
Commercial	25	—	25
Industrial	3	—	3
Public and other	11	—	11
Total wastewater services	113	—	113
Miscellaneous utility charges	12	—	12
Alternative revenue programs	—	4	4
Lease contract revenue	—	1	1
Total Regulated Businesses	1,263	5	1,268
Other	87	—	87
Total operating revenues	\$ 1,350	\$ 5	\$ 1,355

(a) Includes revenues associated with alternative revenue programs, lease contracts and intercompany rent, which are outside the scope of Accounting Standards Codification Topic 606, *Revenue From Contracts With Customers* ("ASC 606"), and accounted for under other existing GAAP.

Presented in the table below are operating revenues disaggregated for the three months ended June 30, 2025:

	Revenues from Contracts with Customers	Other Revenues Not from Contracts with Customers (a)	Total Operating Revenues
Regulated Businesses:			
Water services:			
Residential	\$ 637	\$ —	\$ 637
Commercial	243	—	243
Fire service	48	—	48
Industrial	46	—	46
Public and other	78	—	78
Total water services	1,052	—	1,052
Wastewater services:			
Residential	71	—	71
Commercial	21	—	21
Industrial	5	—	5
Public and other	10	—	10
Total wastewater services	107	—	107
Miscellaneous utility charges	14	—	14
Alternative revenue programs	—	4	4
Lease contract revenue	—	1	1
Total Regulated Businesses	1,173	5	1,178
Other	99	(1)	98
Total operating revenues	\$ 1,272	\$ 4	\$ 1,276

(a) Includes revenues associated with alternative revenue programs, lease contracts and intercompany rent, which are outside the scope of ASC 606, and accounted for under other existing GAAP.

Presented in the table below are operating revenues disaggregated for the six months ended June 30, 2026:

	Revenues from Contracts with Customers	Other Revenues Not from Contracts with Customers (a)	Total Operating Revenues
Regulated Businesses:			
Water services:			
Residential	\$ 1,282	\$ —	\$ 1,282
Commercial	488	—	488
Fire service	97	—	97
Industrial	104	—	104
Public and other	155	—	155
Total water services	2,126	—	2,126
Wastewater services:			
Residential	148	—	148
Commercial	47	—	47
Industrial	5	—	5
Public and other	20	—	20
Total wastewater services	220	—	220
Miscellaneous utility charges	24	—	24
Alternative revenue programs	—	6	6
Lease contract revenue	—	3	3
Total Regulated Businesses	2,370	9	2,379
Other	183	—	183
Total operating revenues	\$ 2,553	\$ 9	\$ 2,562

(a) Includes revenues associated with alternative revenue programs, lease contracts and intercompany rent, which are outside the scope of ASC 606, and accounted for under other existing GAAP.

Presented in the table below are operating revenues disaggregated for the six months ended June 30, 2025:

	Revenues from Contracts with Customers	Other Revenues Not from Contracts with Customers (a)	Total Operating Revenues
Regulated Businesses:			
Water services:			
Residential	\$ 1,197	\$ —	\$ 1,197
Commercial	455	—	455
Fire service	93	—	93
Industrial	91	—	91
Public and other	145	—	145
Total water services	1,981	—	1,981
Wastewater services:			
Residential	139	—	139
Commercial	39	—	39
Industrial	10	—	10
Public and other	20	—	20
Total wastewater services	208	—	208
Miscellaneous utility charges	25	—	25
Alternative revenue programs	—	10	10
Lease contract revenue	—	3	3
Total Regulated Businesses	2,214	13	2,227
Other	192	(1)	191
Total operating revenues	\$ 2,406	\$ 12	\$ 2,418

(a) Includes revenues associated with alternative revenue programs, lease contracts and intercompany rent, which are outside the scope of ASC 606, and accounted for under other existing GAAP.

Contract Balances

Contract assets and contract liabilities are the result of timing differences between revenue recognition, billings, and cash collections. In the Company's Military Services Group ("MSG"), certain contracts are billed as work progresses in accordance with agreed-upon contractual terms, either at periodic intervals or upon achievement of contractual milestones. Contract assets are recorded when billing occurs subsequent to revenue recognition and are reclassified to accounts receivable when billed and the right to consideration becomes unconditional. Contract liabilities are recorded when the Company receives advances from customers prior to satisfying contractual performance obligations, particularly for construction contracts, and are recognized as revenue when the associated performance obligations are satisfied.

Contract assets of \$188 million and \$171 million are included in Unbilled revenues on the Consolidated Balance Sheets as of June 30, 2026, and December 31, 2025, respectively. Also, contract assets of \$4 million and \$5 million are included in other long-term assets on the Consolidated Balance Sheets as of June 30, 2026, and December 31, 2025, respectively. Contract liabilities of \$24 million and \$19 million are included in other current liabilities on the Consolidated Balance Sheets as of June 30, 2026, and December 31, 2025, respectively. Also, contract liabilities of \$17 million and \$19 million are included in other long-term liabilities on the Consolidated Balance Sheets as of June 30, 2026, and December 31, 2025, respectively. Revenues recognized for the six months ended June 30, 2026 and 2025, from amounts included in contract liabilities were \$42 million and \$46 million, respectively.

Remaining Performance Obligations

Remaining performance obligations ("RPOs") represent revenues the Company expects to recognize in the future from contracts that are in progress. The Company enters into agreements for the provision of services to water and wastewater facilities for the U.S. military, municipalities and other customers. As of June 30, 2026, the Company's operation and maintenance ("O&M") and capital improvement contracts have RPOs. Contracts with the U.S. government for work on various military installations expire between 2051 and 2073 and have RPOs of \$7.4 billion as of June 30, 2026, as measured by estimated remaining contract revenue. Such contracts are subject to customary termination provisions held by the U.S. government, prior to the agreed-upon contract expiration. Contracts with municipalities and commercial customers expire between 2031 and 2038 and have RPOs of \$521 million as of June 30, 2026, as measured by estimated remaining contract revenue.

Note 5: Mergers, Acquisitions and Divestitures

Agreement and Plan of Merger with Essential Utilities, Inc.

On October 26, 2025, parent company entered into an Agreement and Plan of Merger (the “Essential Merger Agreement”) with Essential Utilities, Inc. (“Essential”) to combine the companies in a stock-for-stock transaction. The Essential Merger Agreement provides that, upon the completion of the proposed merger, Essential’s shareholders will receive 0.305 shares of parent company common stock in exchange for each share of Essential common stock eligible for exchange in the merger. Upon completion of the proposed merger, Essential will be a wholly owned subsidiary of parent company, which will retain its existing name and remain headquartered in Camden, New Jersey. The Company will continue to maintain substantial operations in Pennsylvania, including Essential’s offices in Bryn Mawr and Pittsburgh, Pennsylvania.

Completion of the proposed merger is subject to certain customary conditions, including, among others, the receipt of required approvals from all applicable public utility commissions (“PUCs”) on such terms and conditions that would not, individually or in the aggregate, result in a Burdensome Effect (as defined in the Essential Merger Agreement), and the expiration or termination of the applicable waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 (the “HSR Act”). The Company currently estimates that the closing of the proposed merger will occur by the end of the first quarter of 2027. However, there can be no guarantee that all of the closing conditions and approvals will be satisfied, and the failure to complete the proposed merger on a timely basis or at all may adversely affect the Company’s financial condition and results of operations. For the three and six months ended June 30, 2026, merger-related costs of \$4 million and \$9 million, respectively, were included in Operation and maintenance expense in the Consolidated Statements of Operations.

Acquisitions - Regulated Businesses

On June 1, 2026, the Company completed the acquisition of entities that owned certain regulated water and wastewater system assets located in Illinois, Indiana, Kentucky, Maryland, New Jersey, Pennsylvania, Tennessee and Virginia (collectively, the “Nexus Acquired Entities”) from Nexus Regulated Utilities, LLC, a subsidiary of Nexus Water Group, Inc., a privately-held water and wastewater utility, for an aggregate purchase price of \$319 million. The acquisition of the Nexus Acquired Entities added approximately 47,000 customer connections to the Company’s Regulated Businesses, as well as approximately 70 employees. The acquisition of the Nexus Acquired Entities was accounted for as a business combination, and the preliminary purchase price allocation will be finalized once the valuation of assets acquired and liabilities assumed has been completed, no later than one year after the acquisition date.

The following table provides the preliminary purchase price allocation for the acquisition of the Nexus Acquired Entities:

	As of June 1, 2026
Identifiable assets:	
Property, plant and equipment, net	\$ 202
Accounts receivable, net of allowance for uncollectible accounts	3
Unbilled revenues	2
Regulatory assets	8
Total identifiable assets	215
Liabilities assumed:	
Accounts payable	(3)
Accrued taxes	(1)
Other current liabilities	(2)
Regulatory liabilities	(3)
Contributions in aid of construction	(13)
Total liabilities assumed	(22)
Net identifiable assets acquired	193
Goodwill	126
Aggregate purchase price	\$ 319

Goodwill was calculated as the excess of the consideration transferred over the net assets recognized, and represents strategic value and future economic benefits arising from expanded scale, operational efficiencies, and enterprise level advantages that are not separately identifiable or directly reflected in rate base. The goodwill is included in the Company’s Regulated Businesses segment and is deductible for income tax purposes.

In addition to the acquisition of the Nexus Acquired Entities noted above, during the six months ended June 30, 2026, the Company closed on three regulated water and wastewater system acquisitions for a total aggregate purchase price of \$27 million, which added approximately 5,700 water and wastewater customers. Assets acquired from these acquisitions, principally utility plant, totaled \$35 million and liabilities assumed totaled \$8 million. One of these acquisitions was accounted for as a business combination, and the preliminary purchase price allocation will be finalized once the valuation of assets acquired and liabilities assumed has been completed, no later than one year after the acquisition date.

The pro forma impact of the Company's business combinations, as well as the revenues and earnings generated during the period since the acquisition date, was not material to the Consolidated Statements of Operations for the periods ended June 30, 2026 and 2025.

Secured Seller Promissory Note from the Sale of Homeowner Services Group

On December 9, 2021, the Company sold all of the equity interests in subsidiaries that comprised the Homeowner Services Group ("HOS") to a wholly owned subsidiary (the "Buyer") of funds advised by Apax Partners LLP, a global private equity advisory firm, for total consideration of approximately \$1.275 billion. The outstanding consideration as of December 31, 2025, was a secured seller note payable in cash and issued by the Buyer in the principal amount of \$795 million, with an interest rate of 10.00% per year. On February 13, 2026, the Company received payment of all amounts payable under the secured seller promissory note in full satisfaction of the Buyer's obligations thereunder. The Company recognized no interest income and \$20 million of interest income during the three months ended June 30, 2026 and 2025, respectively, and \$9 million and \$40 million of interest income during the six months ended June 30, 2026 and 2025, respectively, from this note.

Note 6: Shareholders' Equity

Equity Forward Sale Agreements

In August 2025, the Company entered into separate forward sale agreements (the "Forward Sale Agreements") with several forward purchasers relating to an aggregate of 8,098,592 shares of the Company's common stock at an initial forward price of \$139.657 per share, which is equal to the price to public per share less an underwriting discount. Each Forward Sale Agreement will be physically settled unless the Company elects to settle such Forward Sale Agreement in cash or to net share settle such Forward Sale Agreement (which the Company has the right to do, subject to certain conditions, other than in the limited circumstances set forth in the Forward Sale Agreements). The Forward Sale Agreements provide for settlement on a settlement date or dates to be specified at the Company's discretion on or prior to December 31, 2026. To the extent the Forward Sale Agreements are physically settled, the Company will issue common stock to the forward purchasers and receive cash proceeds based on the applicable forward sale price on the settlement date as defined in the Forward Sale Agreements.

During June 2026, the Company elected to physically settle 3,403,756 shares at the forward price provided in the relevant Forward Sale Agreements. The net proceeds received by the Company from these settlements were \$476 million.

As of June 30, 2026, 4,694,836 shares of the Company's common stock remain available for future settlement under the remaining Forward Sale Agreements. The Company intends to use any net cash proceeds that it may receive upon a future settlement of the Forward Sale Agreements for general corporate purposes. The Forward Sale Agreements have been classified as equity transactions because they are indexed to the Company's common stock and physical settlement is within the Company's control.

Accumulated Other Comprehensive Income (Loss)

Presented in the table below are the changes in accumulated other comprehensive income (loss) by component, net of tax, for the three months ended June 30, 2026 and 2025, respectively:

	Defined Benefit Pension Plans			Gain (Loss) on Cash Flow Hedges	Gain (Loss) on Fixed-Income Securities	Accumulated Other Comprehensive Income (Loss)
	Employee Benefit Plan Funded Status	Amortization of Prior Service Cost	Amortization of Actuarial Loss			
Balance as of March 31, 2026	\$ (95)	\$ 1	\$ 75	\$ 28	\$ (1)	\$ 8
Amounts reclassified from accumulated other comprehensive income (loss)	—	—	—	(1)	1	—
Net other comprehensive (loss) income	—	—	—	(1)	1	—
Balance as of June 30, 2026	<u>\$ (95)</u>	<u>\$ 1</u>	<u>\$ 75</u>	<u>\$ 27</u>	<u>\$ —</u>	<u>\$ 8</u>
Balance as of March 31, 2025	\$ (95)	\$ 1	\$ 74	\$ 22	\$ —	\$ 2
Other comprehensive income (loss) before reclassifications	—	—	—	3	(1)	2
Amounts reclassified from accumulated other comprehensive income (loss)	—	—	1	—	—	1
Net other comprehensive income (loss)	—	—	1	3	(1)	3
Balance as of June 30, 2025	<u>\$ (95)</u>	<u>\$ 1</u>	<u>\$ 75</u>	<u>\$ 25</u>	<u>\$ (1)</u>	<u>\$ 5</u>

Presented in the table below are the changes in accumulated other comprehensive income (loss) by component, net of tax, for the six months ended June 30, 2026 and 2025, respectively:

	Defined Benefit Pension Plans			Gain (Loss) on Cash Flow Hedges	Gain (Loss) on Fixed-Income Securities	Accumulated Other Comprehensive Income (Loss)
	Employee Benefit Plan Funded Status	Amortization of Prior Service Cost	Amortization of Actuarial Loss			
Balance as of December 31, 2025	\$ (95)	\$ 1	\$ 75	\$ 26	\$ (1)	\$ 6
Other comprehensive income before reclassifications	—	—	—	2	—	2
Amounts reclassified from accumulated other comprehensive income (loss)	—	—	—	(1)	1	—
Net other comprehensive income	—	—	—	1	1	2
Balance as of June 30, 2026	<u>\$ (95)</u>	<u>\$ 1</u>	<u>\$ 75</u>	<u>\$ 27</u>	<u>\$ —</u>	<u>\$ 8</u>
Balance as of December 31, 2024	\$ (95)	\$ 1	\$ 74	\$ 30	\$ 2	\$ 12
Other comprehensive (loss) income before reclassifications	—	—	—	(5)	1	(4)
Amounts reclassified from accumulated other comprehensive income (loss)	—	—	1	—	(4)	(3)
Net other comprehensive income (loss)	—	—	1	(5)	(3)	(7)
Balance as of June 30, 2025	<u>\$ (95)</u>	<u>\$ 1</u>	<u>\$ 75</u>	<u>\$ 25</u>	<u>\$ (1)</u>	<u>\$ 5</u>

The Company does not reclassify the amortization of defined benefit pension cost components from accumulated other comprehensive income (loss) directly to net income in its entirety, as a portion of these costs have been deferred as a regulatory asset. These accumulated other comprehensive income (loss) components are included in the computation of net periodic pension cost.

The amortization of the gain (loss) on cash flow hedges is reclassified to net income during the period incurred and is included in Interest expense in the accompanying Consolidated Statements of Operations.

An unrealized gain (loss) on available-for-sale fixed-income securities is reclassified to net income upon sale of the securities as a realized gain or loss and is included in Other, net in the accompanying Consolidated Statements of Operations.

Dividends

On June 2, 2026, the Company paid a quarterly cash dividend of \$0.8950 per share to shareholders of record as of May 12, 2026.

On July 29, 2026, the Company's Board of Directors declared a quarterly cash dividend payment of \$0.8950 per share, payable on September 1, 2026, to shareholders of record as of August 11, 2026. Future dividends, when and as declared at the discretion of the Board of Directors, will be dependent upon future earnings and cash flows, compliance with various regulatory, financial and legal requirements, and other factors. See Note 9—Shareholders' Equity in the Notes to Consolidated Financial Statements in the Company's Form 10-K for additional information regarding the payment of dividends on the Company's common stock.

Note 7: Long-Term Debt

On May 20, 2026, American Water Capital Corp. ("AWCC"), the Company's wholly owned finance subsidiary, completed the sale of \$500 million aggregate principal amount of its 4.625% Senior Notes due 2029. At the closing of this offering, AWCC received, after deduction of underwriting discounts and before deduction of offering expenses, net proceeds of approximately \$498 million. AWCC used the net proceeds of the offering (i) to repay a portion at maturity of its 3.625% Exchangeable Senior Notes due 2026 (the "Exchangeable Notes"); (ii) to repay a portion of its commercial paper obligations; and (iii) for general corporate purposes.

On April 1, 2026, AWCC completed the sale of \$700 million aggregate principal amount of its 5.200% Senior Notes due 2036. At the closing of this offering, AWCC received, after deduction of underwriting discounts and before deduction of offering expenses, net proceeds of approximately \$695 million. AWCC used the net proceeds of the offering (i) to lend funds to American Water and the Company's regulated subsidiaries; (ii) to repay its commercial paper obligations; and (iii) for general corporate purposes.

During the six months ended June 30, 2026, the Company's regulated subsidiaries issued in the aggregate \$94 million of private activity bonds and government funded debt in multiple transactions with annual interest rates ranging from 0.00% to 1.74%, a weighted average interest rate of 1.33% and maturity dates ranging from 2031 through 2058. The private activity bonds and government funded debt issued by the Company's regulated subsidiaries during the six months ended June 30, 2026, were collateralized. During the six months ended June 30, 2026, AWCC and the Company's regulated subsidiaries made sinking fund payments for, or repaid at maturity, \$1,061 million in aggregate principal amount of outstanding long-term debt, with annual interest rates ranging from 0.00% to 7.54%, a weighted average interest rate of 3.69% and maturity dates ranging from 2026 to 2061.

As of June 30, 2026, the Company had entered into three treasury lock agreements, with a term of seven years and an aggregate notional amount totaling \$75 million, to reduce interest rate exposure on expected future debt issuances. These treasury lock agreements terminate in October 2026 and have an average fixed interest rate of 4.39%. The Company designated these treasury lock agreements as cash flow hedges, with their fair value recorded in accumulated other comprehensive gain or loss.

In May 2026, the Company terminated one treasury lock agreement, designated as a cash flow hedge, with a term of three years and a notional amount of \$400 million, realizing a pre-tax gain of less than \$1 million recorded in accumulated other comprehensive income. The gain will be amortized through Interest expense over a three-year period, in accordance with the tenor of the notes issued on May 20, 2026.

In May 2026, the Company terminated five treasury lock agreements, previously designated as cash flow hedges, with a term of 30 years and an aggregate notional amount totaling \$175 million, realizing a pre-tax gain of \$7 million included in Other, net in the accompanying Consolidated Statements of Operations.

In March 2026, the Company terminated 10 treasury lock agreements, designated as cash flow hedges, with a term of 10 years and an aggregate notional amount totaling \$600 million, realizing a pre-tax net gain of \$3 million recorded in accumulated other comprehensive income. The gain will be amortized through Interest expense over a 10-year period, in accordance with the tenor of the notes issued on April 1, 2026.

No ineffectiveness was recognized on hedging instruments for the three and six months ended June 30, 2026 or 2025.

On June 29, 2023, AWCC issued \$1,035 million aggregate principal amount of Exchangeable Notes. The Exchangeable Notes matured in full on June 15, 2026, and the Company repaid, in cash, the outstanding principal balance.

Note 8: Short-Term Debt

Liquidity needs for capital investment, working capital and other financial commitments are generally funded through cash flows from operations, public and private debt offerings, issuances of commercial paper and equity and, if and to the extent necessary, borrowings under the AWCC revolving credit facility. AWCC maintains an unsecured revolving credit facility which provides \$2.75 billion in aggregate total commitments from a diversified group of financial institutions. The termination date of the credit agreement with respect to AWCC's revolving credit facility is October 26, 2029. The revolving credit facility is used principally to support AWCC's commercial paper program, to provide additional liquidity support and to provide a sub-limit for the issuance of up to \$150 million in letters of credit. Subject to satisfying certain conditions, the credit agreement permits AWCC to increase the maximum commitment under the facility by up to an aggregate of \$500 million.

Short-term debt consists of commercial paper borrowings totaling \$1,500 million and \$1,590 million as of June 30, 2026, and December 31, 2025, respectively, or net of discount \$1,499 million and \$1,588 million as of June 30, 2026, and December 31, 2025, respectively. The weighted-average interest rate on AWCC's outstanding short-term borrowings was approximately 3.99% and 3.89% as of June 30, 2026, and December 31, 2025, respectively. As of June 30, 2026, and December 31, 2025, AWCC had no outstanding borrowings under the revolving credit facility and there were no commercial paper borrowings outstanding with maturities greater than three months.

Presented in the tables below are the aggregate credit facility commitment, commercial paper limit and letter of credit availability under the revolving credit facility, as well as the available capacity for each:

	As of June 30, 2026		
	Commercial Paper Limit	Letters of Credit	Total (a)
Total availability	\$ 2,600	\$ 150	\$ 2,750
Outstanding debt	(1,500)	(78)	(1,578)
Remaining availability as of June 30, 2026	\$ 1,100	\$ 72	\$ 1,172

(a) Total remaining availability of \$1.2 billion as of June 30, 2026, was accessible through revolver draws.

	As of December 31, 2025		
	Commercial Paper Limit	Letters of Credit	Total (a)
Total availability	\$ 2,600	\$ 150	\$ 2,750
Outstanding debt	(1,590)	(84)	(1,674)
Remaining availability as of December 31, 2025	\$ 1,010	\$ 66	\$ 1,076

(a) Total remaining availability of \$1.1 billion as of December 31, 2025, was accessible through revolver draws.

Presented in the table below is the Company's total available liquidity as of June 30, 2026, and December 31, 2025, respectively:

	Cash and Cash Equivalents	Availability on Revolving Credit Facility	Total Available Liquidity
Available liquidity as of June 30, 2026	\$ 191	\$ 1,172	\$ 1,363
Available liquidity as of December 31, 2025	\$ 98	\$ 1,076	\$ 1,174

Note 9: Income Taxes

The Company's effective income tax rate was 22.2% and 23.1% for the three months ended June 30, 2026 and 2025, respectively, and 23.0% and 23.5% for the six months ended June 30, 2026 and 2025, respectively.

On February 18, 2026, the Internal Revenue Service issued Notice 2026-7, providing additional CAMT guidance that, among other changes, allows tax repairs to be deducted when calculating the CAMT liability and allows retroactive reliance for companies to file amended returns and recover CAMT already paid. As a result of this guidance, the Company does not expect to be in a CAMT liability position. In 2026, previously recorded current and deferred tax amounts relating to CAMT were adjusted in the Company's Consolidated Financial Statements to reflect the revised calculation and refund claim status including the reversal of the \$200 million CAMT credit carryforward outstanding as of December 31, 2025. Also, in 2026, the Company recognized additional uncertain tax liabilities of \$50 million and, for the three and six months ended June 30, 2026, the Company recognized additional interest of \$1 million and \$3 million, respectively, as the CAMT credit carryforward is no longer available for offset. The Company will continue to evaluate CAMT applicability on a prospective basis.

Note 10: Pension and Other Postretirement Benefits

Presented in the table below are the components of net periodic benefit costs:

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2026	2025	2026	2025
Components of net periodic pension benefit cost:				
Service cost	\$ 4	\$ 4	\$ 7	\$ 7
Interest cost	21	22	41	43
Expected return on plan assets	(23)	(23)	(46)	(45)
Amortization of prior service credit	(1)	(1)	(1)	(2)
Amortization of actuarial loss	4	6	8	11
Net periodic pension benefit cost	\$ 5	\$ 8	\$ 9	\$ 14
Components of net periodic other postretirement benefit credit:				
Interest cost	3	3	\$ 6	\$ 6
Expected return on plan assets	(3)	(3)	(6)	(6)
Amortization of prior service credit	(7)	(8)	(13)	(16)
Net periodic other postretirement benefit credit	\$ (7)	\$ (8)	\$ (13)	\$ (16)

The Company contributed \$11 million and \$22 million for the funding of its defined benefit pension plans for the three and six months ended June 30, 2026, respectively, and \$11 million and \$22 million for the funding of its defined benefit pension plans for the three and six months ended June 30, 2025. The Company expects to make additional pension contributions to the plan trusts of \$22 million during the remainder of 2026.

Note 11: Commitments and Contingencies

Contingencies

The Company is routinely involved in legal actions incident to the normal conduct of its business. As of June 30, 2026, the Company has accrued approximately \$12 million of probable loss contingencies and has estimated that the maximum amount of loss associated with reasonably possible loss contingencies arising out of such legal actions, which can be reasonably estimated, is \$8 million. For certain legal actions, the Company is unable to estimate possible losses. The Company believes that damages or settlements, if any, recovered by plaintiffs in such legal actions, other than as described in this Note 11—Commitments and Contingencies, will not have a material adverse effect on the Company.

Dunbar, West Virginia Class Action Litigation Settlement

On the evening of June 23, 2015, a 36-inch pre-stressed concrete transmission water main, installed in the early 1970s, failed. The water main is part of the West Relay pumping station located in the City of Dunbar, West Virginia and owned by the Company's West Virginia subsidiary ("WVAWC"). Water service was fully restored by July 1, 2015, to all customers affected by this event.

On June 2, 2017, a complaint captioned *Jeffries, et al. v. West Virginia-American Water Company* was filed in West Virginia Circuit Court in Kanawha County on behalf of an alleged class of residents and business owners who lost water service or pressure as a result of the Dunbar main break. The complaint alleged breach of contract by WVAWC for failure to supply water, violation of West Virginia law regarding the sufficiency of WVAWC's facilities and negligence by WVAWC in the design, maintenance and operation of the water system. In July 2020, the Circuit Court entered an order granting the *Jeffries* plaintiffs' motion for certification of a class regarding certain liability issues but denying certification of a class to determine a punitive damages multiplier.

Trial in this matter had been scheduled, but before trial commenced, the parties notified the Circuit Court that an agreement in principle to settle this litigation was reached among the parties. On May 2, 2025, the parties jointly filed with the Circuit Court a proposed class action settlement agreement (the "Dunbar Settlement") with respect to the certified liability claims. On September 12, 2025, the Circuit Court issued an order granting final approval of the Dunbar Settlement. Under the terms of the approved Dunbar Settlement, WVAWC has not admitted, and will not admit, any fault or liability for any of the allegations made by the *Jeffries* plaintiffs. The maximum pre-tax amount of the Dunbar Settlement is approximately \$18 million, of which the final amount of the Company's and WVAWC's contributions to the Dunbar Settlement is approximately \$5 million (which have been funded through existing sources of liquidity), and the remainder has been contributed by certain of the Company's general liability insurance carriers. The Company previously recorded in the fourth quarter of 2024 a charge to earnings, net of expected insurance receivables, of \$5 million (\$4 million after-tax), with respect to the Dunbar Settlement. The actual total amount to be paid to claimants through the Dunbar Settlement will depend upon the claims approved through the claims process but the Company does not currently anticipate that its maximum liability will materially exceed \$5 million. The deadline for claims submissions was August 25, 2025, and on October 10, 2025, WVAWC made its payments for attorney fees, costs and other expenses under the order granting final approval of the class settlement.

Chattanooga, Tennessee Class Action Litigation

On September 12, 2019, the Company's Tennessee subsidiary ("TAWC"), experienced a leak in a 36-inch water transmission main, which caused service fluctuations or interruptions to TAWC customers and the issuance of a boil water notice. TAWC repaired the main by early morning on September 14, 2019, and restored full water service by the afternoon of September 15, 2019, with the boil water notice lifted for all customers on September 16, 2019.

On September 17, 2019, a complaint captioned *Bruce, et al. v. American Water Works Company, Inc., et al.* was filed in the Circuit Court of Hamilton County, Tennessee against TAWC, the Company and American Water Works Service Company, Inc. ("Service Company" and, together with TAWC and the Company, collectively, the "Tennessee-American Water Defendants"), on behalf of a proposed class of individuals or entities who lost water service or suffered monetary losses as a result of the Chattanooga incident (the "Tennessee Plaintiffs"). The complaint alleged breach of contract and negligence against the Tennessee-American Water Defendants, as well as an equitable remedy of piercing the corporate veil. In the complaint as originally filed, the Tennessee Plaintiffs were seeking an award of unspecified alleged damages for wage losses, business and economic losses, out-of-pocket expenses, loss of use and enjoyment of property and annoyance and inconvenience, as well as punitive damages, attorneys' fees and pre- and post-judgment interest. In September 2020, the court dismissed all of the Tennessee Plaintiffs' claims in their complaint, except for the breach of contract claims against TAWC.

In January 2023, after hearing oral argument, the court issued an oral ruling denying the Tennessee Plaintiffs' motion for class certification. In February 2023, the Tennessee Plaintiffs sought reconsideration of the ruling by the court, and any final ruling is appealable to the Tennessee Court of Appeals, as allowed under Tennessee law. In September 2023, the court upheld its prior ruling but gave the Tennessee Plaintiffs the option to file an amended class definition. In October 2023, the Tennessee Plaintiffs filed an amended class definition seeking certification of a business customer-only class. On June 14, 2024, the court issued its written order denying the Tennessee Plaintiffs' amended class and incorporating its denial of certification of the original residential class. On June 21, 2024, the Tennessee Plaintiffs appealed both of the court's orders denying class certification. On December 4, 2025, the Court of Appeals of Tennessee denied the Tennessee Plaintiffs' appeal, and on January 30, 2026, the Tennessee Plaintiffs filed an appeal with the Supreme Court of Tennessee. This matter remains pending.

The Company and TAWC believe that TAWC has valid, meritorious defenses to the claims raised in this class action complaint. TAWC will continue to vigorously defend itself against these allegations. Given the current stage of this proceeding, the Company cannot currently determine the likelihood of a loss, if any, or estimate the amount of any loss or a range of loss related to this proceeding.

Mountaineer Gas Company Main Break

Mountaineer Gas Customer Putative Class Action Lawsuits

During the afternoon of November 10, 2023, WVAWC was informed that an 8-inch ductile iron water main owned by WVAWC, located on the West Side of Charleston, West Virginia and originally installed in approximately 1989, experienced a leak. In the early morning hours of November 11, 2023, WVAWC crews successfully completed a repair to the water main. A precautionary boil water advisory was issued the same day to approximately 300 WVAWC customers and ultimately lifted on November 12, 2023.

On November 10, 2023, a break was reported in a low-pressure natural gas main located near the affected WVAWC water main, and an inflow of water into the natural gas main and associated delivery pipelines occurred. The natural gas main and pipelines are owned by Mountaineer Gas Company, a regulated natural gas distribution company serving over 220,000 customers in West Virginia (“Mountaineer Gas”). The resulting inflow of water into the natural gas main and related pipelines resulted in a loss of natural gas service to approximately 1,500 Mountaineer Gas customers, as well as water entering customer service lines and certain natural gas appliances owned or used by some of the affected Mountaineer Gas customers. Mountaineer Gas reported that restoration of natural gas service to all affected gas mains occurred on November 24, 2023. The timing, order and causation of both the WVAWC water main break and Mountaineer Gas’s main break remain disputed.

To date, a total of four pending lawsuits have been filed against Mountaineer Gas and WVAWC purportedly on behalf of customers in Charleston, West Virginia related to these incidents. On November 14, 2023, a complaint captioned *Ruffin et al. v. Mountaineer Gas Company and West Virginia-American Water Company* was filed in West Virginia Circuit Court in Kanawha County on behalf of an alleged class of Mountaineer Gas residential and business customers and other households and businesses supplied with natural gas in Kanawha County, which lost natural gas service on November 10, 2023, as a result of these events. The complaint alleges, among other things, breach of contract by Mountaineer Gas, trespass by WVAWC, nuisance by WVAWC, violation of statutory obligations by Mountaineer Gas and WVAWC, and negligence by Mountaineer Gas and WVAWC. The complaint seeks class-wide damages against Mountaineer Gas and WVAWC for loss of use of natural gas, annoyance, inconvenience and lost profits, as well as punitive damages.

On November 15, 2023, a complaint captioned *Toliver et al. v. West Virginia-American Water Company and Mountaineer Gas Company* was filed in West Virginia Circuit Court in Kanawha County on behalf of an alleged class of all natural persons or entities who are citizens of the State of West Virginia and who are customers of WVAWC and/or Mountaineer Gas in the affected areas. The complaint alleges against Mountaineer Gas and WVAWC, among other things, negligence, nuisance, trespass and strict liability, as well as breach of contract against Mountaineer Gas. The complaint seeks class-wide damages against Mountaineer Gas and WVAWC for property damage, loss of use and enjoyment of property, annoyance and inconvenience and business losses, as well as punitive damages.

On November 16, 2023, a complaint captioned *Dodson et al. v. West Virginia American Water and Mountaineer Gas Company* was filed in West Virginia Circuit Court in Kanawha County on behalf of an alleged class of all West Virginia citizens living between Pennsylvania Avenue south of Washington Street, and Iowa Street, who are customers of Mountaineer Gas. The complaint alleges against Mountaineer Gas and WVAWC, among other things, negligence, nuisance, trespass, statutory code violations and unfair or deceptive business practices. The complaint seeks class-wide damages against Mountaineer Gas and WVAWC for property loss and damage, loss of use and enjoyment of property, mental and emotional distress, and aggravation and inconvenience, as well as punitive damages.

On January 4, 2024, a fourth complaint, captioned *Thomas v. West Virginia-American Water Company and Mountaineer Gas Company*, was filed in West Virginia Circuit Court in Kanawha County asserting similar allegations as those included in the *Ruffin*, *Toliver* and *Dodson* lawsuits, with the addition of counts alleging unjust enrichment and violations of the West Virginia Human Rights Act and the West Virginia Consumer Credit and Protection Act.

On November 17, 2023, the *Ruffin* plaintiff filed a motion to consolidate the class action lawsuits before a single judge in Kanawha County Circuit Court. On June 14, 2024, the judge in the *Ruffin* case partially granted the motion by transferring all of the four class action lawsuits to her court but deferring as premature consolidation of the cases.

On December 6, 2023, WVAWC initiated a process whereby Mountaineer Gas customers could file claims with WVAWC and seek payment from WVAWC of up to \$2,000 in damages per affected household for the inconvenience arising from a loss of use of their appliances and documented out-of-pocket expenses as a result of the natural gas outage. In light of the diminishing number of new claims that had been filed, the claims process was concluded on March 8, 2024. As of December 31, 2024, a total of 594 Mountaineer Gas customers completed this claims process, and each of those customers has been paid by WVAWC an average of approximately \$1,500. In return, these customers were required to execute a partial release of liability in favor of WVAWC.

On December 20, 2023, Mountaineer Gas filed answers to each of the first three class action lawsuits, which included cross-claims against WVAWC alleging that Mountaineer Gas is without fault for the claims and damages alleged in the lawsuits and WVAWC should be required to indemnify Mountaineer Gas for any damages and for attorneys' fees and expenses incurred by Mountaineer Gas in the lawsuits. WVAWC has filed a partial motion to dismiss certain claims in the *Ruffin, Toliver, Dodson* and *Thomas* lawsuits and a motion to dismiss the cross-claims asserted against WVAWC therein by Mountaineer Gas. Mountaineer Gas subsequently voluntarily dismissed its cross-claims. On November 14, 2025, the *Ruffin and Toliver* plaintiffs jointly filed for class certification, and a hearing on that motion was held on April 17, 2026.

During the second and third quarters of 2026, discussions took place regarding a potential settlement framework as to the four pending putative class action lawsuits filed against Mountaineer Gas and WVAWC related to this incident. On July 9, 2026, WVAWC and the *Ruffin and Toliver* plaintiffs entered into a term sheet with respect to a proposed settlement framework covering all claims and potential claims against WVAWC arising out of these matters for the entire class (the "Proposed Settlement"). Under the terms of the term sheet and any subsequent agreement related to the Proposed Settlement, WVAWC has not admitted, and will not admit, any liability or waive any defenses to any class member for any of the allegations made in the covered putative class action lawsuits.

The proposed maximum amount of the Proposed Settlement with respect to WVAWC is currently estimated to be \$9 million, of which the Company estimates that all or substantially all would be contributed by the Company's general liability insurance carriers. The actual total amount to be paid to claimants through the Proposed Settlement will depend on the nature of the claims submitted and approved through a process to be negotiated by the parties and approved by the court. An estimated \$7 million of the maximum obligation of WVAWC described above has been reflected in other current liabilities, and an offsetting insurance receivable in the same amount has been reflected in other current assets in the Consolidated Balance Sheet as of June 30, 2026. An estimated \$1 million with respect to this matter has also been included within the aggregate estimated reasonably possible loss amount described above in "—Contingencies." The Proposed Settlement has not had, and is not anticipated to have, a material impact on the Company's financial condition, results of operations or cash flows.

The parties will next prepare a formal settlement agreement based on the terms of the term sheet and framework of the Proposed Settlement, which will be subject to preliminary and final approvals by the court.

Mountaineer Gas Company Lawsuit

On December 5, 2023, a complaint captioned *Mountaineer Gas Company v. West Virginia-American Water Company* was filed in West Virginia Circuit Court in Kanawha County seeking damages under theories of trespass, negligence and implied indemnity. The damages being sought related to the incident include, among other things, repair and response costs incurred by Mountaineer Gas and attorneys' fees and expenses incurred by Mountaineer Gas. On March 6, 2024, the motion to transfer this complaint to the West Virginia Business Court was granted and trial and resolution judges were assigned. The previous August 10, 2026 trial date for this matter has been continued but has not currently been rescheduled. This matter remains pending.

WVPSC General Investigation

On November 16, 2023, the WVPSC issued an order initiating a general investigation into both the water main break and natural gas outages occurring in this incident to determine the cause or causes thereof, as well as breaks and outages generally throughout the systems of WVAWC and Mountaineer Gas and the utility practices of both utilities. Following a series of disagreements among the parties regarding the scope of discovery, the WVPSC closed the general investigation into both utilities and ordered a separate general investigation for each utility. The WVPSC focused the two general investigations away from the cause of the events and instead on the maintenance practices of each utility during and after the main breaks. On January 29, 2024, the Consumer Advocate Division of the WVPSC filed a motion to intervene in the WVAWC general investigation.

On April 24, 2024, the staff issued a final joint memorandum in the Mountaineer Gas general investigation stating its view that Mountaineer Gas responded appropriately, reasonably and according to Mountaineer Gas's written procedures. The staff is making no recommendations for improvements to Mountaineer Gas and is recommending that the Mountaineer Gas general investigation be closed. On July 24, 2024, the staff issued a final joint memorandum in the WVAWC general investigation finding no indication of systematic failure by WVAWC and concluding WVAWC's maintenance and operating procedures were adequate to ensure safe and reliable service, subject to the implementation by WVAWC of three recommended operational improvements. In June 2026, the WVPSC issued final orders in both investigations and required WVAWC to file closed matters as to its handoff and valve practice and operations over the next six months.

Conclusion

The Company and WVAWC believe that the causes of action and other claims asserted against WVAWC in the class action complaints and the lawsuit filed by Mountaineer Gas are without merit and that WVAWC has valid, meritorious defenses to such claims. WVAWC continues to defend itself vigorously in these litigation proceedings. Given the current stage of these proceedings, other than as stated above, the Company and WVAWC are currently unable to predict the outcome of any of the proceedings, and the Company cannot currently determine the likelihood of a loss, if any, or estimate the amount of any loss or a range of loss related to the Mountaineer Gas Company lawsuit.

East Stroudsburg, Pennsylvania Putative Class Action

In August 2024, a complaint for a putative class action captioned *McNair v. Pennsylvania-American Water Company* was filed against the Company's Pennsylvania subsidiary ("PAWC") in the Lackawanna County Court of Common Pleas. The plaintiff lives in a residential community named Blue Mountain Lake Estates located in East Stroudsburg, Pennsylvania. Through the initial complaint, he sought to certify a class on behalf of all current and former property owners in, or residents of, Blue Mountain Lake Estates in East Stroudsburg, Pennsylvania, whose water service has been provided by PAWC since August 2020.

This complaint pertains to alleged elevated levels of naturally-occurring manganese in water supplied to Blue Mountain Lake Estates, including PAWC's issuance of a Do Not Drink Public Notice for infants six months or younger (and noting other potentially vulnerable groups) in May 2024, based on sampling results that exceeded a health advisory level threshold. The complaint has three counts: public nuisance, private nuisance and breach of implied contract. Alleged damages include loss of use and enjoyment of property, property damage, loss of property value, inconvenience and annoyance. Monetary and injunctive relief is sought, including punitive damages.

On November 24, 2025, the original plaintiff filed a motion for leave to file an amended complaint. Through the proposed amended complaint, the original plaintiff sought to add his wife as an additional named plaintiff and sought to add requests for punitive damages to both nuisance counts. The court granted the motion for leave on February 24, 2026. The plaintiffs filed their amended complaint on March 3, 2026. Through the amended complaint, the plaintiffs modified the class period to be May 15, 2024, to the present. PAWC filed its answer to the amended complaint on May 29, 2026.

On January 9, 2026, PAWC filed a motion for summary judgment seeking to dismiss all counts. On January 22, 2026, the plaintiffs filed a motion for leave to conduct punitive damages discovery. On June 11, 2026, PAWC's motion for summary judgment was denied, and plaintiff's motion remains pending.

A hearing was conducted on June 29, 2026 on the plaintiffs' motion for class certification, and on July 21, 2026, the court issued an order denying the motion. This matter remains pending.

The Company and PAWC believe that PAWC has valid, meritorious defenses to the claims, and PAWC will continue to vigorously defend itself against these allegations. This matter remains pending, and based on the foregoing developments, the Company has included an estimated maximum amount of reasonably possible loss associated with this matter within the aggregate estimated reasonably possible loss amount described above in "—Contingencies."

Alternative Water Supply in Lieu of Carmel River Diversions

Compliance with Orders to Reduce Carmel River Diversions—Monterey Peninsula Water Supply Project

Under a 2009 order (the "2009 Order") of the State Water Resources Control Board (the "SWRCB"), the Company's California subsidiary ("Cal Am") is required to decrease significantly its yearly diversions of water from the Carmel River according to a set reduction schedule. In 2016, the SWRCB issued an order (the "2016 Order," and, together with the 2009 Order, the "Orders") approving a deadline of December 31, 2021, for Cal Am's compliance with these prior orders.

Cal Am is currently involved in developing the Monterey Peninsula Water Supply Project (the "Water Supply Project"), which includes the construction of desalination facilities, to be owned by Cal Am, and the construction of wells that would supply water to the desalination facilities. In addition, the Water Supply Project also includes Cal Am's purchase of water from a groundwater replenishment project (the "GWR Project") between Monterey One Water and the Monterey Peninsula Water Management District (the "MPWMD"), as well as an expanded aquifer storage and recovery program. The Water Supply Project is intended, among other things, to fulfill Cal Am's obligations under the Orders.

Cal Am's ability to move forward on the Water Supply Project is and has been subject to administrative review by the CPUC and other government agencies, obtaining necessary permits, and intervention from other parties. In 2016, the CPUC unanimously approved a final decision (the "2016 Final Decision") to authorize Cal Am to enter into a water purchase agreement for the GWR Project and to construct a pipeline and pump station facilities and recover up to \$50 million in associated incurred costs, plus an allowance for funds used during construction ("AFUDC"), subject to meeting certain criteria.

In 2018, the CPUC unanimously approved another final decision (the “2018 Final Decision”) finding that the Water Supply Project meets the CPUC’s requirements for a certificate of public convenience and necessity and an additional procedural phase was not necessary to consider alternative projects. The 2018 Final Decision concludes that the Water Supply Project is the best project to address estimated future water demands in Monterey, and, in addition to the cost recovery approved in the 2016 Final Decision, adopts Cal Am’s cost estimates for the Water Supply Project, which amounted to an aggregate of \$279 million plus AFUDC at a rate representative of Cal Am’s actual financing costs. The 2018 Final Decision specifies the procedures for recovery of all of Cal Am’s prudently incurred costs associated with the Water Supply Project upon its completion, subject to the frameworks included in the 2018 Final Decision related to cost caps, operation and maintenance costs, financing, ratemaking and contingency matters. The reasonableness of the Water Supply Project costs will be reviewed by the CPUC when Cal Am seeks cost recovery for the Water Supply Project. Cal Am is also required to implement mitigation measures to avoid, minimize or offset significant environmental impacts from the construction and operation of the Water Supply Project and comply with a mitigation monitoring and reporting program, a reimbursement agreement for CPUC costs associated with that program, and reporting requirements on operations of the facilities following placement of the Water Supply Project in service. Cal Am has incurred \$353 million in aggregate costs as of June 30, 2026, related to the Water Supply Project, which includes \$117 million in AFUDC.

In September 2021, Cal Am, Monterey One Water and the MPWMD reached an agreement on Cal Am’s purchase of additional water from an expansion to the GWR Project. On December 5, 2022, the CPUC issued a final decision (the “2022 Final Decision”) that authorized Cal Am to enter into the amended water purchase agreement, and specifically to increase pumping capacity and reliability of groundwater extraction from the Seaside Groundwater Basin. The 2022 Final Decision sets the cost cap for the proposed facilities at approximately \$62 million. Cal Am may seek recovery of amounts above the cost cap in a subsequent rate filing or general rate case. Additionally, the 2022 Final Decision authorizes AFUDC at Cal Am’s actual weighted average cost of debt for most of the facilities. On March 30, 2023, the CPUC issued a decision denying an application for rehearing of the 2022 Final Decision, but adopting its proposed AFUDC for already incurred and future costs and providing Cal Am the opportunity to serve supplemental testimony to increase its cost cap for certain of the Water Supply Project’s extraction wells. On May 21, 2025, the CPUC issued a final decision (the “May 2025 Final Decision”) authorizing an increase to the cost cap of \$11 million for the specified extraction wells.

The amended water purchase agreement and a memorandum of understanding to negotiate certain milestones related to the expansion of the GWR Project have been signed by the relevant parties. Further hearings were scheduled in a Phase 2 to this CPUC proceeding to focus on updated supply and demand estimates for the Water Supply Project, and Phase 2 testimony was completed in September 2022. On October 23, 2023, a status conference was held to determine procedural steps to conclude the proceeding. Further evidentiary hearings were held in March 2024. On May 9, 2025, the CPUC issued a proposed decision in Phase 2, finding that without the Water Supply Project, projected demand will outstrip supply by approximately 2,500 acre-feet per year for 2050. On August 14, 2025, the CPUC approved a final decision (the “August 2025 Final Decision”) updating the supply and demand estimates for the Water Supply Project, finding that the projected demand will outstrip supply by approximately 2,600 acre-feet per year for 2050. On September 17, 2025, the City of Marina (the “City”), the Marina Coast Water District (“MCWD”) and the MPWMD filed applications for rehearing of the August 2025 Final Decision. On September 22, 2025, these parties also filed a motion to stay the August 2025 Final Decision. On October 9, 2025, the CPUC issued a factual correction to the August 2025 Final Decision to find that the projected demand will outstrip supply by approximately 2,500 acre-feet per year for 2050. On May 4, 2026, the CPUC issued an order denying the motions for rehearing and to stay the August 2025 Final Decision. This proceeding is now closed.

While Cal Am believes that its expenditures to date have been prudent and necessary to comply with the Orders, as well as relevant final decisions of the CPUC related thereto, Cal Am cannot currently predict its ability to recover all of its costs and expenses associated with the Water Supply Project and there can be no assurance that Cal Am will be able to recover all of such costs and expenses in excess of the \$123 million in previously approved aggregate construction costs, plus applicable AFUDC, previously approved by the CPUC in the 2016 Final Decision, the 2018 Final Decision, the 2022 Final Decision (as amended in its March 2023 rehearing decision), and its May 2025 Final Decision.

Coastal Development Permit Application

In 2018, Cal Am submitted a coastal development permit application (the “Marina Application”) to the City for those project components of the Water Supply Project located within the City’s coastal zone. Members of the City’s Planning Commission, as well as City councilpersons, publicly expressed opposition to the Water Supply Project. In May 2019, the City issued a notice of final local action based upon the denial by the Planning Commission of the Marina Application. Thereafter, Cal Am appealed this decision to the Coastal Commission, as permitted under the City’s code and the California Coastal Act. At the same time, Cal Am submitted an application (the “Original Jurisdiction Application”) to the Coastal Commission for a coastal development permit for those project components located within the Coastal Commission’s original jurisdiction. After Coastal Commission staff issued reports recommending denial of the Original Jurisdiction Application, noting potential impacts on environmentally sensitive habitat areas and wetlands and possible disproportionate impacts to communities of concern, in September 2020, Cal Am withdrew the Original Jurisdiction Application in order to address the staff’s environmental justice concerns. In November 2020, Cal Am refiled the Original Jurisdiction Application.

In October 2022, Cal Am announced a phasing plan for the proposed desalination component of the Water Supply Project. The desalination facilities and slant wells originally approved by the CPUC would produce up to 6.4 million gallons of desalinated water per day. Under the phased approach, the facilities would initially be constructed to produce up to 4.8 million gallons per day of desalinated water, enough to meet anticipated demand through about 2030, and would limit the number of slant wells initially constructed. As demand increases in the future, desalination facilities would be expanded to meet the additional demand. The phased approach seeks to meet near-term demand by allowing for additional supply as it becomes needed, while also providing an opportunity for regional future public participation and was developed by Cal Am based on feedback received from the community.

In November 2022, the Coastal Commission approved the Marina Application and the Original Jurisdiction Application with respect to the phased development of the proposed desalination facilities, subject to compliance with a number of conditions, all of which Cal Am expects to satisfy. In December 2022, the City, MCWD, MCWD's groundwater sustainability agency, and the MPWMD jointly filed a petition for writ of mandate in Monterey County Superior Court against the Coastal Commission, alleging that the Coastal Commission violated the California Coastal Act and the California Environmental Quality Act in issuing a coastal development permit to Cal Am for construction of slant wells for the Water Supply Project. Cal Am is named as a real party in interest. On April 24, 2024, the court granted defendants' motion for judgment on the pleadings and dismissed one of MCWD's causes of action in the petition. A trial commenced on December 9, 2024, and further proceedings continued in January 2025. On May 12, 2025, the court entered its final decision denying the petition in full. On July 24, 2025, a notice of appeal was filed in this matter.

Following the issuance of the coastal development permit, Cal Am continues to work constructively with all appropriate agencies to provide necessary information in connection with obtaining the remaining required permits for the Water Supply Project. On June 23, 2026, the California State Lands Commission approved an application filed by Cal Am to lease California state lands for the construction and use of four new subsurface slant wells and the conversion and use of the existing subsurface test slant well. The approval of this application was a required condition of the Coastal Commission's November 2022 development permit. On July 24, 2026, the City, the MPWMD, MCWD, and the MCWD Groundwater Sustainability Agency filed a petition for writ of mandate in Monterey County Superior Court alleging that the State Lands Commission violated the California Environmental Quality Act and other California state laws in its approval of the lease for the Water Supply Project. This matter remains pending.

Other requirements to construction and completion of the desalination facilities and the Water Supply Project remain to be satisfied, and there can be no assurance that the Water Supply Project in its current configuration will be completed on a timely basis, if ever. For the year ended December 31, 2025, Cal Am has complied with the diversion limitations contained in the 2016 Order. Continued compliance with the diversion limitations in 2026 and future years may be impacted by a number of factors, including without limitation potential recurrence of drought conditions in California and the exhaustion of water supply reserves, and will require successful development of alternate water supply sources sufficient to meet customer demand. The Orders remain in effect until Cal Am certifies to the SWRCB, and the SWRCB concurs, that Cal Am has obtained a permanent supply of water to substitute for past unauthorized Carmel River diversions. While the Company cannot currently predict the likelihood or result of any adverse outcome associated with these matters, further attempts to comply with the Orders may result in material additional costs and obligations to Cal Am, including fines and penalties against Cal Am in the event of noncompliance with the Orders.

Cal Am's Action for Damages Following Termination of Regional Desalination Project ("RDP")

In 2010, the CPUC had approved the RDP, which was a precursor to the current Water Supply Project and called for the construction of a desalination facility in the City. The RDP was to be implemented through a Water Purchase Agreement and ancillary agreements (collectively, the "Agreements") among MCWD, Cal Am and the Monterey County Water Resources Agency ("MCWRA"). In 2011, due to a conflict of interest concerning a former member of MCWRA's Board of Directors, MCWRA stated that the Agreements were void, and, as a result, Cal Am terminated the Agreements. In ensuing litigation filed by Cal Am in 2012 to resolve the termination of the RDP, the court in 2015 entered a final judgment agreeing with Cal Am's position that four of the five Agreements are void, and one, the credit line agreement, is not void. As a result of this litigation, Cal Am was permitted to institute further proceedings, discussed below, to determine the amount of damages that may be awarded to Cal Am as a result of the failure of the RDP.

In 2015, Cal Am and MCWRA filed a complaint in San Francisco County Superior Court against MCWD and RMC Water and Environment, a private engineering consulting firm (“RMC”), seeking to recover compensatory, consequential and incidental damages associated with the failure of the RDP, as well as punitive and treble damages, statutory penalties and attorneys’ fees. In 2019, MCWD was granted a motion for summary judgment related to the tort claims in the complaint. A settlement as to the non-tort claims was finalized and entered into in March 2020. As part of this settlement, Cal Am’s and MCWRA’s right to appeal the dismissal of their tort claims against MCWD were expressly reserved, and, in July 2020, Cal Am filed its appeal. In December 2022, the trial court’s decision was reversed on appeal with instructions to vacate its prior orders granting MCWD’s motions for summary judgment and to enter new orders denying the motions. In February 2023, MCWD filed a petition for review of the appellate decision with the California Supreme Court, which was denied in March 2023. On June 27, 2024, MCWD filed a motion for judgment on the pleadings. Following a hearing, on December 5, 2024, the court granted MCWD’s motion without leave to amend, dismissing all of Cal Am’s remaining tort claims. Final judgment was entered on January 7, 2025. On February 27, 2025, Cal Am and MCWRA each filed a Notice of Appeal of the trial court’s decision. This matter remains pending.

Complaint Filed in CPUC Against Cal Am

On June 16, 2026, the MPWMD, the City and MCWD jointly filed a complaint with the CPUC against Cal Am, seeking (i) an immediate stop to Cal Am’s current desalination project activities, (ii) to require Cal Am to seek modification of the 2018 Final Decision, (iii) a finding that Cal Am is in violation of the 2018 Final Decision, and (iv) issuance of an order to show cause why Cal Am should not be sanctioned for implementing a phased project. The complainants argued that the implementation of the 6.4 million gallon per day desalination project with an initial phase of development of 4.8 million gallons per day, is not consistent with the 2018 Final Decision. Cal Am will respond to the complaint and believes it to be without merit.

Proposed Acquisition of Monterey System Assets — Potential Condemnation

Local Agency Formation Commission Litigation

The water system assets of Cal Am located in Monterey, California (the “Monterey system assets”) are the subject of a condemnation action by the MPWMD stemming from a November 2018 public ballot initiative. In 2019, the MPWMD issued a preliminary valuation and cost of service analysis report, finding in part that (i) an estimate of the Monterey system assets’ total value plus adjustments would be approximately \$513 million, (ii) the cost of service modeling results indicate significant annual reductions in revenue requirements and projected monthly water bills, and (iii) the acquisition of the Monterey system assets by the MPWMD would be economically feasible. In 2020, the MPWMD certified a final environmental impact report, analyzing the environmental impacts of the MPWMD’s project to (i) acquire the Monterey system assets through the power of eminent domain, if necessary, and (ii) expand its geographic boundaries to include all parts of this system.

In February 2021, the MPWMD filed an application with the Local Agency Formation Commission of Monterey County (“LAFCO”) seeking approval to become a retail water provider and annex approximately 58 parcels of land into the MPWMD’s boundaries. In June 2021, LAFCO’s commissioners voted to require a third-party independent financial study as to the feasibility of an acquisition by the MPWMD of the Monterey system assets. In December 2021, LAFCO’s commissioners denied the MPWMD’s application to become a retail water provider, determining that the MPWMD does not have the authority to proceed with a condemnation of the Monterey system assets. In April 2022, the MPWMD filed a lawsuit against LAFCO challenging its decision to deny the MPWMD’s application seeking approval to become a retail water provider. In June 2022, the court granted, with conditions, a motion by Cal Am to intervene in the MPWMD’s lawsuit against LAFCO. In December 2022, the court sustained in part, and denied in part, demurrers that had been filed by LAFCO seeking to dismiss the MPWMD’s lawsuit.

In December 2023, the Monterey County Superior Court issued a writ of mandate directing LAFCO to vacate and set aside its original denial of the MPWMD’s application to serve as a retail water provider (in conjunction with its effort to acquire the Monterey system assets) and, if requested, to re-hear the application in compliance with all applicable law. The court held that LAFCO incorrectly applied two statutory standards and noted a lack of sufficient evidence to support certain of LAFCO’s factual findings. As a result, the LAFCO denial has been nullified and LAFCO will be required to hold another hearing on the MPWMD’s application upon request. On February 8, 2024, and February 9, 2024, respectively, Cal Am and LAFCO each filed a notice of appeal with the California Court of Appeal regarding the Monterey County Superior Court’s decision to issue the writ of mandate. The MPWMD filed a notice of cross-appeal on February 15, 2024. This matter remains pending.

MPWMD Condemnation Action

Separate from the proceedings related to the MPWMD’s application with LAFCO, by letter dated October 3, 2022, the MPWMD notified Cal Am of a decision to appraise the Monterey system assets and requested access to a number of Cal Am’s properties and documents to assist the MPWMD with such an appraisal. Cal Am responded by letter on October 24, 2022, denying the request for access, stating that the MPWMD does not have the right to appraise Cal Am’s system without LAFCO approval to become a retail water provider. In April 2023, Cal Am rejected an offer by the MPWMD to purchase the Monterey system assets for \$448.8 million. Over the written and oral objections of Cal Am, at a hearing held in October 2023, the MPWMD adopted a resolution of necessity to authorize it to file an eminent domain lawsuit with respect to the Monterey system assets.

In December 2023, the MPWMD filed a lawsuit against Cal Am in Monterey County Superior Court seeking to condemn the Monterey system assets. On February 26, 2024, Cal Am filed a motion requesting the Monterey County Superior Court dismiss the MPWMD's lawsuit. Cal Am's motion asserted that the MPWMD lacks legal authorization from both the California legislature and LAFCO to become a retail water provider and the lawsuit improperly seeks to effect a taking of property outside the boundaries of the MPWMD's territory. Hearings on the motion were held on May 3, 2024, and August 23, 2024. On November 14, 2024, the court issued a final ruling denying Cal Am's motion to dismiss. Cal Am filed its answer to the complaint on December 13, 2024. On August 20, 2025, Cal Am filed a motion for summary judgment, alleging that without LAFCO approval, the MPWMD does not have legal authority to pursue eminent domain. On the same date, the MPWMD filed a motion for summary adjudication of the same issue, arguing that LAFCO approval is not required to proceed with this action. By orders dated December 29, 2025, the court denied both motions. The court has scheduled an evidentiary hearing for October 19, 2026, to consider whether LAFCO approval is required for the MPWMD to proceed with its eminent domain claim.

While the Company cannot currently predict the outcome of the MPWMD's eminent domain lawsuit, the Company believes that, given existing legal authorities and its other defenses, Cal Am should be able to defend itself successfully against this lawsuit.

PFAS Multi-District Litigation

Several of the Company's utility subsidiaries are parties to a multi-district litigation (the "MDL") lawsuit, which commenced on December 7, 2018, in U.S. District Court for the District of South Carolina, against manufacturers of certain per- and polyfluoroalkyl substances (collectively, "PFAS") for damages, contribution and reimbursement of costs incurred and continuing to be incurred to address the presence of such PFAS in public water supply systems owned and operated by these utility subsidiaries and throughout their service areas. Settlements with several defendants in the MDL proceeding have received final approval by the MDL court.

As of June 30, 2026, the Company has received settlement payments from defendants in the MDL totaling \$234 million, net of legal fees and administrative costs. The Company is seeking regulatory approval from the respective PUCs to apply the net proceeds of the settlement payments for the benefit of customers, where permissible. As of July 1, 2026, out of 11 Company utility subsidiaries that are parties to the MDL settlements and have filed to obtain such regulatory approval, approvals have been obtained for seven, two have been denied and two remain pending. When and as received, funds are initially being held in a law firm escrow account prior to distribution to the Company's utility subsidiaries that are parties to the MDL settlements after approval or denial is received from the applicable PUCs. As of June 30, 2026, the funds held in the escrow account and not yet transferred to the Company or returned to customers, totaled \$131 million and have been recorded on the Company's Consolidated Balance Sheet within other current assets. As of June 30, 2026, the Company has recorded a total regulatory liability of \$158 million and approximately \$101 million of the escrowed funds were transferred from the escrow account for distribution to the Company's utility subsidiaries. The Company anticipates that, during 2026, it may receive one or more additional settlement payments from parties to the MDL settlements.

Note 12: Earnings per Common Share

Presented in the table below is a reconciliation of the numerator and denominator for the basic and diluted earnings per share ("EPS") calculations:

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2026	2025	2026	2025
Numerator:				
Net income attributable to common shareholders	\$ 315	\$ 289	\$ 511	\$ 494
Denominator:				
Weighted-average common shares outstanding—Basic	196	195	196	195
Effect of dilutive common stock equivalents	—	—	—	—
Effect of dilutive forward sale agreements	—	—	—	—
Weighted-average common shares outstanding—Diluted	196	195	196	195

The effect of dilutive common stock equivalents is related to outstanding restricted stock units (“RSUs”) and performance stock units (“PSUs”) granted under the Company’s 2007 Omnibus Equity Compensation Plan and outstanding RSUs and PSUs granted under the Company’s 2017 Omnibus Equity Compensation Plan, as well as estimated shares to be purchased under the Company’s 2017 Nonqualified Employee Stock Purchase Plan. Less than one million share-based awards were excluded from the computation of diluted EPS for the three and six months ended June 30, 2026 and 2025, because their effect would have been anti-dilutive under the treasury stock method.

Dilutive earnings per common share reflects the dilutive impact of potential issuances of shares of common stock associated with the outstanding equity Forward Sale Agreements entered in August 2025. The dilutive effect of equity forwards is determined under the treasury stock method. Share dilution occurs when the average market price of the Company’s common stock for the reporting period is higher than the adjusted forward sales price at the end of the reporting period. For the three and six months ended June 30, 2026, the Forward Sale Agreements had no dilutive effect on EPS.

The if-converted method was applied to the Exchangeable Notes issued in June 2023 for computing diluted EPS. The Exchangeable Notes matured in full on June 15, 2026. For all periods presented, there was no dilution resulting from the Exchangeable Notes.

Note 13: Fair Value of Financial Information

Fair Value of Financial Instruments

The following methods and assumptions were used by the Company in estimating its fair value disclosures for financial instruments:

Current assets and current liabilities—The carrying amounts reported on the Consolidated Balance Sheets for current assets and current liabilities, including revolving credit debt, due to the short-term maturities and variable interest rates, approximate their fair values.

Secured seller promissory note from the sale of the Homeowner Services Group—On February 13, 2026, the Company received payment of all amounts payable under the secured seller promissory note. See Note 5—Mergers, Acquisitions and Divestitures for additional information. As of December 31, 2025, the carrying amount reported on the Consolidated Balance Sheets for the secured seller promissory note was \$795 million and the accounting fair value measurement approximated \$798 million. The secured seller promissory note was classified as Level 3 within the fair value hierarchy.

Preferred stock with mandatory redemption requirements and long-term debt—The fair values of preferred stock with mandatory redemption requirements and long-term debt are categorized within the fair value hierarchy based on the inputs that are used to value each instrument. The fair value of long-term debt classified as Level 1 is calculated using quoted prices in active markets. Level 2 instruments are valued using observable inputs and Level 3 instruments are valued using observable and unobservable inputs.

Presented in the tables below are the carrying amounts, including fair value adjustments previously recognized in acquisition purchase accounting, and the fair values of the Company’s financial instruments:

As of June 30, 2026					
Carrying Amount	At Fair Value				Total
	Level 1	Level 2	Level 3		
Preferred stock with mandatory redemption requirements	\$ 3	\$ —	\$ —	\$ 3	\$ 3
Long-term debt	14,489	12,697	30	623	13,350
As of December 31, 2025					
Carrying Amount	At Fair Value				Total
	Level 1	Level 2	Level 3		
Preferred stock with mandatory redemption requirements	\$ 3	\$ —	\$ —	\$ 3	\$ 3
Long-term debt	14,256	11,653	1,065	616	13,334

Recurring Fair Value Measurements

Presented in the tables below are assets and liabilities measured and recorded at fair value on a recurring basis and their level within the fair value hierarchy:

	As of June 30, 2026			
	Level 1	Level 2	Level 3	Total
Assets:				
Restricted funds	\$ 37	\$ —	\$ —	\$ 37
Rabbi trust investments	36	—	—	36
Deposits	139	—	—	139
Other investments:				
Money market and other	33	—	—	33
Fixed-income securities	1	2	—	3
Total assets	246	2	—	248
Liabilities:				
Deferred compensation obligations	39	—	—	39
Total liabilities	39	—	—	39
Total assets	\$ 207	\$ 2	\$ —	\$ 209

	As of December 31, 2025			
	Level 1	Level 2	Level 3	Total
Assets:				
Restricted funds	\$ 41	\$ —	\$ —	\$ 41
Rabbi trust investments	32	—	—	32
Deposits	124	—	—	124
Other investments:				
Money market and other	20	—	—	20
Fixed-income securities	28	7	—	35
Mark-to-market derivative asset	—	2	—	2
Total assets	245	9	—	254
Liabilities:				
Deferred compensation obligations	38	—	—	38
Total liabilities	38	—	—	38
Total assets	\$ 207	\$ 9	\$ —	\$ 216

Restricted funds—The Company’s restricted funds primarily represent proceeds received from financings for the construction and capital improvement of facilities and from customers for future services under operation, maintenance and repair projects. Long-term restricted funds of \$19 million and \$20 million were included in other long-term assets on the Consolidated Balance Sheets as of June 30, 2026, and December 31, 2025, respectively.

Rabbi trust investments—The Company’s rabbi trust investments consist of equity and index funds from which supplemental executive retirement plan benefits and deferred compensation obligations can be paid. The Company includes these assets in other long-term assets on the Consolidated Balance Sheets.

Deposits—Deposits include escrow funds and certain other deposits held in trust. The Company includes cash deposits in other current assets on the Consolidated Balance Sheets.

Deferred compensation obligations—The Company’s deferred compensation plans allow participants to defer certain cash compensation into notional investment accounts. The Company includes such plans in other long-term liabilities on the Consolidated Balance Sheets. The value of the Company’s deferred compensation obligations is based on the market value of the participants’ notional investment accounts. The notional investments are comprised primarily of mutual funds, which are based on quoted prices for identical assets in active markets.

Mark-to-market derivative assets and liabilities—The Company employs derivative financial instruments in the form of treasury lock agreements, classified as cash flow hedges, in order to fix the interest cost on existing or forecasted debt. The Company uses a calculation of future cash inflows and estimated future outflows, which are discounted, to determine the current fair value. Additional inputs to the present value calculation include the contract terms, counterparty credit risk, interest rates and market volatility. The Company includes mark-to-market derivative assets in other current assets and mark-to-market derivative liabilities in other current liabilities on the Consolidated Balance Sheets.

Other investments—The Company maintains a Voluntary Employees’ Beneficiary Association trust for purposes of paying active union employee medical benefits (“Active VEBA”). The investments in the Active VEBA trust primarily consist of money market funds and available-for-sale fixed-income securities.

The money market and other investments have original maturities of three months or less when purchased. The fair value measurement of the money market and other investments is based on quoted prices for identical assets in active markets and therefore included in the recurring fair value measurements hierarchy as Level 1.

The available-for-sale fixed-income securities are primarily investments in U.S. Treasury securities and government bonds. The majority of U.S. Treasury securities and government bonds have been categorized as Level 1 because they trade in highly-liquid and transparent markets. Certain U.S. Treasury securities are based on prices that reflect observable market information, such as actual trade information of similar securities, and are therefore categorized as Level 2, because the valuations are calculated using models which utilize actively traded market data that the Company can corroborate.

As of June 30, 2026, and December 31, 2025, the Company had current assets of \$36 million and \$55 million, respectively, included in Other on the Consolidated Balance Sheets for other investments measured and recorded at fair value. Unrealized holding gains and losses on available-for-sale securities are excluded from earnings and reported in other comprehensive income until realized.

The following tables summarize the unrealized positions for available-for-sale fixed-income securities:

	As of June 30, 2026			
	Amortized Cost Basis	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Available-for-sale fixed-income securities	\$ 3	\$ —	\$ —	\$ 3

	As of December 31, 2025			
	Amortized Cost Basis	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Available-for-sale fixed-income securities	\$ 36	\$ —	\$ 1	\$ 35

The fair value of the Company’s available-for-sale fixed-income securities, summarized by contractual maturities, as of June 30, 2026, is as follows:

	Amount
Other investments - Available-for-sale fixed-income securities	
1 year - 5 years	\$ 1
5 years - 10 years	1
Greater than 10 years	1
Total	<u>\$ 3</u>

Note 14: Leases

The Company has operating and finance leases involving real property, including facilities, utility assets, vehicles, and equipment. Certain operating leases have renewal options ranging from one year to 60 years. The exercise of lease renewal options is at the Company's sole discretion. Renewal options that the Company was reasonably certain to exercise are included in the Company's right-of-use ("ROU") assets. Certain operating leases contain the option to purchase the leased property. The operating leases for real property, vehicles and equipment will expire over the next 59 years, four years, and five years, respectively.

The Company participates in a number of arrangements with various public entities ("Partners") in West Virginia. Under these arrangements, the Company transferred a portion of its utility plant to the Partners in exchange for an equal principal amount of Industrial Development Bonds ("IDBs") issued by the Partners under the Industrial Development and Commercial Development Bond Act. The Company leased back the utility plant under agreements for a period of 30 to 40 years. The Company has recorded these agreements as finance leases in property, plant and equipment, as ownership of the assets will revert back to the Company at the end of the lease term. The carrying value of the finance lease assets was \$141 million and \$142 million as of June 30, 2026, and December 31, 2025, respectively. The Company determined that the finance lease obligations and the investments in IDBs meet the conditions for offsetting, and as such, are reported net on the Consolidated Balance Sheets and are excluded from the lease disclosure presented below.

The Company also enters into O&M agreements with the Partners. The Company pays an annual fee for use of the Partners' assets in performing under the O&M agreements. The O&M agreements are recorded as operating leases, and future annual use fees of \$2 million in 2026, \$4 million each year in 2027 through 2030 and \$33 million thereafter, are included in operating lease ROU assets and operating lease liabilities on the Consolidated Balance Sheets.

Rental expenses under operating leases were \$3 million for the three months ended June 30, 2026 and 2025, respectively, and \$6 million for the six months ended June 30, 2026 and 2025, respectively.

Cash paid for amounts in lease liabilities, which includes operating cash flows from operating leases, were \$3 million for the three months ended June 30, 2026 and 2025, respectively, and \$6 million for the six months ended June 30, 2026 and 2025, respectively. For the three months ended June 30, 2026, there were no ROU assets obtained in exchange for new operating lease liabilities, and for the three months ended June 30, 2025, there were \$4 million ROU assets obtained in exchange for new operating lease liabilities. For the six months ended June 30, 2026 and 2025, ROU assets obtained in exchange for new operating lease liabilities were \$1 million and \$7 million, respectively.

As of June 30, 2026, and December 31, 2025, the weighted-average remaining lease term of the operating leases were 18 years, and the weighted-average discount rate of the operating leases were 5%.

The future maturities of lease liabilities as of June 30, 2026, were \$5 million in 2026, \$10 million in 2027, \$8 million in 2028, \$8 million in 2029, \$7 million in 2030, and \$84 million thereafter. As of June 30, 2026, imputed interest was \$45 million.

Note 15: Segment Information

The Company's operating segments are comprised of its businesses which generate revenue, incur expense and have separate financial information which is regularly used by the chief operating decision maker to make operating decisions, assess performance and allocate resources. The Company operates its businesses primarily through one reportable segment, the Regulated Businesses segment. The Regulated Businesses segment also includes inter-segment revenues, costs and interest which are eliminated to reconcile to the Consolidated Statements of Operations.

The Company also operates other businesses, primarily MSG, that do not meet the criteria of a reportable segment in accordance with GAAP and are collectively presented throughout this Form 10-Q within "Other," which is consistent with how management assesses the results of these businesses. Other also includes corporate costs that are not allocated to the Company's Regulated Businesses, interest income related to the secured seller promissory note from the sale of HOS, income from assets not associated with the Regulated Businesses, eliminations of inter-segment transactions and fair value adjustments related to acquisitions that have not been allocated to the Regulated Businesses segment. The adjustments related to the acquisitions are reported in Other as they are excluded from segment performance measures evaluated by management.

The Company's chief operating decision maker is the President and Chief Executive Officer. The chief operating decision maker uses segment net income or loss to evaluate profit generated from segment assets when making decisions about allocating resources. The chief operating decision maker also uses segment net income to monitor budget versus actual results to assess the performance of the segment.

Presented in the tables below is summarized segment information:

	As of or for the Three Months Ended June 30, 2026		
	Regulated Businesses	Other	Consolidated
Operating revenues	\$ 1,268	\$ 87	\$ 1,355
Less:			
Operation and maintenance (a)	409	72	481
Other segment items (b)	70	(5)	65
Depreciation and amortization	238	2	240
Interest expense	127	40	167
Interest income	(3)	—	(3)
Provision for (benefit from) income taxes	96	(6)	90
Net income (loss) attributable to common shareholders	\$ 331	\$ (16)	\$ 315
Total assets	\$ 34,203	\$ 2,250	\$ 36,453
Cash paid for capital expenditures	\$ 852	\$ 8	\$ 860

(a) Significant segment expense.

(b) Other segment items included in segment net income includes General taxes, Non-operating benefit costs, net, and Other income (expense), net, primarily Allowance for other funds used during construction.

	As of or for the Three Months Ended June 30, 2025		
	Regulated Businesses	Other	Consolidated
Operating revenues	\$ 1,178	\$ 98	\$ 1,276
Less:			
Operation and maintenance (a)	406	74	480
Other segment items (b)	68	2	70
Depreciation and amortization	217	4	221
Interest expense	116	35	151
Interest income	(1)	(21)	(22)
Provision for income taxes	84	3	87
Net income attributable to common shareholders	\$ 288	\$ 1	\$ 289
Total assets	\$ 31,005	\$ 2,908	\$ 33,913
Cash paid for capital expenditures	\$ 733	\$ —	\$ 733

(a) Significant segment expense.

(b) Other segment items included in segment net income includes General taxes, Non-operating benefit costs, net, and Other income (expense), net, primarily Allowance for other funds used during construction.

	As of or for the Six Months Ended June 30, 2026		
	Regulated Businesses	Other	Consolidated
Operating revenues	\$ 2,379	\$ 183	\$ 2,562
Less:			
Operation and maintenance (a)	826	148	974
Other segment items (b)	136	(4)	132
Depreciation and amortization	472	5	477
Interest expense	253	77	330
Interest income	(4)	(11)	(15)
Provision for (benefit from) income taxes	157	(4)	153
Net income (loss) attributable to common shareholders	\$ 539	\$ (28)	\$ 511
Total assets	\$ 34,203	\$ 2,250	\$ 36,453
Cash paid for capital expenditures	\$ 1,509	\$ 10	\$ 1,519

(a) Significant segment expense.

(b) Other segment items included in segment net income includes General taxes, Non-operating benefit costs, net, and Other income (expense), net, primarily Allowance for other funds used during construction.

	As of or for the Six Months Ended June 30, 2025		
	Regulated Businesses	Other	Consolidated
Operating revenues	\$ 2,227	\$ 191	\$ 2,418
Less:			
Operation and maintenance (a)	801	147	948
Other segment items (b)	135	1	136
Depreciation and amortization	430	7	437
Interest expense	230	65	295
Interest income	(2)	(42)	(44)
Provision for income taxes	144	8	152
Net income attributable to common shareholders	\$ 489	\$ 5	\$ 494
Total assets	\$ 31,005	\$ 2,908	\$ 33,913
Cash paid for capital expenditures	\$ 1,278	\$ 3	\$ 1,281

(a) Significant segment expense.

(b) Other segment items included in segment net income includes General taxes, Non-operating benefit costs, net, and Other income (expense), net, primarily Allowance for other funds used during construction.

ITEM 2. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion should be read together with the unaudited Consolidated Financial Statements and the Notes thereto included elsewhere in this Form 10-Q, and in the Company’s Form 10-K for the year ended December 31, 2025. This discussion contains forward-looking statements that are based on management’s current expectations, estimates and projections about the Company’s business, operations and financial performance. The cautionary statements made in this Form 10-Q should be read as applying to all related forward-looking statements whenever they appear in this Form 10-Q. The Company’s actual results may differ materially from those currently anticipated and expressed in such forward-looking statements as a result of a number of factors, including those that are discussed under “Forward-Looking Statements” and elsewhere in this Form 10-Q. The Company has a disclosure committee consisting of members of senior management and other key employees involved in the preparation of the Company’s SEC reports. The disclosure committee is actively involved in the review and discussion of the Company’s SEC filings.

Overview

American Water is the largest and most geographically diverse, publicly traded water and wastewater utility company in the United States, as measured by both operating revenues and population served. The Company’s primary business involves the ownership of utilities that provide water and wastewater services to residential, commercial, industrial, public authority, fire service and sale for resale customers, collectively presented as the “Regulated Businesses.” Services provided by the Company’s utilities are subject to regulation by multiple state utility commissions or other entities engaged in utility regulation, collectively referred to as public utility commissions (“PUCs”). The Company also operates other businesses not subject to economic regulation by state PUCs that provide water and wastewater services to the U.S. government on military installations, as well as municipalities, collectively presented throughout this Form 10-Q within “Other.” See Part I, Item 1—Business in the Company’s Form 10-K for additional information.

Financial Results

The following table provides the Company’s diluted earnings per share prepared in accordance with accounting principles generally accepted in the United States (“GAAP”) and adjusted diluted earnings per share (a non-GAAP measure):

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2026	2025	2026	2025
Diluted earnings per share (GAAP):				
Net income attributable to shareholders	\$ 1.61	\$ 1.48	\$ 2.61	\$ 2.53
Non-GAAP adjustments:				
Estimated impact of weather	(0.01)	0.04	(0.01)	0.04
Income tax impact	—	(0.01)	—	(0.01)
Net non-GAAP adjustment	(0.01)	0.03	(0.01)	0.03
Incremental interest income from amended Homeowner Services Group seller note	—	(0.03)	(0.01)	(0.07)
Income tax impact	—	0.01	—	0.02
Net non-GAAP adjustment	—	(0.02)	(0.01)	(0.05)
Transaction costs associated with the pending merger with Essential	0.01	—	0.04	—
Income tax impact	—	—	(0.01)	—
Net non-GAAP adjustment	0.01	—	0.03	—
Total net adjustments	—	0.01	0.01	(0.02)
Adjusted diluted earnings per share (non-GAAP)	\$ 1.61	\$ 1.49	\$ 2.62	\$ 2.51

For the three and six months ended June 30, 2026, diluted earnings per share (GAAP) were \$1.61 and \$2.61, respectively, compared to \$1.48 and \$2.53 per share in the same periods in 2025, which includes the net adjustments presented in the table above and discussed in greater detail in the “Adjustments to GAAP” section below. Excluding the net adjustments presented in the table above, adjusted diluted earnings per share (non-GAAP) were \$1.61 and \$2.62, respectively, compared to \$1.49 and \$2.51 per share in the same periods in 2025. Revenue growth through implementation of new rates in the Regulated Businesses from the recovery of capital and acquisition investments was partially offset by increased operating costs and higher depreciation and financing costs to support the current capital investment plan.

Adjustments to GAAP

Adjusted diluted earnings per share represents a non-GAAP financial measure and, as shown in the table above, is calculated as GAAP diluted earnings per share, excluding the impact of one or more of the following events: (i) estimated impact of weather; (ii) incremental interest income from the February 2, 2024 amendment to the Homeowner Services Group (“HOS”) secured seller promissory note (which was repaid in full in February 2026), which increased the aggregate principal amount from \$720 million to \$795 million and increased the interest rate from 7.00% per year to 10.00% per year; and (iii) transaction costs incurred associated with the proposed merger with Essential. The most directly comparable GAAP measure for adjusted diluted earnings per share is the reported diluted earnings per share (GAAP) and is reconciled in the table above.

The Company believes that this non-GAAP measure provides investors with useful information by excluding certain matters that may not be indicative of its ongoing operating results (or, in the case of weather, that is outside the Company’s operational control and is subject to significant period-to-period variability), and that providing this non-GAAP measure will allow investors to better understand the businesses’ operating performance and facilitate a meaningful year-to-year comparison of the Company’s results of operations and without the estimated impact of weather. Although management uses this non-GAAP financial measure internally to evaluate its results of operations, the Company does not intend results reflected by this non-GAAP measure to represent results as defined by GAAP, and the reader should not consider them as indicators of performance. This non-GAAP financial measure is derived from the Company’s consolidated financial information but is not presented in the financial statements prepared in accordance with GAAP. This measure should be considered in addition to, and not as a substitute for, measures of financial performance prepared in accordance with GAAP. In addition, this non-GAAP financial measure as defined and used above, may not be comparable to similarly titled non-GAAP measures used by other companies, and, accordingly, may have significant limitations on its use.

Growth Through Capital Investment in Infrastructure and Regulated Acquisitions

The Company continues to grow its businesses, with the substantial majority of its growth to be achieved in the Regulated Businesses through (i) continued capital investment in the Company’s infrastructure to provide safe, clean, reliable and affordable water and wastewater services to its customers, (ii) regulated acquisitions to expand the Company’s services to new customers and (iii) organic growth in existing systems. The Company currently plans to invest approximately \$3.7 billion in these growth strategies in 2026. During the first six months of 2026, the Company invested \$1.8 billion, primarily in the Regulated Businesses, as discussed below.

- \$1.4 billion capital investment, primarily in the Regulated Businesses, for infrastructure improvements and replacements; and
- \$346 million to fund acquisitions in the Regulated Businesses, which added approximately 52,700 customers. This includes the acquisition by the Company of certain entities owning water and wastewater system assets from Nexus Regulated Utilities, LLC on June 1, 2026, for a cash purchase price of \$319 million, which added approximately 47,000 customers.
- Approximately 9,000 new customers were added through organic growth in existing systems.

Excluding the Essential Merger Agreement (as defined below), as of June 30, 2026, the Company had entered into 19 agreements with a total aggregate purchase price of \$236 million for pending acquisitions in the Regulated Businesses to add approximately 56,600 additional customers.

Agreement and Plan of Merger with Essential

On October 26, 2025, parent company entered into an Agreement and Plan of Merger with Essential (the “Essential Merger Agreement”) to combine the companies in a stock-for-stock transaction. The Essential Merger Agreement provides that, upon the completion of the proposed merger, Essential’s shareholders will receive 0.305 shares of parent company common stock in exchange for each share of Essential common stock eligible for exchange in the merger. Upon completion of the proposed merger, Essential will be a wholly owned subsidiary of parent company, which will retain its existing name and remain headquartered in Camden, New Jersey. The Company will continue to maintain substantial operations in Pennsylvania, including Essential’s offices in Bryn Mawr and Pittsburgh, Pennsylvania.

Completion of the proposed merger is subject to certain customary conditions, including, among others, the receipt of required approvals from all applicable PUCs (of which Kentucky, Ohio and Virginia have already been received) on such terms and conditions that would not, individually or in the aggregate, result in a Burdensome Effect (as defined in the Essential Merger Agreement), and the expiration or termination of the applicable waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 (the “HSR Act”). The Company currently estimates that the closing of the proposed merger will occur by the end of the first quarter of 2027. However, there can be no guarantee that all of the closing conditions and approvals will be satisfied, and the failure to complete the proposed merger on a timely basis or at all may adversely affect the Company’s financial condition and results of operations. For the three and six months ended June 30, 2026, \$4 million and \$9 million, respectively, of merger-related costs were included in Operation and maintenance expense in the Consolidated Statements of Operations. As of June 30, 2026, the Company has incurred a total of \$22 million of merger-related costs, including costs incurred in 2025.

Other Matters

PFAS Multi-District Litigation

Several of the Company’s utility subsidiaries are parties to a multi-district litigation (the “MDL”) lawsuit, which commenced on December 7, 2018, in the U.S. District Court for the District of South Carolina, against manufacturers of certain PFAS for damages, contribution and reimbursement of costs incurred and continuing to be incurred to address the presence of such PFAS in public water supply systems owned and operated by these utility subsidiaries and throughout their service areas. Settlements with several defendants in the MDL have received final approval by the MDL court.

As of June 30, 2026, the Company has received settlement payments from defendants in the MDL totaling \$234 million, net of legal fees and administrative costs. The Company is seeking regulatory approval from the respective PUCs to apply the net proceeds of the settlement payments for the benefit of customers, where permissible. As of July 1, 2026, out of 11 Company utility subsidiaries that are parties to the MDL settlements and have filed to obtain such regulatory approval, approvals have been obtained for seven, two have been denied and two remain pending. When and as received, funds are initially being held in a law firm escrow account prior to distribution to the Company’s utility subsidiaries that are parties to the MDL settlements after approval or denial is received from the applicable PUCs. As of June 30, 2026, the funds held in the escrow account and not yet transferred to the Company or returned to customers, totaled \$131 million and have been recorded on the Company’s Consolidated Balance Sheet within other current assets. As of June 30, 2026, the Company has recorded a total regulatory liability of \$158 million and approximately \$101 million of the escrowed funds were transferred from the escrow account for distribution to the Company’s utility subsidiaries. The Company anticipates that, during 2026, it may receive one or more additional settlement payments from parties to the MDL settlements.

Military Services Group

On July 13, 2026, the U.S. Army contract for Fort Lee, in Virginia, was transferred from the Company’s Virginia subsidiary to MSG. This contract represents the 19th installation in MSG’s footprint.

Regulatory Matters

General Rate Cases

The table below summarizes the annualized incremental revenues, assuming a constant sales volume and customer count, resulting from general rate case authorizations that are effective during 2026. The amounts include reductions for the amortization of the excess accumulated deferred income taxes that are generally offset in income tax expense.

(In millions)	Effective Date	Amount
General rate cases by state:		
Pennsylvania	August 13, 2026	\$ 75
West Virginia	March 1, 2026	20
Maryland	February 26, 2026	2
California, Attrition Increase (a)	January 1, 2026	14
Total general rate case authorizations		<u>\$ 111</u>

(a) The effective annualized incremental revenue increase for the 2026 attrition year was finalized through the standard Advice Letter process with the California Public Utilities Commission in January 2026.

On July 27, 2026, the Pennsylvania Public Utilities Commission (the “PaPUC”) released an order approving the adjustment of base rates pursuant to a general rate case filed by the Company’s Pennsylvania subsidiary on November 14, 2025. The PaPUC approved a \$75 million annualized increase in the Pennsylvania subsidiary’s water and wastewater system revenues, excluding infrastructure surcharges of \$24 million, based on an authorized return on equity of 9.55%, a common equity ratio of 54.23% and a long-term debt ratio of 45.77%, and authorized rate base of \$6.6 billion, which reflects approximately \$1.2 billion of capital investments to be made through mid-2027. The new rates will take effect on August 13, 2026.

On March 5, 2026, the Public Service Commission of West Virginia (the “WVPSC”) issued an amended order that approves the adjustment of the Company’s West Virginia subsidiary’s base rates requested in a general rate case filed on May 5, 2025. The general rate case order approved an annualized increase of approximately \$20 million in water and wastewater system revenues, which excludes previously recovered infrastructure surcharges of approximately \$13 million, based on an authorized return on equity of 9.80%, a common equity ratio of 51.00% and a debt ratio of 49.00%. As of March 5, 2026, the West Virginia subsidiary’s view of its authorized rate base, which was not stated in the general rate case order, is approximately \$1.1 billion. The increased water and wastewater revenues related to this base rate adjustment are being driven primarily by approximately \$239 million of related water and wastewater system capital investments made since the completion of the West Virginia subsidiary’s previous rate case and through February 2026. The new water and wastewater rates became effective as of March 1, 2026.

On February 26, 2026, the Public Service Commission of Maryland (the “MDPSC”) issued an order approving the joint settlement of the general rate case filed on August 1, 2025, by the Company’s Maryland subsidiary. A joint stipulation and settlement agreement by and among the Maryland subsidiary, the Office of People’s Counsel, and the Staff of the MDPSC was filed with the MDPSC on January 22, 2026. The general rate case order approves a consolidated annualized increase in water revenues of approximately \$2 million, with approximately \$1 million of the increase to be included in rates effective concurrently with the date of the general rate case order, and the remainder effective January 1, 2027. The Maryland subsidiary’s view of its return on equity, common equity ratio and debt ratio (each of which is based on the information included in the general rate case order and the joint stipulation and settlement agreement, but was not disclosed therein), is 9.75%, 52.32% and 47.68%, respectively. The annualized incremental revenue is driven primarily by approximately \$22 million of capital investments completed by the Maryland subsidiary since its last general rate case approval in 2019.

On December 5, 2024, the California Public Utilities Commission (the “CPUC”) approved a final decision adopting the terms of a partial settlement agreement filed on November 17, 2023, in the Company’s California subsidiary’s general rate case originally filed on July 1, 2022. Incorporating the then currently effective return on equity of 10.20%, the decision provides incremental annualized water and wastewater revenues of \$21 million in the 2024 test year, and an estimated \$16 million in the 2025 escalation year and \$16 million in the 2026 attrition year. On September 19, 2025, the California subsidiary filed a petition to modify the CPUC order, seeking clarification from the CPUC on the method used to calculate the Conservation Adjustment for Rate Tier Designs (“CART”), specifically for the California subsidiary’s Monterey service area. The CART is a ratemaking mechanism that allows the Company to recover, in subsequent periods, a portion of the impact on operating revenues as a result of implementing customer rates structured to promote conservation usage. On October 20, 2025, the California Public Advocate submitted a response opposing the California subsidiary’s request and stating the request should instead be addressed in the California subsidiary’s pending base rate case. On October 30, 2025, the California subsidiary filed a reply to the California Public Advocate’s response, which underscored the need for clarity on the CART calculation. The California subsidiary expects resolution of the petition to modify later in 2026.

Pending General Rate Case Filings

On July 1, 2026, the Company’s Missouri subsidiary filed a request with the Missouri Public Service Commission for new water and wastewater rates. The request seeks annualized incremental revenue of \$179 million, excluding infrastructure surcharges of \$32 million. The request is based on a return on equity of 10.50% and a capital structure with an equity component of 50.30% and a long-term debt component of 49.70%. The requested annualized incremental revenue is driven primarily by approximately \$1.6 billion of incremental capital investments completed and planned by the Missouri subsidiary from June 2025 through May 2028, the forecasted future test period. The Missouri subsidiary anticipates that new rates will take effect in June 2027. Pursuant to statutory requirements, the Missouri subsidiary will implement subsequent rate adjustments following the conclusion of the future test year based on required reconciliations, subject to regulatory approval.

On May 15, 2026, the Company’s Kentucky subsidiary filed a request with the Kentucky Public Service Commission (the “KPSC”) to adjust its water rates. As filed, the request seeks aggregate annualized incremental revenues of \$18 million. The Kentucky subsidiary intends to put interim rates into effect beginning on December 14, 2026. The difference between the interim rates and final approved rates will be subject to refund. The request is based on a proposed return on equity of 10.75% and a proposed capital structure with a common equity component of 52.29% and a non-equity component of 47.71%. The requested annualized incremental revenue is driven primarily by approximately \$108 million of capital to be invested between January 2027 and December 2027. The request is subject to approval by the KPSC, and the general rate case is expected to be completed by the end of the first quarter of 2027.

On January 27, 2026, the Company's Illinois subsidiary filed a request with the Illinois Commerce Commission (the "ICC") to adjust its water and wastewater rates. The filing seeks a two-step rate increase in aggregate annualized incremental revenue, based on a proposed return on equity of 10.75%, of (i) approximately \$119 million effective January 1, 2027, based on a future test year through December 31, 2027 and a capital structure with an equity component of 52.42% and a debt component of 47.58%, and (ii) approximately \$15 million effective January 1, 2028, based on a future test year to include end-of-period rate base and a capital structure with an equity component of 52.74% and a debt component of 47.26%, in each case, exclusive of infrastructure surcharges. On June 23, 2026, as part of the standard rebuttal process, the Illinois subsidiary filed an update with the ICC to its request originally filed on January 27, 2026. The updated request seeks aggregate annualized incremental revenue of approximately \$107 million effective January 1, 2027, with the reduction primarily driven by the removal of the impacts of CAMT from rate base as a result of Internal Revenue Service Notice 2026-7 issued in February 2026. The second step increase of \$15 million proposed effective January 1, 2028, was unchanged. The request is driven primarily by approximately \$577 million in capital investments made and to be made by the Illinois subsidiary from January 2026 through December 2027. The request must be approved by the ICC.

On January 16, 2026, the Company's New Jersey subsidiary filed a request with the New Jersey Board of Public Utilities (the "NJBP") to adjust its water and wastewater rates. The request seeks aggregate annualized incremental revenues of approximately \$146 million and is based on a proposed return on equity of 10.75% and a capital structure with an equity component of 55.18% and a debt component of 44.82%. On July 27, 2026, as part of the standard process to update the filing for actual costs incurred, the New Jersey subsidiary filed an update with the NJBP to its request originally filed on January 16, 2026 and updated on April 24, 2026. The updated request seeks aggregate annualized incremental revenue of approximately \$145 million, which is based on a proposed return on equity of 10.75% and a capital structure with an equity component of 54.00% and a debt component of 46.00%. The requested annualized incremental revenue is driven primarily by an estimated \$1.4 billion of capital investments completed and planned by the New Jersey subsidiary through December 2026. The filing is subject to the approval of the NJBP.

On November 3, 2025, the Company's Virginia subsidiary filed a request with the Virginia State Corporation Commission (the "SCC") to adjust its water and wastewater rates. The request seeks aggregate annualized incremental revenues of approximately \$22 million and is based on a proposed return on equity of 10.75% and a capital structure with an equity component of 51.79%. On June 5, 2026, the Virginia subsidiary filed with the SCC a "black box" stipulation of settlement that agreed to a \$16 million annualized increase in the Virginia subsidiary's revenues. The stipulation of settlement also agreed, solely for purposes of the Virginia subsidiary's future filings requiring a stated cost of capital and/or capital structure (including its annual information and water and wastewater infrastructure surcharge filings), that its return on equity will be 9.75% and its capital structure will consist of an equity component of 51.79%. The requested annualized incremental revenue is driven primarily by an estimated \$115 million of capital investments completed and planned by the Virginia subsidiary from May 2025 through April 2027. The stipulation of settlement remains subject to SCC review and approval. Interim rates became effective May 2, 2026, with the difference between interim and final approved rates subject to refund to customers.

On July 1, 2025, the Company's California subsidiary filed an application with the CPUC to set new water and wastewater rates in each of its service areas for 2027 through 2029. On June 8, 2026, the California subsidiary filed with the CPUC a partial settlement agreement reached with the CPUC's Public Advocates Office to determine the amount of incremental annualized water and wastewater revenue to be received by the California subsidiary in its general rate case filed on July 1, 2025. The requested annualized incremental revenue was driven primarily by approximately \$750 million of capital investments completed and planned by the California subsidiary from 2025 to 2028. Under the partial settlement agreement, the total incremental annualized water and wastewater revenue to be received by the California subsidiary would be \$24 million in the 2027 test year, \$21 million in the 2028 escalation year, and \$22 million in the 2029 attrition year. The California subsidiary's revised proposed position in this general rate case was \$43 million in the 2027 test year (updated to reflect a current level of revenue and sales), an estimated \$22 million in the 2028 escalation year, and an estimated \$26 million in the 2029 attrition year. The treatment in the general rate case of construction work in progress ("CWIP") is the only primary issue that remains pending in the general rate case. If CWIP is ultimately excluded from rate base, it is estimated that the incremental annualized water and wastewater revenues to be received by the California subsidiary for the 2027 test year and the 2028 escalation year would decrease to \$20 million and \$19 million, respectively, and would remain at \$22 million in the 2029 attrition year. New rates would be implemented by the California subsidiary as of January 1, 2027, upon a final decision issued by the CPUC with respect to the general rate case. Also, under the partial settlement agreement, the California subsidiary withdrew its request for a Fixed Cost Recovery Account, which was intended to be a full decoupling mechanism.

Infrastructure Surcharges

A number of states have authorized the use of regulatory mechanisms that permit rates to be adjusted outside of a general rate case for certain costs and investments, such as infrastructure surcharge mechanisms that permit recovery of capital investments to replace aging infrastructure. Presented in the table below are annualized incremental revenues, assuming a constant sales volume and customer count, resulting from infrastructure surcharge authorizations that are effective during 2026:

(In millions)	Effective Date	Amount
Infrastructure surcharges by state:		
Missouri	August 15, 2026	\$ 18
Pennsylvania	(a)	27
New Jersey	May 30, 2026	25
Indiana	March 18, 2026	15
West Virginia	March 1, 2026	2
Missouri	March 1, 2026	13
Illinois	January 1, 2026	5
Total infrastructure surcharge authorizations		<u>\$ 105</u>

(a) In 2026, \$11 million was effective January 1, \$7 million was effective April 1 and \$9 million was effective July 1.

Pending Infrastructure Surcharge Filings

On June 30, 2026, the Company's West Virginia subsidiary filed an infrastructure surcharge proceeding requesting \$5 million in additional annualized revenues.

Consolidated Results of Operations

Presented in the table below are the Company's consolidated results of operations:

(In millions)	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2026	2025	2026	2025
Operating revenues	\$ 1,355	\$ 1,276	\$ 2,562	\$ 2,418
Operating expenses:				
Operation and maintenance	481	480	974	948
Depreciation and amortization	240	221	477	437
General taxes	92	86	178	173
Total operating expenses, net	813	787	1,629	1,558
Operating income	542	489	933	860
Other (expense) income:				
Interest expense	(167)	(151)	(330)	(295)
Interest income	3	22	15	44
Non-operating benefit costs, net	5	4	10	8
Other, net	22	12	36	29
Total other (expense) income	(137)	(113)	(269)	(214)
Income before income taxes	405	376	664	646
Provision for income taxes	90	87	153	152
Net income attributable to common shareholders	<u>\$ 315</u>	<u>\$ 289</u>	<u>\$ 511</u>	<u>\$ 494</u>

Segment Results of Operations

The Company's operating segments are comprised of its businesses which generate revenue, incur expense and have separate financial information which is regularly used by the chief operating decision maker to make operating decisions, assess performance and allocate resources. The Company operates its business primarily through one reportable segment, the Regulated Businesses segment. Other, primarily includes MSG, which does not meet the criteria of a reportable segment in accordance with GAAP. Other also includes corporate costs that are not allocated to the Company's Regulated Businesses, interest income related to the secured seller promissory note from the sale of HOS, income from assets not associated with the Regulated Businesses, eliminations of inter-segment transactions and fair value adjustments related to acquisitions that have not been allocated to the Regulated Businesses segment. This presentation is consistent with how management assesses the results of these businesses.

Regulated Businesses Segment

Presented in the table below is financial information for the Regulated Businesses:

(In millions)	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2026	2025	2026	2025
Operating revenues	\$ 1,268	\$ 1,178	\$ 2,379	\$ 2,227
Operation and maintenance	409	406	826	801
Depreciation and amortization	238	217	472	430
General taxes	86	81	168	162
Other (expense) income	(108)	(102)	(217)	(201)
Provision for income taxes	96	84	157	144
Net income attributable to common shareholders	\$ 331	\$ 288	\$ 539	\$ 489

Operating Revenues

Presented in the tables below is information regarding the main components of the Regulated Businesses' operating revenues:

(In millions)	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2026	2025	2026	2025
Water services:				
Residential	\$ 689	\$ 637	\$ 1,282	\$ 1,197
Commercial	259	243	488	455
Fire service	49	48	97	93
Industrial	56	46	104	91
Public and other	85	78	155	145
Total water services	1,138	1,052	2,126	1,981
Wastewater services:				
Residential	74	71	148	139
Commercial	25	21	47	39
Industrial	3	5	5	10
Public and other	11	10	20	20
Total wastewater services	113	107	220	208
Other (a)	17	19	33	38
Total operating revenues	\$ 1,268	\$ 1,178	\$ 2,379	\$ 2,227

(a) Includes other operating revenues consisting primarily of alternative revenue programs, miscellaneous utility charges, fees and rents.

(Gallons in millions)	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2026	2025	2026	2025
Billed water services volumes:				
Residential	38,739	37,423	73,250	72,114
Commercial	19,310	19,066	36,863	36,263
Industrial	8,955	8,660	18,115	17,314
Fire service, public and other	13,459	12,643	25,411	25,035
Total billed water services volumes	80,463	77,792	153,639	150,726

For the three and six months ended June 30, 2026, operating revenues increased \$90 million and \$152 million, respectively, primarily due to increases of \$52 million and \$108 million, respectively, from authorized rate increases, including infrastructure surcharges, principally to recover infrastructure investment in various states. In addition, operating revenues increased \$11 million and \$17 million for the three and six months ended June 30, 2026, respectively, from water and wastewater acquisitions, as well as organic growth in existing systems. For both the three and six months ended June 30, 2026, operating revenues increased \$15 million from higher customer demand. Also, for both the three and six months ended June 30, 2026, operating revenues increased \$11 million due to warm, dry weather in the second quarter of 2026 and unfavorable weather impacts in the second quarter of 2025.

Presented in the table below is information regarding the main components of the Regulated Businesses' operation and maintenance expense:

(In millions)	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2026	2025	2026	2025
Employee-related costs	\$ 149	\$ 140	\$ 302	\$ 289
Production costs	128	117	245	223
Operating supplies and services	72	84	148	156
Maintenance materials and supplies	19	26	47	55
Customer billing and accounting	19	22	43	42
Other	22	17	41	36
Total operation and maintenance expense	\$ 409	\$ 406	\$ 826	\$ 801

For the three and six months ended June 30, 2026, operation and maintenance expense increased \$3 million and \$25 million, respectively, due to increased production costs from higher purchased water cost and usage, increased purchased power, increased chemical costs and increased waste disposal costs. In addition, operation and maintenance expense was higher due to increased employee-related costs and other operating expenses. The increase in operation and maintenance expense was partially offset by a decrease in operating supplies and services costs, primarily from lower technology related costs, and a decrease in maintenance materials and supplies costs.

Depreciation and Amortization

For the three and six months ended June 30, 2026, depreciation and amortization increased \$21 million and \$42 million, respectively, primarily due to additional utility plant placed in service from capital infrastructure investments.

Other Expenses

For the three and six months ended June 30, 2026, other expenses increased \$6 million and \$16 million, respectively, primarily due to higher interest expense from the issuance of incremental long-term debt partially offset by an increase in allowance for funds used during construction in the current periods.

Provision for Income Taxes

For the three and six months ended June 30, 2026, the Regulated Businesses' provision for income taxes increased \$12 million and \$13 million, respectively. The Regulated Businesses' effective income tax rate was 22.5% and 22.6% for the three months ended June 30, 2026 and 2025, respectively, and 22.6% and 22.7% for the six months ended June 30, 2026 and 2025, respectively.

Other

Presented in the table below is information for Other:

(In millions)	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2026	2025	2026	2025
Operating revenues	\$ 87	\$ 98	\$ 183	\$ 191
Operation and maintenance	72	74	148	147
Depreciation and amortization	2	4	5	7
General taxes	6	5	10	11
Interest expense	(40)	(35)	(77)	(65)
Interest income	—	21	11	42
Other income	11	3	14	10
(Benefit from) provision for income taxes	(6)	3	(4)	8
Net (loss) income attributable to common shareholders	\$ (16)	\$ 1	\$ (28)	\$ 5

Operating Revenues

For the three and six months ended June 30, 2026, operating revenues decreased \$11 million and \$8 million, respectively, primarily from a decrease in capital projects in the Contract Services Group.

Interest Expense

For the three and six months ended June 30, 2026, interest expense increased \$5 million and \$12 million, respectively, primarily due to the issuance of incremental long-term debt.

Interest Income

For the three and six months ended June 30, 2026, interest income decreased \$21 million and \$31 million, respectively, primarily due to the repayment of the secured seller promissory note in February 2026. See Note 5—Mergers, Acquisitions and Divestitures—Secured Seller Promissory Note from the Sale of Homeowner Services Group, in the Notes to Consolidated Financial Statements for additional information.

Other Income

For the three and six months ended June 30, 2026, other income increased \$8 million and \$4 million, respectively, primarily due to the gain on treasury lock agreements that were terminated in May 2026. See Note 7—Long-Term Debt, in the Notes to Consolidated Financial Statements for additional information.

Legislative Updates

During 2026, the Company's regulatory jurisdictions enacted the following legislation that has been approved and is effective as of July 29, 2026:

- Indiana passed Senate Bill 241, which enables water and wastewater utilities to recover certain power and chemical costs if they rise or decrease within a 3% margin after a two-year period from the date of the eligible utility's most recent rate case order. Legislation was signed by the Governor on March 6, 2026, and became effective on July 1, 2026.
- Iowa passed Senate File 2304, which authorizes the Iowa Utilities Commission to approve alternative ratemaking mechanisms allowing investor-owned water and wastewater utilities to timely adjust rates for costs associated with qualifying system enhancement infrastructure investments outside of traditional rate cases. Legislation was signed by the Governor on June 1, 2026, and became effective on July 1, 2026.
- Maryland passed House Bill 1164, which authorizes the MDPSC to extend existing limited-income customer assistance provisions to water and sewage disposal companies, authorizes the adoption of MDPSC-approved limited-income mechanisms, and requires the MDPSC to study the feasibility of mandating such mechanisms for these utilities. Legislation was signed by the Governor on May 12, 2026, and became effective on July 1, 2026.

During 2026, the Company's regulatory jurisdictions enacted the following legislation that has been approved but is not yet effective as of July 29, 2026:

- Virginia passed House Bill 770, which allows a public utility engaged in the business of furnishing water or sewerage facilities to propose, and the SCC to approve, rates and tariff provisions that provide discounted service to customers with an annual household income equal to or less than 200 percent of the federal poverty level. The discounted service program may include a tiered discount structure, and the utility may recover the costs of providing such discounted service through its base and general rates for service. Legislation was signed by the Governor on April 6, 2026, and will become effective on January 1, 2027.
- Missouri passed House Bill 2397, which changes the voter threshold to dissolve a public water district from two-thirds to three-fifths if certain conditions are met. The legislation requires that any dissolution petition include a defined asset sale agreement, a plan to fully satisfy all debts and proof that another water supplier can reliably serve residents. Legislation was signed by the Governor on July 9, 2026, and will become effective August 28, 2026.

Condemnation and Eminent Domain

All or portions of the Regulated Businesses' utility assets could be acquired by state, municipal or other government entities through one or more of the following methods: (i) eminent domain (also known as condemnation); (ii) the right of purchase given or reserved by a municipality or political subdivision when the original certificate of public convenience and necessity ("CPCN") was granted; and (iii) the right of purchase given or reserved under the law of the state in which the utility subsidiary was incorporated or from which it received its CPCN. The acquisition consideration related to such a proceeding initiated by a local government may be determined consistent with applicable eminent domain law or may be negotiated or fixed by appraisers as prescribed by the law of the state or the jurisdiction of the particular CPCN.

As such, the Regulated Businesses are periodically subject to condemnation proceedings in the ordinary course of business. For example, the Monterey system assets of Cal Am are the subject of a condemnation lawsuit filed by the Monterey Peninsula Water Management District (the "MPWMD") stemming from a November 2018 public ballot initiative. For more information on this matter, see Note 11—Commitments and Contingencies—Proposed Acquisition of Monterey System Assets — Potential Condemnation in the Notes to Consolidated Financial Statements.

Furthermore, the law in certain jurisdictions in which the Regulated Businesses operate provides for eminent domain rights allowing private property owners to file a lawsuit to seek just compensation against a public utility, if a public utility's infrastructure has been determined to be a substantial cause of damage to that property. In these actions, the plaintiff would not have to prove that the public utility acted negligently. In California, for example, lawsuits have been filed in connection with large-scale natural events such as wildfires. Some of these lawsuits have included allegations that infrastructure of certain utilities triggered the natural event that resulted in damage to the property. In some cases, the PUC has allowed certain costs or losses incurred by the utility to be recovered from customers in rates, but in other cases such recovery in rates has been disallowed. Also, the utility may have obtained insurance that could respond to some or all of such losses, although the utility would be at risk for any losses not ultimately subject to rate or insurance recovery or losses that exceed the limits of such insurance.

Tax Matters

On February 18, 2026, the Internal Revenue Service issued Notice 2026-7, providing additional CAMT guidance that, among other changes, allows tax repairs to be deducted when calculating the CAMT liability and allows retroactive reliance for companies to file amended returns and recover CAMT already paid. As a result of this guidance, the Company does not expect to be in a CAMT liability position. In 2026, previously recorded current and deferred tax amounts relating to CAMT were adjusted in the Company's Consolidated Financial Statements to reflect the revised calculation and refund claim status including the reversal of the \$200 million CAMT credit carryforward outstanding as of December 31, 2025. Also, in 2026, the Company recognized additional uncertain tax liabilities of \$50 million and, for the three and six months ended June 30, 2026, the Company recognized additional interest of \$1 million and \$3 million, respectively, as the CAMT credit carryforward is no longer available for offset. The Company will continue to evaluate CAMT applicability on a prospective basis.

Liquidity and Capital Resources

For a general overview of the sources and uses of capital resources, see the introductory discussion in Part II, Item 7—Management's Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources in the Company's Form 10-K.

Liquidity needs for capital investment, working capital and other financial commitments are generally funded through cash flows from operations, public and private debt offerings, issuances of commercial paper and equity and, if and to the extent necessary, borrowings under the revolving credit facility of American Water Capital Corp. (“AWCC”), the Company’s wholly owned finance subsidiary.

The Company expects to fund future maturities of long-term debt through a combination of external debt and, to the extent available, cash flows from operations. Since the Company expects its capital investments over the next few years to be greater than its cash flows from operating activities, the Company currently plans to fund the excess of its capital investments over its cash flows from operating activities for the 2026-2030 time period through a combination of long-term debt and equity issuances, in addition to the remaining proceeds from the sale of HOS, all of which were received as of February 13, 2026. See Note 5—Mergers, Acquisitions and Divestitures—Secured Seller Promissory Note from the Sale of Homeowner Services Group, in the Notes to Consolidated Financial Statements for additional information. If necessary, the Company may delay certain capital investments or other funding requirements or pursue financing from other sources to preserve liquidity. In this event, the Company believes it can rely upon cash flows from operations to meet its obligations and fund its minimum required capital investments for an extended period of time.

On May 20, 2026, AWCC completed the sale of \$500 million aggregate principal amount of its 4.625% Senior Notes due 2029. At the closing of this offering, AWCC received, after deduction of underwriting discounts and before deduction of offering expenses, net proceeds of approximately \$498 million. AWCC used the net proceeds of the offering (i) to repay a portion at maturity of its 3.625% Exchangeable Senior Notes due 2026 (the “Exchangeable Notes”); (ii) to repay a portion of its commercial paper obligations; and (iii) for general corporate purposes.

On April 1, 2026, AWCC completed the sale of \$700 million aggregate principal amount of its 5.200% Senior Notes due 2036. At the closing of this offering, AWCC received, after deduction of underwriting discounts and before deduction of offering expenses, net proceeds of approximately \$695 million. AWCC used the net proceeds of the offering (i) to lend funds to American Water and the Company’s regulated subsidiaries; (ii) to repay its commercial paper obligations; and (iii) for general corporate purposes.

In August 2025, the Company entered into separate forward sale agreements (the “Forward Sale Agreements”) with several forward purchasers relating to an aggregate of 8,098,592 shares of the Company’s common stock at an initial forward price of \$139.657 per share, which is equal to the price to public per share less an underwriting discount. Each Forward Sale Agreement will be physically settled unless the Company elects to settle such Forward Sale Agreement in cash or to net share settle such Forward Sale Agreement (which the Company has the right to do, subject to certain conditions, other than in the limited circumstances set forth in the Forward Sale Agreements). The Forward Sale Agreements provide for settlement on a settlement date or dates to be specified at the Company’s discretion on or prior to December 31, 2026. To the extent the Forward Sale Agreements are physically settled, the Company will issue common stock to the forward purchasers and receive cash proceeds based on the applicable forward sale price on the settlement date as defined in the Forward Sale Agreements.

During June 2026, the Company elected to physically settle 3,403,756 shares at the forward price provided in the relevant Forward Sale Agreements. The net proceeds received by the Company from these settlements were \$476 million.

As of June 30, 2026, 4,694,836 shares of the Company’s common stock remain available for future settlement under the remaining Forward Sale Agreements. The Company intends to use any net cash proceeds that it may receive upon a future settlement of the Forward Sale Agreements for general corporate purposes. The Forward Sale Agreements have been classified as equity transactions because they are indexed to the Company’s common stock and physical settlement is within the Company’s control.

On June 29, 2023, AWCC issued \$1,035 million aggregate principal amount of Exchangeable Notes. The Exchangeable Notes matured in full on June 15, 2026, and the Company repaid, in cash, the outstanding principal balance.

AWCC’s revolving credit facility provides \$2.75 billion in aggregate total commitments from a diversified group of financial institutions. The revolving credit facility is used principally to support AWCC’s commercial paper program, to provide additional liquidity support, and to provide a sub-limit for the issuance of up to \$150 million in letters of credit. The maximum aggregate principal amount of short-term borrowings authorized for issuance under AWCC’s commercial paper program is \$2.6 billion. Subject to satisfying certain conditions, the credit agreement permits AWCC to increase the maximum commitment by up to an aggregate of \$500 million.

Presented in the tables below are the aggregate credit facility commitment, commercial paper limit and letter of credit availability under the revolving credit facility, as well as the available capacity for each:

(In millions)	As of June 30, 2026		
	Commercial Paper Limit	Letters of Credit	Total (a)
Total availability	\$ 2,600	\$ 150	\$ 2,750
Outstanding debt	(1,500)	(78)	(1,578)
Remaining availability as of June 30, 2026	\$ 1,100	\$ 72	\$ 1,172

(a) Total remaining availability of \$1.2 billion as of June 30, 2026, was accessible through revolver draws.

(In millions)	As of December 31, 2025		
	Commercial Paper Limit	Letters of Credit	Total (a)
Total availability	\$ 2,600	\$ 150	\$ 2,750
Outstanding debt	(1,590)	(84)	(1,674)
Remaining availability as of December 31, 2025	\$ 1,010	\$ 66	\$ 1,076

(a) Total remaining availability of \$1.1 billion as of December 31, 2025, was accessible through revolver draws.

Presented in the table below is the Company's total available liquidity as of June 30, 2026, and December 31, 2025, respectively:

(In millions)	Cash and Cash Equivalents	Availability on Revolving Credit Facility	Total Available Liquidity
Available liquidity as of June 30, 2026	\$ 191	\$ 1,172	\$ 1,363
Available liquidity as of December 31, 2025	\$ 98	\$ 1,076	\$ 1,174

The weighted-average interest rate on AWCC's outstanding short-term borrowings was approximately 3.99% and 3.89% at June 30, 2026, and December 31, 2025, respectively.

The Company believes that its ability to access the debt and equity capital markets, the revolving credit facility and cash flows from operations will generate sufficient cash to fund the Company's short-term requirements. The Company believes it has sufficient liquidity and the ability to manage its expenditures, should there be a disruption of the capital and credit markets. However, there can be no assurance that the lenders will be able to meet existing commitments to AWCC under the revolving credit facility, or that AWCC will be able to access the commercial paper or loan markets in the future on acceptable terms or at all. See Note 8—Short-Term Debt in the Notes to Consolidated Financial Statements for additional information.

As of June 30, 2026, the Company had entered into three treasury lock agreements, with a term of seven years and an aggregate notional amount totaling \$75 million, to reduce interest rate exposure on expected future debt issuances. These treasury lock agreements terminate in October 2026 and have an average fixed interest rate of 4.39%. The Company designated these treasury lock agreements as cash flow hedges, with their fair value recorded in accumulated other comprehensive gain or loss.

In May 2026, the Company terminated one treasury lock agreement, designated as cash flow hedge, with a term of three years and a notional amount of \$400 million, realizing a pre-tax gain of less than \$1 million recorded in accumulated other comprehensive income. The gain will be amortized through Interest expense over a three-year period, in accordance with the tenor of the notes issued on May 20, 2026.

In May 2026, the Company terminated five treasury lock agreements, designated as cash flow hedges, with a term of 30 years and an aggregate notional amount totaling \$175 million, realizing a pre-tax gain of \$7 million included in Other, net in the accompanying Consolidated Statements of Operations.

In March 2026, the Company terminated 10 treasury lock agreements designated as cash flow hedges, with a term of 10 years and an aggregate notional amount totaling \$600 million, realizing a pre-tax net gain of \$3 million recorded in accumulated other comprehensive income. The gain will be amortized through Interest expense over a 10-year period, in accordance with the tenor of the notes issued on April 1, 2026.

No ineffectiveness was recognized on hedging instruments for the three and six months ended June 30, 2026 or 2025.

Cash Flows from Operating Activities

Cash flows from operating activities primarily result from the sale of water and wastewater services and, due to the seasonality of demand, are generally greater during the warmer months. Presented in the table below is a summary of the major items affecting the Company's cash flows from operating activities:

(In millions)	For the Six Months Ended June 30,	
	2026	2025
Net income	\$ 511	\$ 494
Add (less):		
Depreciation and amortization	477	437
Deferred income taxes and amortization of investment tax credits	294	51
Other non-cash activities (a)	(14)	(19)
Changes in assets and liabilities (b)	(339)	(309)
Pension contributions	(22)	(22)
Net cash provided by operating activities	\$ 907	\$ 632

(a) Includes provision for losses on accounts receivable, pension and non-pension postretirement benefits and other non-cash, net.

(b) Changes in assets and liabilities include changes to receivables and unbilled revenues, income tax receivable, accounts payable and accrued liabilities, accrued taxes and other assets and liabilities, net.

For the six months ended June 30, 2026, cash flows provided by operating activities increased \$275 million, due to the CAMT liability included in the Company's extension payment in the second quarter of 2025. As a result of Notice 2026-7 issued by the Internal Revenue Service, in 2026, previously recorded current and deferred tax amounts relating to CAMT have been adjusted and offset in Deferred income taxes and amortization of investment tax credits and changes in assets and liabilities. Cash flows provided by operating activities also increased from normal business operations, primarily relating to changes other assets and liabilities.

Cash Flows from Investing Activities

Presented in the table below is a summary of the major items affecting the Company's cash flows from investing activities:

(In millions)	For the Six Months Ended June 30,	
	2026	2025
Capital expenditures	\$ (1,519)	\$ (1,281)
Acquisitions, net of cash acquired	(346)	(13)
Proceeds from secured seller promissory note from the sale of the Homeowner Services Group	795	—
Removal costs from property, plant and equipment retirements, net	(89)	(71)
Purchases of available-for-sale fixed-income securities	—	(35)
Proceeds from sales and maturities of available-for-sale fixed-income securities	32	60
Net cash used in investing activities	\$ (1,127)	\$ (1,340)

For the six months ended June 30, 2026, cash flows used in investing activities decreased \$213 million, primarily due to proceeds from the HOS secured seller promissory note repaid in February 2026 partially offset by increased payments for capital expenditures and acquisitions. The Company currently plans to invest approximately \$3.7 billion on growth through capital investment in infrastructure and acquisitions in the Regulated Businesses in 2026.

Cash Flows from Financing Activities

Presented in the table below is a summary of the major items affecting the Company's cash flows from financing activities:

(In millions)	For the Six Months Ended June 30,	
	2026	2025
Proceeds from long-term debt, net of discount	\$ 1,293	\$ 876
Repayments of long-term debt	(1,061)	(606)
Proceeds from the issuance of common stock	476	—
Net short-term (repayments) borrowings with original maturities less than three months	(89)	710
Debt issuance costs	(9)	(7)
Dividends paid	(336)	(311)
Other financing activities, net (a)	35	41
Net cash provided by financing activities	<u>\$ 309</u>	<u>\$ 703</u>

(a) Includes proceeds from issuances of common stock under various employee stock plans and the Company's dividend reinvestment and direct stock purchase plan, net of taxes paid, and advances and contributions in aid of construction, net of refunds.

For the six months ended June 30, 2026, cash flows provided by financing activities decreased \$394 million, primarily due to net repayments of short-term commercial paper compared to net borrowings in the prior period, higher repayments of long-term debt and higher dividend payments, partially offset by higher issuances of long-term debt and settlements of forward sale agreements.

Debt Covenants

The Company's debt agreements contain financial and non-financial covenants. To the extent that the Company is not in compliance with these covenants, an event of default may occur under one or more debt agreements and the Company, or its subsidiaries, may be restricted in its ability to pay dividends, issue new debt or access the revolving credit facility. The long-term debt indentures contain a number of covenants that, among other things, prohibit or restrict the Company from issuing debt secured by the Company's assets, subject to certain exceptions. Failure to comply with any of these covenants could accelerate repayment obligations.

Covenants in certain long-term notes and the revolving credit facility require the Company to maintain a ratio of consolidated debt to consolidated capitalization (as defined in the relevant documents) of not more than 0.70 to 1.00. On June 30, 2026, the Company's ratio was 0.58 to 1.00 and therefore the Company was in compliance with the covenants.

Security Ratings

Presented in the table below are long-term and short-term credit ratings and rating outlooks as of July 29, 2026, as issued by Moody's Ratings on January 29, 2026, and S&P Global Ratings on June 5, 2026:

Securities	Moody's Ratings	S&P Global Ratings
Rating outlook	Stable	Stable
Senior unsecured debt	Baa1	A
Commercial paper	P-2	A-1

A security rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time by the assigning rating agency, and each rating should be evaluated independently of any other rating. Security ratings are highly dependent upon the ability to generate cash flows in an amount sufficient to service debt and meet investment plans. The Company can provide no assurances that its ability to generate cash flows is sufficient to maintain its existing ratings. The Company does not have any material borrowings that are subject to default or prepayment as a result of the downgrading of these security ratings, although such a downgrading could increase fees and interest charges under its credit facility.

As part of its normal course of business, the Company routinely enters into contracts for the purchase and sale of water, power and other fuel, chemicals and other services. These contracts either contain express provisions or otherwise permit the Company and its counterparties to demand adequate assurance of future performance when there are reasonable grounds for doing so. In accordance with the contracts and applicable contract law, if the Company is downgraded by a credit rating agency, especially if such downgrade is to a level below investment grade, it is possible that a counterparty would attempt to rely on such a downgrade as a basis for making a demand for adequate assurance of future performance, which could include a demand that the Company must provide collateral to secure its obligations. The Company does not expect to post any collateral which will have a material adverse impact on the Company's results of operations, financial position or cash flows.

Access to the capital markets, including the commercial paper market, and respective financing costs in those markets, may be directly affected by the Company's securities ratings. The Company primarily accesses the debt capital markets, including the commercial paper market, through AWCC. However, the Company has also issued debt through the Regulated Businesses, primarily in the form of mortgage bonds and tax-exempt securities or borrowings under state revolving funds, to lower the overall cost of debt.

Dividends

For discussion of the Company's dividends, see Note 6—Shareholders' Equity in the Notes to Consolidated Financial Statements for additional information.

Application of Critical Accounting Policies and Estimates

The financial condition of the Company, results of operations and cash flows, as reflected in the Company's Consolidated Financial statements, are impacted by the methods, assumptions and estimates used in the application of critical accounting policies. See Part II, Item 7—Management's Discussion and Analysis of Financial Condition and Results of Operations—Critical Accounting Policies and Estimates in the Company's Form 10-K for a discussion of its critical accounting policies. There have been no material changes to the Company's critical accounting estimates since the filing of the Company's Form 10-K. Additionally, see Note 2—Significant Accounting Policies in the Notes to Consolidated Financial Statements for updates, if any, to the significant accounting policies previously disclosed in the Company's Form 10-K.

Recent Accounting Standards

See Note 2—Significant Accounting Policies in the Notes to Consolidated Financial Statements for a description of new accounting standards recently adopted or pending adoption.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company is exposed to market risk in the normal course of business, including changes in commodity prices, equity prices and interest rates. For further discussion of its exposure to market risk, see Part II, Item 7A—Quantitative and Qualitative Disclosures about Market Risk in the Company's Form 10-K. There have been no significant changes to the Company's exposure to market risk since December 31, 2025.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

American Water maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed in its reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to management, including the Chief Executive Officer and the Chief Financial Officer, to allow timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objective.

The Company's management, including the Chief Executive Officer and the Chief Financial Officer, conducted an evaluation of the effectiveness of its disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act) as of June 30, 2026.

Based on that evaluation, the Chief Executive Officer and the Chief Financial Officer have concluded that, as of June 30, 2026, the Company's disclosure controls and procedures were effective at a reasonable level of assurance.

Changes in Internal Control over Financial Reporting

The Company concluded that there have been no changes in internal control over financial reporting that occurred during the three months ended June 30, 2026, that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

The following information updates and amends the information provided in the Company's Form 10-K in Item 3—Legal Proceedings. Capitalized terms used but not otherwise defined herein have the meanings set forth in the Company's Form 10-K and Form 10-Q. In accordance with the SEC's disclosure rules, the Company has elected to disclose environmental proceedings involving the Company and a governmental authority if the amount of potential monetary sanctions, exclusive of interest and costs, that the Company reasonably believes will result from such proceeding is \$1 million or more.

Alternative Water Supply in Lieu of Carmel River Diversions

Compliance with SWRCB Orders to Reduce Carmel River Diversions

During June and July 2026, the SWRCB issued and subsequently amended a Notice of Hearing related to its consideration of a modification to the moratorium on new service connections contained in the 2009 Order. Written testimony is due August 19, 2026, followed by public comment and issuance of a draft order for consideration by the SWRCB.

Monterey Peninsula Water Supply Project

CPUC Final Approval of Water Supply Project

On September 17, 2025, the City, MCWD and the MPWMD filed applications for rehearing of the CPUC's August 2025 final decision on the supply and demand projections supporting the need for the Water Supply Project. On September 22, 2025, these parties also filed a motion to stay the August 2025 final decision. On October 9, 2025, the CPUC issued a factual correction to the August 2025 final decision to find that the projected demand will outstrip supply by approximately 2,500 acre-feet per year for 2050. On May 4, 2026, the CPUC issued an order denying the motions for rehearing and to stay the August 2025 final decision. This proceeding is now closed.

Approvals for Use of Outfall for Water Supply Project Brine Discharge

On March 30, 2026, Monterey One Water, owner of the outfall through which the Water Supply Project proposes to discharge brine, approved the submission of an application to the Coastal Commission for a coastal development permit to construct modifications to the outfall to accommodate the brine. Monterey One Water submitted the application to the Coastal Commission on April 1, 2026. On April 29, 2026, the Coastal Commission issued a notice that the application was incomplete.

Water Supply Project Land Acquisition and Slant Well Site Use

On June 23, 2026, the California State Lands Commission unanimously approved an application filed by Cal Am to lease California state lands for the construction and use of four new subsurface slant wells and the conversion and use of the existing subsurface test slant well, all for the proposed Water Supply Project desalination facilities. The approval of this application by the California State Lands Commission was a required condition of the Coastal Commission's November 2022 development permit for the phased development of the Water Supply Project. On July 24, 2026, the City, the MPWMD, MCWD, and the MCWD Groundwater Sustainability Agency filed a petition for writ of mandate in Monterey County Superior Court alleging that the State Lands Commission violated the California Environmental Quality Act and other California state laws in its approval of the lease for the Water Supply Project. This matter remains pending.

Testimony and presentation of evidence at trial in the City's May 2020 lawsuit concluded on May 14, 2026. A decision is expected by the end of 2026.

Complaint Filed in CPUC Against Cal Am

On June 16, 2026, the MPWMD, the City and MCWD jointly filed a complaint with the CPUC against Cal Am, seeking (i) an immediate stop to Cal Am's current desalination project activities, (ii) to require Cal Am to seek modification of the CPUC's 2018 final decision finding that the Water Supply Project meets its requirements for a certificate of public convenience and necessity, (iii) a finding that Cal Am is in violation of that final decision, and (iv) issuance of an order to show cause why Cal Am should not be sanctioned for implementing a phased project. The complainants argued that the implementation of the 6.4 million gallon per day desalination project with an initial phase of development of 4.8 million gallons per day, is not consistent with the CPUC's 2018 final decision. Cal Am will respond to the complaint and believes it to be without merit.

Proposed Acquisition of Monterey System Assets — Potential Condemnation

MPWMD Condemnation Action

The court has scheduled an evidentiary hearing for October 19, 2026, to consider whether LAFCO approval is required for the MPWMD to proceed with its eminent domain claim.

Mountaineer Gas Company Main Break

Mountaineer Gas Customer Putative Class Action Lawsuits

During the second and third quarters of 2026, discussions took place regarding a potential settlement framework as to the four pending putative class action lawsuits filed against Mountaineer Gas and WVAWC, purportedly on behalf of customers in Charleston, West Virginia related to this incident. On July 9, 2026, WVAWC and the *Ruffin* and *Toliver* plaintiffs entered into a term sheet with respect to a proposed settlement framework covering all claims and potential claims against WVAWC arising out of these matters for the entire class (the “Proposed Settlement”). Under the terms of the term sheet and any subsequent agreement related to the Proposed Settlement, WVAWC has not admitted, and will not admit, any liability or waive any defenses to any class member for any of the allegations made in the covered putative class action lawsuits.

The proposed maximum amount of the Proposed Settlement with respect to WVAWC is currently estimated to be \$9 million, of which the Company estimates that all or substantially all would be contributed by the Company’s general liability insurance carriers. The actual total amount to be paid to claimants through the Proposed Settlement will depend on the nature of the claims submitted and approved through a process to be negotiated by the parties and approved by the court. The Proposed Settlement has not had, and is not anticipated to have, any material impact on the Company’s financial condition, results of operations or cash flows.

The parties will next prepare a formal settlement agreement based on the terms of the term sheet and framework of the Proposed Settlement, which will be subject to preliminary and final approvals by the court.

Mountaineer Gas Company Lawsuit

On July 9, 2026, WVAWC filed a motion seeking a continuance of the August 10, 2026 trial date for this lawsuit. The trial date has been continued but has not currently been rescheduled.

WVPSC General Investigation

In June 2026, the WVPSC issued final orders in both of its general investigations related to the matters in the Mountaineer Gas Company main break incident and required WVAWC to file closed matters as to its handoff and valve practice and operations over the next six months.

East Stroudsburg, Pennsylvania Putative Class Action

In August 2024, a complaint for a putative class action captioned *McNair v. Pennsylvania-American Water Company* was filed against the Company’s Pennsylvania subsidiary (“PAWC”) in the Lackawanna County Court of Common Pleas. The plaintiff lives in a residential community named Blue Mountain Lake Estates located in East Stroudsburg, Pennsylvania. Through the initial complaint, he sought to certify a class on behalf of all current and former property owners in, or residents of, Blue Mountain Lake Estates in East Stroudsburg, Pennsylvania, whose water service has been provided by PAWC since August 2020.

This complaint pertains to alleged elevated levels of naturally-occurring manganese in water supplied to Blue Mountain Lake Estates, including PAWC’s issuance of a Do Not Drink Public Notice for infants six months or younger (and noting other potentially vulnerable groups) in May 2024, based on sampling results that exceeded a health advisory level threshold. The complaint has three counts: public nuisance, private nuisance and breach of implied contract. Alleged damages include loss of use and enjoyment of property, property damage, loss of property value, inconvenience and annoyance. Monetary and injunctive relief is sought, including punitive damages.

On November 24, 2025, the original plaintiff filed a motion for leave to file an amended complaint. Through the proposed amended complaint, the original plaintiff sought to add his wife as an additional named plaintiff and sought to add requests for punitive damages to both nuisance counts. The court granted the motion for leave on February 24, 2026. The plaintiffs filed their amended complaint on March 3, 2026. Through the amended complaint, the plaintiffs modified the class period to be May 15, 2024 to the present. PAWC filed its answer to the amended complaint on May 29, 2026.

On January 9, 2026, PAWC filed a motion for summary judgment seeking to dismiss all counts. On January 22, 2026, the plaintiffs filed a motion for leave to conduct punitive damages discovery. On June 11, 2026, PAWC’s motion for summary judgment was denied, and plaintiff’s motion remains pending.

A hearing was conducted on June 29, 2026, on the plaintiffs’ motion for class certification, and on July 21, 2026, the court issued an order denying the motion. This matter remains pending. The Company and PAWC believe that PAWC has valid, meritorious defenses to the claims, and PAWC will continue to vigorously defend itself against these allegations.

PFAS Multi-District Litigation

As of June 30, 2026, the Company has received settlement payments from defendants in the multi-district litigation (the “MDL”) totaling \$234 million, net of legal fees and administrative costs. The Company is seeking regulatory approval from the respective PUCs to apply the net proceeds of the settlement payments for the benefit of customers, where permissible. As of July 1, 2026, out of 11 Company utility subsidiaries that are parties to the MDL settlements and have filed to obtain such regulatory approval, approvals have been obtained for seven, two have been denied, and two remain pending. When and as received, funds are initially being held in a law firm escrow account prior to distribution to the Company’s utility subsidiaries that are parties to the MDL settlements after approval or denial is received from the applicable PUCs. As of June 30, 2026, the funds held in the escrow account and not yet transferred to the Company or returned to customers, totaled \$131 million. Approximately \$101 million of the escrowed funds were transferred from the escrow account for distribution to the Company’s utility subsidiaries. The Company anticipates that, during the remainder of 2026, it may receive one or more additional settlement payments from parties to the MDL settlements.

ITEM 1A. RISK FACTORS

In addition to the other information set forth in this report, readers should carefully consider the factors discussed in Item 1A—Risk Factors in the Form 10-K, and in the Company’s other filings with the SEC, which could materially affect the Company’s business, financial condition, cash flows or future results. There have been no material changes from the risk factors previously disclosed in Item 1A—Risk Factors in the Form 10-K.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Issuance of Shares in Connection with Acquisition of Gordon’s Corner Water Company

Effective July 27, 2026, parent company issued 350,652 shares of its common stock held in treasury (the “Shares”) to the former shareholders of Gordon’s Corner Water Company (“GCW”) as consideration for the merger (the “GCW Merger”) of a wholly owned subsidiary of parent company with and into GCW, with GCW being the surviving entity as of the closing of the GCW Merger. The Shares were issued, with restrictive legends thereupon, to or for the benefit of a limited number of persons in a transaction not involving a public offering of securities in reliance upon Section 4(a)(2) of the Securities Act. Promptly following the closing of the GCW Merger, GCW was merged with and into the Company’s New Jersey subsidiary.

Anti-dilutive Stock Repurchase Program

In February 2015, the Board of Directors authorized an anti-dilutive stock repurchase program to mitigate the dilutive effect of shares issued through the Company’s dividend reinvestment and direct stock purchase plan and employee stock purchase and executive compensation activities. The program allows the Company to purchase up to 10 million shares of its outstanding common stock over an unrestricted period of time in the open market or through privately negotiated transactions. The program is conducted in accordance with Rule 10b-18 of the Exchange Act, and, to facilitate these repurchases, the Company enters into Rule 10b5-1 stock repurchase plans with a third-party broker, which allow the Company to repurchase shares of its common stock at times when it otherwise might be prevented from doing so under insider trading laws or because of self-imposed trading blackout periods. Subject to applicable regulations, the Company may elect to amend or cancel the program or the stock repurchase parameters at its discretion to manage dilution.

The Company did not repurchase shares of common stock during the three months ended June 30, 2026. From April 1, 2015, the date repurchases under the anti-dilutive stock repurchase program commenced, through June 30, 2026, the Company repurchased an aggregate of 4,860,000 shares of common stock under the program, leaving an aggregate of 5,140,000 shares available for repurchase under this program.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

During the three months ended June 30, 2026, none of the Company’s directors or “officers” (as such term is defined in Rule 16a-1(f) promulgated under the Exchange Act) adopted or terminated (i) any contract, instruction or written plan for the purchase or sale of the Company’s securities, intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) promulgated under the Exchange Act or (ii) any “non-Rule 10b5-1 trading arrangement” (as defined in Item 408(c) of Regulation S-K).

ITEM 6. EXHIBITS

Exhibit Number	Exhibit Description
2.1#	Membership Interest Purchase Agreement, dated as of October 28, 2021, by and among American Water Enterprises, LLC, American Water (USA), LLC, American Water Resources, LLC, Pivotal Home Solutions, LLC, American Water Resources Holdings, LLC, American Water Works Company, Inc. and Lakehouse Buyer Inc. (incorporated by reference to Exhibit 2.1 to American Water Works Company, Inc.'s Current Report on Form 8-K, File No. 001-34028, filed October 29, 2021).
2.2#	Purchase and Sale Agreement, dated as of May 19, 2025, between Nexus Regulated Utilities, LLC and American Water Works Company, Inc. (incorporated by reference to Exhibit 2.1 to American Water Works Company, Inc.'s Current Report on Form 8-K, File No. 001-34028, filed May 19, 2025).
2.3#	Agreement and Plan of Merger, dated as of October 26, 2025, by and among American Water Works Company, Inc., Alpha Merger Sub, Inc., and Essential Utilities, Inc. (incorporated by reference to Exhibit 2.1 to American Water Works Company, Inc.'s Current Report on Form 8-K, File No. 001-34028, filed October 27, 2025).
3.1.1	Restated Certificate of Incorporation of American Water Works Company, Inc. (incorporated by reference to Exhibit 3.1 to American Water Works Company, Inc.'s Quarterly Report on Form 10-Q, File No. 001-34028, filed November 6, 2008).
3.1.2	Certificate of Amendment to Restated Certificate of Incorporation of American Water Works Company, Inc. (incorporated by reference to Exhibit 3.1.2 to American Water Works Company, Inc.'s Current Report on Form 8-K, File No. 001-34028, filed May 15, 2026).
3.2	Amended and Restated Bylaws of American Water Works Company, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K, File No. 001-34028, filed December 8, 2022).
4.1	Indenture, dated as of December 4, 2009, between American Water Capital Corp. and Computershare Trust Company, N.A., as successor to Wells Fargo Bank, National Association (incorporated by reference to Exhibit 4.1 to American Water Works Company, Inc.'s Current Report on Form 8-K, File No. 001-34028, filed December 3, 2010).
4.2	Officers' Certificate of American Water Capital Corp., dated April 1, 2026, establishing the 5.200% Senior Notes due 2036 (incorporated by reference to Exhibit 4.1 to American Water Works Company Inc.'s Current Report on Form 8-K, File No. 001-34028, filed April 1, 2026).
4.3	Officers' Certificate of American Water Capital Corp., dated May 20, 2026, establishing the 4.625% Senior Notes due 2029 (incorporated by reference to Exhibit 4.1 to American Water Works Company Inc.'s Current Report on Form 8-K, File No. 001-34028, filed May 20, 2026).
*4.4	Description of American Water Works Company, Inc.'s Equity Securities.
10.1#	Amendment No. 1 to Secured Seller Note Agreement, dated as of February 2, 2024, by and among Lakehouse Bidco Inc., Lakehouse Buyer Inc., American Water Resources, LLC, Pivotal Home Solutions, LLC, American Water Resources Holdings, LLC, American Water Resources of Texas, LLC, American Water Resources of Florida, LLC, and American Water Enterprises, LLC (incorporated by reference to Exhibit 10.1.2 to American Water Works Company, Inc.'s Current Report on Form 8-K, File No. 001-34028, filed February 5, 2024).
10.2	Amendment No. 2 to Secured Seller Note Agreement, dated as of December 3, 2024, by and among Lakehouse Bidco Inc., Lakehouse Buyer Inc., American Water Resources, LLC, Pivotal Home Solutions, LLC, American Water Resources Holdings, LLC, American Water Resources of Texas, LLC, American Water Resources of Florida, LLC, and American Water Enterprises, LLC (incorporated by reference to Exhibit 10.20.3 to American Water Works Company, Inc.'s Annual Report on Form 10-K, File No. 001-34028, filed February 19, 2025).
*10.3	American Water Works Company, Inc. 2017 Omnibus Equity Compensation Plan 2026 Stock Unit Grant for Non-Employee Directors.
*22.1	Guaranteed Securities.
*31.1	Certification of John C. Griffith, President and Chief Executive Officer, pursuant to Section 302 of the Sarbanes-Oxley Act.
*31.2	Certification of David M. Bowler, Executive Vice President and Chief Financial Officer, pursuant to Section 302 of the Sarbanes-Oxley Act.
**32.1	Certification of John C. Griffith, President and Chief Executive Officer, pursuant to Section 906 of the Sarbanes-Oxley Act.
**32.2	Certification of David M. Bowler, Executive Vice President and Chief Financial Officer, pursuant to Section 906 of the Sarbanes-Oxley Act.
101.INS	XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
101.SCH	Inline XBRL Taxonomy Extension Schema Document.
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document.

Exhibit Number	Exhibit Description
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document.
104	Cover Page Interactive Data File (formatted as Inline XBRL with applicable taxonomy extension information contained in Exhibits 101).
#	Certain schedules and exhibits to this agreement have been omitted as permitted by rules or regulations of the SEC. The Company will furnish the omitted schedules and exhibits to the SEC upon request.
*	Filed herewith.
**	Furnished herewith.

The Membership Interest Purchase Agreement filed as [Exhibit 2.1](#), the Purchase and Sale Agreement filed as [Exhibit 2.2](#), the Agreement and Plan of Merger filed as [Exhibit 2.3](#), and Amendment No. 1 and Amendment No. 2 to the Secured Seller Note Agreement filed as [Exhibit 10.1](#) and [Exhibit 10.2](#), respectively, to this Quarterly Report on Form 10-Q, have been included to provide investors and security holders with information regarding the terms of the respective agreements. The filing of these agreements is not intended to provide any other factual information about the parties thereto, or any of their respective subsidiaries or affiliates. The representations, warranties and covenants contained in the respective agreements (i) were made by the parties thereto only for purposes of that respective agreement and as of specific dates; (ii) were made solely for the benefit of the parties to the respective agreement; (iii) may be subject to limitations agreed upon by the contracting parties, including being qualified by confidential disclosures exchanged between the parties in connection with the execution of the respective agreement (such disclosures include information that has been included in public disclosures, as well as additional non-public information); (iv) may have been made for the purposes of allocating contractual risk between the parties to the respective agreements instead of establishing these matters as facts; and (v) may be subject to standards of materiality applicable to the contracting parties to the respective agreements that differ from those applicable to investors.

Investors should not rely on the representations, warranties and covenants or any descriptions thereof as characterizations of the actual state of facts or condition of the parties to the respective agreements thereto, or any of their respective subsidiaries or affiliates. Additionally, the representations, warranties, covenants, conditions and other terms of the respective agreements may be subject to subsequent waiver or modification. Moreover, information concerning the subject matter of the representations, warranties and covenants may change after the date of the respective agreement, which subsequent information may or may not be fully reflected in the Company's public disclosures. The respective agreements should not be read alone, but should instead be read in conjunction with the other information regarding the Company that is or will be contained in, or incorporated by reference into, the reports and other documents that are filed by the Company with the SEC.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on the 29th day of July, 2026.

	AMERICAN WATER WORKS COMPANY, INC. (REGISTRANT)
By	<u>/s/ JOHN C. GRIFFITH</u> John C. Griffith President and Chief Executive Officer (Principal Executive Officer)
By	<u>/s/ DAVID M. BOWLER</u> David M. Bowler Executive Vice President and Chief Financial Officer (Principal Financial Officer)
By	<u>/s/ MELISSA K. WIKLE</u> Melissa K. Wikle Senior Vice President, Chief Accounting Officer (Principal Accounting Officer)

DESCRIPTION OF AMERICAN WATER WORKS COMPANY, INC.'S EQUITY SECURITIES

The following description of the common stock, par value \$0.01 per share (the “Common Stock”), of American Water Works Company, Inc., a Delaware corporation (the “Company”), is not intended to be complete. For more information regarding the Common Stock, please refer to the Company’s Restated Certificate of Incorporation, as amended (the “Certificate of Incorporation”), and the Company’s Amended and Restated Bylaws (the “Bylaws”), which have been included as [Exhibit 3.1.1](#), [Exhibit 3.1.2](#) and [Exhibit 3.2](#), respectively, to the Company’s Quarterly Report on Form 10-Q for the quarter ended June 30, 2026. The following descriptions are based on the Certificate of Incorporation and Bylaws in effect as of July 29, 2026. The terms and provisions of the Certificate of Incorporation and Bylaws are hereby incorporated by reference herein. The terms of these securities also may be affected by the General Corporation Law of the State of Delaware (the “DGCL”).

General

The Company’s authorized capital stock consists of 500,000,000 shares of Common Stock and 50,000,000 shares of preferred stock. As of July 20, 2026, there were 198,728,989 shares of Common Stock outstanding and no shares of preferred stock outstanding.

Common Stock***Voting Rights***

Other than with respect to director elections, except as otherwise required by law, all matters to be voted on by the Company’s shareholders must be approved by a majority of the shares present in person or proxy at such meeting and entitled to vote on the subject matter. With respect to uncontested director elections, the Bylaws require that in order to be elected, a director nominee must receive a majority of the votes cast (for this purpose, a majority of the votes cast means that the number of shares voted “for” a director nominee must exceed the number of votes cast “against” that nominee). For contested director elections where the number of nominees exceeds the number of directors to be elected, the Bylaws require that the directors shall be elected by the vote of a plurality of the shares represented in person or by proxy at any such meeting and entitled to vote on the election of directors.

Dividends

Holders of Common Stock will share equally in any dividend declared by the Company’s board of directors (the “Board”), subject to the rights of the holders of any outstanding preferred stock.

Liquidation Rights

In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Company’s affairs, holders of the Common Stock would be entitled, after payment of the liquidation preference to all holders of any outstanding preferred stock, to share ratably in the Company’s assets that are legally available for distribution to shareholders after payment of liabilities. The Company must pay the applicable distribution to any holders of its preferred stock before it may pay distributions to the holders of its common stock.

Other Rights

The Company’s shareholders have no preemptive or other rights to subscribe for additional shares.

Preferred Stock

The Board may authorize the issuance of preferred stock from time to time in one or more series, without shareholder approval. Subject to the limits imposed by the DGCL, the Board is authorized to fix for any series of preferred stock the number of shares of such series and the voting powers (if any), designation, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions of such series. The Board is also authorized to increase or decrease the number of shares of any series, but not below the number of shares of that series then outstanding, without any further vote or action by the Company’s shareholders.

The Board may authorize the issuance of preferred stock with voting or conversion rights that affect adversely the voting power or other rights of holders of Common Stock. The issuance of preferred stock, while providing flexibility in connection with possible acquisitions and other corporate purposes, could have the effect of delaying, deferring or preventing a change in control, causing the market price of shares of the Common Stock to decline, or impairing the voting and other rights of the holders of the Common Stock.

Certain Anti-Takeover Provisions of the Certificate of Incorporation and Bylaws, and the DGCL

The following provisions of the Certificate of Incorporation and Bylaws could deter, delay or prevent a third party from acquiring the Company, even if doing so would benefit the Company's shareholders.

Undesignated Preferred Stock

The ability to authorize undesignated preferred stock makes it possible for the Board to authorize the issuance of preferred stock with super voting, special approval, dividend or other rights or preferences on a discriminatory basis that could impede the success of any attempt to acquire the Company. These and other provisions may have the effect of deferring, delaying or discouraging hostile takeovers, or changes in control or management of the Company.

Requirements for Advance Notification of Shareholder Meetings, Nominations and Proposals

The Bylaws provide that special meetings of shareholders may be called only upon the request of the majority of the members of the Board, upon request of the Company's Board Chair, or by the Company's Secretary upon request of shareholders holding at least 15% of the outstanding Common Stock. The Bylaws prohibit the conduct of any business at a special meeting other than as specified in the notice for such meeting.

The Bylaws establish advance notice procedures with respect to shareholder proposals for annual meetings and the nomination of candidates for election as directors, other than nominations made by or at the direction of the Board or a committee thereof. A shareholder who wishes to bring a matter before a meeting or submit candidates for nomination as directors must comply with the Company's advance notice requirements and provide the Company with certain information, and, if applicable under the Bylaws, provide to the Company certain agreements and undertakings. Additionally, vacancies and newly created directorships may be filled only by a vote of a majority of the members of the Board then in office, even though less than a quorum, or by shareholders. These provisions may defer, delay or discourage a potential acquiror from conducting a solicitation of proxies to elect the acquiror's own slate of directors or otherwise attempting to obtain control of the Company.

Shareholder Action by Written Consent

As permitted by Section 228 of the DGCL, the Certificate of Incorporation states that any action required or permitted to be taken by the Company's shareholders must be effected at a duly called annual or special meeting of the Company's shareholders and may not be effected by consent in writing by such shareholders.

Approval of Acquisition of Control by Public Utility Commission

A significant number of the Company's regulated subsidiaries are subject to economic regulation by state public utility commissions. Some of these states have enacted laws that require regulatory approval for the acquisition of "control" of any regulated utility. In those states, obtaining "control" of the parent or any other company that controls a regulated utility also requires prior regulatory approval. The threshold for a change in control is a fact-specific inquiry that varies by state. For example, in some states, a presumption of control will arise when an acquiring party acquires more than 9.9% of the voting securities of the regulated utility or the controlling entity. In addition to ownership, other states may analyze the degree of influence or control an acquiror may exert over the Company. Any person acquiring the Common Stock in an offering or in any other purchase of the Common Stock in an amount sufficient to trigger a change in control under state law would need the prior approval of the applicable state public utility commission.

Certain Other Provisions of the Certificate of Incorporation and Bylaws and the DGCL

Board of Directors

The Certificate of Incorporation provides that the number of directors is fixed in the manner provided in the Bylaws. The Bylaws provide that the number of directors will be fixed from time to time by the Board.

Business Combinations under the DGCL

The Company is subject to Section 203 of the DGCL, which prohibits a publicly held Delaware corporation from engaging in a "business combination" with an "interested stockholder" for a period of three years after the time the shareholder became an "interested stockholder," subject to certain exceptions, including if, prior to such time, the board of directors approved the business combination or the transaction which resulted in the shareholder becoming an "interested stockholder." "Business combinations" include mergers, asset sales and other transactions

resulting in a financial benefit to the “interested stockholder.” Subject to various exceptions, an “interested stockholder” is a person who, together with his or her affiliates and associates, owns, or within the prior three years did own, 15% or more of the corporation’s outstanding voting stock. These restrictions generally prohibit or delay the accomplishment of mergers or other takeover or change-in-control attempts that are not approved by a company’s board of directors.

Limitations of Liability and Indemnification of Directors and Officers

The DGCL authorizes corporations to limit or eliminate the personal liability of directors and officers to corporations and their shareholders for monetary damages for breaches of their respective fiduciary duties. The Company’s Certificate of Incorporation includes a provision that eliminates the personal liability of directors and officers for monetary damages for actions taken as a director or officer to the fullest extent authorized by the DGCL. The DGCL does not permit exculpation for liability:

- for breach of the duty of loyalty;
- for acts or omissions not in good faith or involving intentional misconduct or knowing violation of law;
- for directors, under Section 174 of the DGCL (relating to, among other things, unlawful approvals of dividends or stock repurchases); or
- for transactions from which the director or officer derived an improper personal benefit.

The Certificate of Incorporation and Bylaws provide that the Company will indemnify its directors and officers to the fullest extent permitted by law. The Bylaws also expressly authorize the Company to carry directors’ and officers’ insurance providing indemnification for the Company’s directors, officers and certain employees and agents for certain liabilities, and the Company has done so.

The limitation of liability and indemnification provisions in the Certificate of Incorporation and Bylaws may discourage shareholders from bringing a lawsuit against the Company’s directors or officers for breach of their fiduciary duty. These provisions may also have the effect of reducing the likelihood of derivative litigation against the Company’s directors and officers, even though such an action, if successful, might otherwise benefit the Company and its shareholders. In addition, an investment in the Common Stock may be adversely affected to the extent the Company pays the costs of settlement and damage awards against directors and officers in accordance with these indemnification provisions.

Proxy Access

The Bylaws permit an eligible shareholder or group of shareholders to include up to a specified number of director nominees in the Company’s proxy materials for an annual meeting of shareholders. To qualify, the shareholders (or group of up to 20 shareholders) must have continuously owned for at least three years 3% or more of the Common Stock. The maximum number of shareholder nominees permitted under this proxy access provision is the greater of (i) two or (ii) 20% of the total number of directors on the Board as of the last day on which a proxy access notice may be submitted, rounded down to the nearest whole number.

Transfer Agent and Registrar

Equiniti Trust Company, LLC serves as the registrar and transfer agent for the Common Stock.

New York Stock Exchange Symbol

The Common Stock is listed on the New York Stock Exchange under the trading symbol “AWK.”

AMERICAN WATER WORKS COMPANY, INC.

2017 OMNIBUS EQUITY COMPENSATION PLAN

STOCK UNIT GRANT

This STOCK UNIT GRANT, dated as of May 13, 2026 (the “Date of Grant”), is delivered by American Water Works Company, Inc. (the “Company”) to _____ (the “Participant”).

RECITALS

WHEREAS, the Board of Directors of the Company (the “Board”) has determined to grant each non-employee director of the Company on the date of the Company’s 2026 Annual Meeting of Shareholders a stock unit grant that will be immediately converted to shares of common stock of the Company, par value \$0.01 per share, (the “Company Stock”);

WHEREAS, the Participant is a non-employee director on the Board; and

WHEREAS, the Board has determined that the stock unit grant granted to the Participant shall be issued under the American Water Works Company, Inc. 2017 Omnibus Equity Compensation Plan (the “Plan”) and the terms and conditions thereof shall be memorialized in this grant (the “Grant”).

NOW, THEREFORE, the parties to this Grant, intending to be legally bound hereby, agree as follows:

1. Grant of Stock Units. Subject to the terms and conditions set forth in this Grant and the Plan, the Company hereby grants to the Participant _____ units (the “Stock Units”). Each Stock Unit shall be a phantom right and shall be equivalent to one share of Company Stock on the applicable distribution date, as described in Paragraph 4 below.
 2. Stock Unit Account. The Company shall establish and maintain a Stock Unit account as a bookkeeping account on its records (the “Stock Unit Account”) for the Participant and shall record in such Stock Unit Account the number of Stock Units granted to the Participant. The Participant shall not have any interest in any fund or specific assets of the Company by reason of this grant or the Stock Unit Account established for the Participant.
 3. Vesting. The Participant shall be fully vested in the Stock Units credited to the Participant’s Stock Unit Account pursuant to this Grant on the Date of Grant.
 4. Distribution. The Stock Units shall be converted to shares of Company Stock on the Date of Grant and such shares of stock shall be distributed by the Company within thirty (30) days after the Date of Grant.
 5. Acknowledgment by Participant. By accepting this Grant, the Participant acknowledges that with respect to any right to distribution pursuant to this Grant, the Participant is and shall be an unsecured general creditor of the Company without any preference as against other unsecured general creditors of the Company, and the Participant hereby covenants for himself or herself, and anyone at any time claiming through or under the Participant, not to claim
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any such preference, and hereby disclaims and waives any such preference which may at any time be at issue, to the fullest extent permitted by applicable law. The Participant also hereby agrees to be bound by the terms and conditions of the Plan and this Grant. The Participant further agrees to be bound by the determinations and decisions of the Board with respect to this Grant and the Plan and the Participant's rights to benefits under this Grant and the Plan, and agrees that all such determinations and decisions of the Board shall be binding on the Participant, his or her beneficiaries and any other person having or claiming an interest under this Grant and the Plan on behalf of the Participant.

6. Restrictions on Issuance or Transfer of Shares of Company Stock.

(a) The obligation of the Company to deliver shares of Company Stock upon the distribution of the Stock Units shall be subject to the condition that shares of Company Stock be qualified for listing on the New York Stock Exchange or another securities exchange and be registered under the Securities Act of 1933, as amended, and that any consent or approval of any governmental regulatory body that is necessary to issue shares of Company Stock has been so obtained, and that shares of Company Stock may not be issued in whole or in part unless such listing, registration, qualification, consent or approval shall have been effected or obtained free of any conditions not acceptable to the Board. The issuance of shares of Company Stock and the payment of cash to the Participant pursuant to this Grant is subject to any applicable taxes and other laws or regulations of the United States or of any state having jurisdiction thereof.

(b) As a condition to receive any shares of Company Stock upon conversion of the Stock Units, the Participant agrees:

(i) to be bound by, and to comply with, the Company's policies and practices (as they may be in effect from time to time) regarding the restrictions or limitations on the transfer of such shares, and understands that the Participant may be restricted or prohibited at any time and from time to time from selling, transferring, pledging, donating, assigning, margining, mortgaging, hypothecating or otherwise encumbering the shares in accordance with such policies and practices, including without limitation the Company's Insider Trading and Prohibited Transactions Policy and its Personal Securities Trading and Preclearance Practice; and

(ii) that the shares of Company Stock obtained by the Participant upon the distribution of the Stock Units shall not be transferred or disposed of by any means until the Participant owns enough shares of Company Stock, or shares underlying stock units convertible into shares of Company Stock, or time-based restricted Company Stock, to meet or exceed five (5) times the Participant's annual cash retainer, which ownership requirement must be satisfied by the fifth (5th) anniversary of the Participant's commencement of service as a director on the Board.

7. Grant Subject to Plan Provisions. This Grant is made pursuant to the Plan, the terms of which are incorporated herein by reference, and in all respects shall be interpreted in accordance with the Plan. In the event of any contradiction, distinction or difference between this Grant and the terms of the Plan, the terms of the Plan will control. Except as otherwise defined in this Grant, capitalized terms used in this Grant shall have the meanings set forth in the Plan. This Grant is subject to the interpretations, regulations and determinations concerning the Plan established from time to time by the Board in accordance with the provisions of the Plan, including, but not limited to, provisions pertaining to (i) rights and obligations with respect to withholding taxes, (ii) the registration, qualification or listing of the shares of Company Stock, (iii) changes in capitalization of the Company, and (iv) other requirements of applicable law. The Board shall have the authority to interpret and construe this Grant pursuant to the terms of the Plan, its decisions shall be conclusive as to any questions arising hereunder and the

Participant's acceptance of this Grant is the Participant's agreement to be bound by the interpretations and decisions of the Board with respect to this Grant and the Plan.

8. No Rights to Continued Service. This Grant shall not confer upon the Participant any right to be retained in the service of the Employer (as defined in the Plan) and shall not interfere in any way with the right to terminate the Participant's service at any time.

9. Assignment and Transfers. The rights and protections of the Company hereunder shall extend to any successors or assigns of the Company. This Grant may be assigned by the Company without the Participant's consent.

10. Withholding. To the extent required by applicable law, the Participant shall be required to pay to the Company, or make other arrangements satisfactory to the Company to provide for the payment of, any federal, state, local or other taxes that the Company is required to withhold with respect to the Grant, vesting or distribution of the Stock Units.

11. Effect on Other Benefits. The value of shares of Company Stock distributed with respect to the Stock Units shall not be considered eligible earnings for purposes of any other plans maintained by the Employer. Neither shall such value be considered part of the Participant's compensation for purposes of determining or calculating other benefits that are based on compensation, such as life insurance.

12. Applicable Law. The validity, construction, interpretation and effect of this Grant shall be governed by and construed in accordance with the laws of the State of Delaware, without giving effect to the conflicts of laws provisions thereof.

13. Notice. Any notice to the Company provided for in this instrument shall be addressed to the Company in care of the General Counsel at the Company's corporate headquarters, and any notice to the Participant shall be addressed to such Participant at the current address shown on the records of the Company, or to such other address as the Participant may designate to the Company in writing. Any notice shall be delivered by hand, sent by facsimile, e-mail or other electronic means (with confirmation of receipt to be made by any oral, electronic or written means), or enclosed in a properly sealed envelope addressed as stated above, registered and deposited, postage prepaid, in a post office regularly maintained by the United States Postal Service.

IN WITNESS WHEREOF, the Company has caused its duly authorized officer to execute this Grant, effective as of the Date of Grant.

AMERICAN WATER WORKS COMPANY, INC.

By: John C. Griffith

A handwritten signature in blue ink, appearing to read "John C. Griffith", with a stylized, flowing script.

Its: President and CEO

AMERICAN WATER WORKS COMPANY, INC.**List of Securities Registered Under the Securities Act of 1933 (the “Securities Act”) and Entitled to the Benefit of the Support Agreement between American Water Capital Corp. (“AWCC”) and American Water Works Company, Inc. (“parent company”)**

The following securities have been issued by AWCC and registered under the Securities Act, and have the benefit of that certain Support Agreement, as amended, by and between AWCC and parent company, which serves as the functional equivalent of a full and unconditional guarantee by parent company of the payment obligations of AWCC thereunder:

3.000% Senior Notes due 2026
2.950% Senior Notes due 2027
3.750% Senior Notes due 2028
3.450% Senior Notes due 2029
4.625% Senior Notes due 2029
2.800% Senior Notes due 2030
2.300% Senior Notes due 2031
4.450% Senior Notes due 2032
5.150% Senior Notes due 2034
5.250% Senior Notes due 2035
5.200% Senior Notes due 2036
6.593% Senior Notes due 2037
4.300% Senior Notes due 2042
4.300% Senior Notes due 2045
4.000% Senior Notes due 2046
3.750% Senior Notes due 2047
4.200% Senior Notes due 2048
4.150% Senior Notes due 2049
3.450% Senior Notes due 2050
3.250% Senior Notes due 2051
5.450% Senior Notes due 2054
5.700% Senior Notes due 2055

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER

(Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended,
as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002)

I, John C. Griffith, certify that:

1. I have reviewed this quarterly report on Form 10-Q of American Water Works Company, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 29, 2026

By: /s/ JOHN C. GRIFFITH

John C. Griffith

President and Chief Executive Officer
(Principal Executive Officer)

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER

(Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended,
as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002)

I, David M. Bowler, certify that:

1. I have reviewed this quarterly report on Form 10-Q of American Water Works Company, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 29, 2026

By: /s/ DAVID M. BOWLER

David M. Bowler

Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

AMERICAN WATER WORKS COMPANY, INC.
CERTIFICATION
PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the quarterly report of American Water Works Company, Inc. (the "Company") on Form 10-Q for the period ended June 30, 2026, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, John C. Griffith, President and Chief Executive Officer of the Company, hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

By: /s/ JOHN C. GRIFFITH

John C. Griffith
President and Chief Executive Officer
(Principal Executive Officer)
July 29, 2026

AMERICAN WATER WORKS COMPANY, INC.
CERTIFICATION
PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the quarterly report of American Water Works Company, Inc. (the "Company") on Form 10-Q for the period ended June 30, 2026, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, David M. Bowler, Executive Vice President and Chief Financial Officer of the Company, hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

By: /s/ DAVID M. BOWLER
David M. Bowler
Executive Vice President and Chief Financial Officer
(Principal Financial Officer)
July 29, 2026