



**SJW Group Advises Stockholders to Take No Action in Response to  
California Water Service Group's Unsolicited Cash Tender Offer**

**San Jose, CA – June 7, 2018** – SJW Group (NYSE: SJW) today confirmed that California Water Service Group (NYSE: CWT) (“Cal Water”) has commenced an unsolicited tender offer (“Offer”) to acquire all outstanding shares of SJW Group common stock for \$68.25 per share in cash.

The SJW Group Board of Directors, in consultation with SJW Group’s management and legal and financial advisors and consistent with its fiduciary duties, will carefully review and consider all aspects of the Offer. The Board intends to advise stockholders of its formal position regarding Cal Water’s Offer within 10 business days by making available to stockholders and filing with the Securities and Exchange Commission a solicitation/recommendation statement on Schedule 14D-9. SJW Group stockholders are advised to take no action at this time.

SJW Group remains subject to the terms of the definitive merger agreement with Connecticut Water Service, Inc. (NASDAQ: CTWS) (“Connecticut Water”) and SJW Group’s Board has not changed its recommendation in support of SJW Group’s merger of equals with Connecticut Water.

SJW Group’s Board has not made any determination as to whether the Offer constitutes, or could reasonably be expected to lead to, a superior proposal under the terms of SJW Group’s merger agreement with Connecticut Water.

SJW Group will have no further comment on the Offer from Cal Water until the Board has completed its review. There can be no assurance that any transaction or definitive agreement will result from the Offer.

J.P. Morgan is serving as financial advisor to SJW Group and Skadden, Arps, Slate, Meagher & Flom is serving as its legal advisor.

**About SJW Group**

SJW Group is a publicly traded holding company headquartered in San Jose, California. SJW Group is the parent company of San Jose Water, SJWTX, Inc. and SJW Land Company. Together, San Jose Water and SJWTX, Inc. provide water service to more than one million people in San Jose, California and nearby communities and in Canyon Lake, Texas and the nearby communities. SJW Land Company owns and operates commercial real estate investments.

\* \* \*

**Forward Looking Statements**

This document contains forward-looking statements within the meaning of the Private Litigation Reform Act of 1995, as amended. Some of these forward-looking statements can be identified by the use of

forward-looking words such as “believes,” “expects,” “may,” “will,” “should,” “seeks,” “approximately,” “intends,” “plans,” “estimates,” “projects,” “strategy,” or “anticipates,” or the negative of those words or other comparable terminology. The accuracy of such statements is subject to a number of risks, uncertainties and assumptions including, but not limited to, the following factors: (1) the risk that the conditions to the closing of the transaction are not satisfied, including the risk that required approvals from the shareholders of Connecticut Water or the shareholders of SJW Group for the transaction are not obtained; (2) the risk that the regulatory approvals required for the transaction are not obtained, or that in order to obtain such regulatory approvals, conditions are imposed that adversely affect the anticipated benefits from the proposed transaction or cause the parties to abandon the proposed transaction; (3) the risk that the anticipated tax treatment of the transaction is not obtained; (4) the effect of water, utility, environmental and other governmental policies and regulations; (5) litigation relating to the transaction; (6) uncertainties as to the timing of the consummation of the transaction and the ability of each party to consummate the transaction; (7) risks that the proposed transaction disrupts the current plans and operations of Connecticut Water or SJW Group; (8) the ability of Connecticut Water and SJW Group to retain and hire key personnel; (9) competitive responses to the proposed transaction; (10) unexpected costs, charges or expenses resulting from the transaction; (11) potential adverse reactions or changes to business relationships resulting from the announcement or completion of the transaction; (12) the combined companies’ ability to achieve the growth prospects and synergies expected from the transaction, as well as delays, challenges and expenses associated with integrating the combined companies’ existing businesses; and (13) legislative and economic developments. These risks, as well as other risks associated with the proposed transaction, are more fully discussed in the joint proxy statement/prospectus that is included in the Registration Statement on Form S-4 that has been filed with the Securities and Exchange Commission (“SEC”) in connection with the proposed transaction. In addition, actual results are subject to other risks and uncertainties that relate more broadly to SJW Group’s overall business, including those more fully described in SJW Group’s filings with the SEC, including its annual report on Form 10-K for the fiscal year ended December 31, 2017 and its quarterly report on Form 10-Q for the fiscal quarter ended March 31, 2018, and Connecticut Water’s overall business and financial condition, including those more fully described in Connecticut Water’s filings with the SEC, including its annual report on Form 10-K for the fiscal year ended December 31, 2017 and its quarterly report on Form 10-Q for the fiscal quarter ended March 31, 2018. Forward looking statements are not guarantees of performance, and speak only as of the date made, and neither SJW Group or its management nor Connecticut Water or its management undertakes any obligation to update or revise any forward-looking statements.

### **Note to Shareholders**

SJW Group may file a Solicitation/Recommendation Statement on Schedule 14D-9 with the SEC regarding the tender offer by Cal Water. Investors are urged to read SJW Group’s Solicitation/Recommendation Statement on Schedule 14D-9 when it becomes available, as well as any other documents filed by SJW Group with the SEC, as they will contain important information. Security holders may obtain a free copy of the Solicitation/Recommendation Statement (when it becomes available), as well as any other documents filed by SJW Group with the SEC in connection with the tender offer by Cal Water, free of charge at the SEC’s website ([www.sec.gov](http://www.sec.gov)) or at SJW Group’s investor relations website at [https://sjwgroup.com/investor\\_relations](https://sjwgroup.com/investor_relations).

### **Additional Information and Where to Find It**

In connection with the proposed transaction between SJW Group and Connecticut Water, on April 25, 2018, SJW Group filed with the SEC a Registration Statement on Form S-4 that includes a joint proxy statement of SJW Group and Connecticut Water that also constitutes a prospectus of SJW Group. These materials are not yet final and will be amended. SJW Group and Connecticut Water may also file other documents with the SEC regarding the proposed transaction. This document is not a substitute for the joint proxy statement/prospectus, Form S-4 or any other document which SJW Group or Connecticut Water may file with the SEC. INVESTORS AND SECURITY HOLDERS OF SJW GROUP AND CONNECTICUT WATER ARE URGED TO READ THE REGISTRATION STATEMENT, THE JOINT PROXY STATEMENT/PROSPECTUS AND ALL OTHER RELEVANT DOCUMENTS THAT ARE FILED OR WILL BE FILED WITH THE SEC, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THESE DOCUMENTS, CAREFULLY AND IN THEIR ENTIRETY BECAUSE THEY CONTAIN OR WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION AND RELATED MATTERS. Investors and security holders may obtain free copies of the Form S-4 and the joint proxy statement/prospectus and other documents filed with the SEC by SJW Group and Connecticut Water through the website maintained by the SEC at [www.sec.gov](http://www.sec.gov). Copies of documents filed with the SEC by SJW Group are available free of charge on SJW Group's investor relations website at [https://sjwgroup.com/investor\\_relations](https://sjwgroup.com/investor_relations). Copies of documents filed with the SEC by Connecticut Water are available free of charge on Connecticut Water's investor relations website at <https://ir.ctwater.com/>.

### **No Offer or Solicitation**

This communication is for informational purposes only and is not intended to and does not constitute an offer to sell, or the solicitation of an offer to subscribe for or buy, or a solicitation of any vote or approval in any jurisdiction, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in which such offer, sale or solicitation would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended, and otherwise in accordance with applicable law.

### **Participants in the Solicitation**

SJW Group, Connecticut Water and certain of their respective directors and officers, and other members of management and employees, may be deemed to be participants in the solicitation of proxies from the holders of SJW Group and Connecticut Water securities in respect of the proposed transaction. Information regarding SJW Group's directors and officers is available in SJW Group's annual report on Form 10-K for the fiscal year ended December 31, 2017 and its proxy statement for its 2018 annual meeting dated March 6, 2018, which are filed with the SEC. Information regarding Connecticut Water's directors and officers is available in Connecticut Water's annual report on Form 10-K for the fiscal year ended December 31, 2017, and its proxy statement for its 2018 annual meeting dated April 6, 2018, which are filed with the SEC. Investors may obtain additional information regarding the interest of such participants by reading the Form S-4 and the joint proxy statement/prospectus and other documents filed with the SEC by SJW Group and Connecticut Water. These documents are available free of charge from the sources indicated above.

### **Contacts**

#### **Investors**

Andrew Walters  
Chief Administrative Officer, SJW Group  
408-279-7818, [andrew.walters@sjwater.com](mailto:andrew.walters@sjwater.com)

Georgeson  
866-357-4029  
GeorgesonSJW@georgeson.com

**Media**

Jayne Ackemann  
Director, Corporate Communications, SJW Group  
408-918-7247, [jayne.ackemann@sjwater.com](mailto:jayne.ackemann@sjwater.com)

Abernathy MacGregor  
Ian Campbell, 213-630-6550, [idc@abmac.com](mailto:idc@abmac.com)  
Chuck Dohrenwend, 212-371-5999, [cod@abmac.com](mailto:cod@abmac.com)  
Kendell Moore, 212-371-5999, [kem@abamac.com](mailto:kem@abamac.com)