

Essential Utilities, Inc.

\$500,000,000 5.375% Senior Notes due 2034

The information in this pricing term sheet relates only to the offering of the Notes and should be read together with (i) the preliminary prospectus supplement, dated January 4, 2024, as filed with the Securities and Exchange Commission (the “SEC”) pursuant to Rule 424(b) under the Securities Act of 1933, as amended (the “Preliminary Prospectus Supplement”), and (ii) the related base prospectus dated April 15, 2021, included in the Registration Statement (File No. 333-255235), in each case, including the documents incorporated by reference therein. Terms used but not defined herein have the meanings assigned to such terms in the Preliminary Prospectus Supplement.

Issuer:	Essential Utilities, Inc. (the “Issuer”)
Expected Ratings of Securities (Moody’s / S&P)*:	Baa2 (Stable) / A- (Negative)
Trade Date:	January 4, 2024
Settlement Date:	January 8, 2024 (T+2)
Title of Securities:	5.375% Senior Notes due 2034 (the “Notes”)
Principal Amount:	\$500,000,000
Maturity Date:	January 15, 2034
Interest Payment Dates:	January 15 and July 15, commencing July 15, 2024
Record Dates:	January 1 and July 1
Coupon:	5.375% per annum
Benchmark Treasury:	4.500% due November 15, 2033
Benchmark Treasury Price and Yield:	104-04 / 3.989%
Spread to Benchmark Treasury:	T + 140 basis points
Yield to Maturity:	5.389%
Public Offering Price:	99.891% of principal amount

*A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

Net Proceeds (After Deducting Underwriting Discount and Before Offering Expenses): \$496,205,000

Optional Redemption: The Notes may be redeemed, in whole or in part, at any time prior to October 15, 2033 (three months prior to maturity) at the greater of par and make-whole at Treasury Rate plus 25 basis points; par call at any time on or after October 15, 2033.

CUSIP/ISIN: 29670G AH5 / US29670GAH56

Joint Bookrunners: RBC Capital Markets, LLC
Barclays Capital Inc.
Huntington Securities, Inc.
Citizens JMP Securities, LLC

Co-Managers: BofA Securities, Inc.
PNC Capital Markets LLC
TD Securities (USA) LLC
Wells Fargo Securities, LLC
Robert W. Baird & Co. Incorporated
Evercore Group L.L.C.
Janney Montgomery Scott LLC
Loop Capital Markets LLC

Conflicts of Interest: Respective affiliates of RBC Capital Markets, LLC, Barclays Capital Inc. and certain of the other underwriters are lenders under the Essential Revolving Credit Facility and may receive at least 5% of the net proceeds of this offering. Consequently, each such underwriter is deemed to have a conflict of interest within the meaning of FINRA Rule 5121. This offering will therefore be conducted in compliance with the applicable provisions of FINRA Rule 5121, and no such underwriter will confirm any sales to any account over which it exercises discretionary authority without the specific written approval of the transaction from the account holders. Pursuant to FINRA Rule 5121(a)(1)(C), the appointment of a “qualified independent underwriter” is not required in connection with this offering as the Notes will be investment grade-rated by one or more nationally recognized statistical rating agencies. See “Use of Proceeds” and “Underwriting (Conflicts of Interest)” in the Preliminary Prospectus Supplement.

The Issuer has filed a registration statement (including a prospectus and the related Preliminary Prospectus Supplement) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement, the Preliminary Prospectus Supplement and other documents the Issuer has filed with the SEC for more complete information about the offering to which this communication relates. You may get these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, the Issuer, any underwriter or any dealer participating in the offering will arrange to send you the Preliminary Prospectus Supplement and the accompanying prospectus if you request them by calling RBC Capital Markets, LLC toll free at (866) 375-6829 or Barclays Capital Inc. toll free at (888) 603-5847.

This communication should be read in conjunction with the Preliminary Prospectus Supplement and the accompanying prospectus. The information in this communication supersedes the information in the Preliminary Prospectus Supplement and the accompanying prospectus to the extent inconsistent with the information in the Preliminary Prospectus Supplement and the accompanying prospectus.

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