

SJW GROUP
Form S-4/A
June 25, 2018
Table of Contents

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

Amendment No. 2
to
Form S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

SJW GROUP
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

4941
(Primary Standard Industrial
Classification Code Number)

77-0066628
(I.R.S. Employer
Identification Number)

**110 West Taylor Street
San Jose, California 95110
(408) 279-7800**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Suzy Papazian
General Counsel and Corporate Secretary
SJW Group
110 West Taylor Street
San Jose, California 95110
(408) 279-7800**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Leif B. King
Kenton J. King
Pankaj K. Sinha
Skadden, Arps, Slate, Meagher &
Flom LLP
525 University Avenue, Suite 1400
Palo Alto, California 94301
Tel: (650) 470-4500**

**David C. Benoit
President and Chief Executive
Officer
Connecticut Water Service, Inc.
93 West Main Street
Clinton, Connecticut 06413
Tel: (860) 669-8636**

**Joseph B. Frumkin
Tia. S. Barancik
Sullivan & Cromwell LLP
125 Broad Street
New York, New York 10004
Tel: (212) 558-4000**

Approximate date of commencement of proposed sale of the securities to the public: As soon as practicable after this Registration Statement becomes effective and upon completion of the merger described in the enclosed joint proxy statement/prospectus.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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	(Do not check if a smaller reporting company)	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 7(a)(2)(B) of the Securities Act .

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1 (d) (Cross-Border Third-Party Tender Offer)

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act, or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

Table of Contents

Information contained herein is subject to completion or amendment. A registration statement relating to these securities has been filed with the Securities and Exchange Commission. These securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. This joint proxy statement/prospectus shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of such securities, in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to appropriate registration or qualification under the securities laws of such jurisdiction.

PRELIMINARY SUBJECT TO COMPLETION DATED JUNE 25, 2018

MERGER PROPOSED YOUR VOTE IS VERY IMPORTANT

Dear Stockholders:

The boards of directors of SJW Group (SJW) and Connecticut Water Service, Inc. (CTWS) have unanimously approved, and SJW and CTWS have entered into, an Agreement and Plan of Merger, dated as of March 14, 2018 (as amended and restated by that certain Amended and Restated Agreement and Plan of Merger on May 30, 2018, and as it may be further amended from time to time, the merger agreement), with respect to a merger of equals strategic business combination (the merger) between SJW and CTWS. Pursuant to the terms of the merger agreement, Hydro Sub, Inc., a wholly owned subsidiary of SJW and a party to the merger agreement (Merger Sub), will merge with and into CTWS, with CTWS surviving the merger as a wholly owned subsidiary of SJW. Upon completion of the merger, SJW and CTWS, and their respective subsidiaries, will operate as a combined company initially under the name SJW Group , which name will be changed within two years following the merger to a new name representing the combined company.

Upon completion of the merger, each issued and outstanding share of CTWS common stock (other than those owned directly or indirectly by CTWS, SJW or any of their respective subsidiaries that are not held on behalf of third parties) will be converted into the right to receive 1.1375 shares of SJW common stock (the exchange ratio). This exchange ratio will not be adjusted for changes in the market price of either SJW common stock or CTWS common stock between the date of signing of the merger agreement and completion of the merger.

Based on the estimated number of shares of SJW common stock and CTWS common stock that will be outstanding immediately prior to the closing of the merger, upon such closing, SJW stockholders immediately prior to the effective time of the merger will own approximately 60% of the combined company and CTWS shareholders immediately prior to the effective time of the merger will own approximately 40% of the combined company. The combined company will be listed on the New York Stock Exchange (the NYSE) initially under SJW s current symbol, SJW.

SJW and CTWS will each hold a special meeting of its respective shareholders to consider the proposed merger. At the special meeting of SJW stockholders, SJW stockholders will be asked to vote on the proposal to approve the issuance of shares of SJW common stock to CTWS shareholders pursuant to the merger, the proposal to adopt the amendment to the SJW certificate of incorporation (the SJW certificate of incorporation amendment) and the proposal to adjourn the SJW special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the issuance of shares of SJW common stock to CTWS shareholders pursuant to the merger or the

adoption of the SJW certificate of incorporation amendment. At the special meeting of CTWS shareholders, CTWS shareholders will be asked to vote on the proposal to approve the merger agreement, the proposal to approve, on a non-binding advisory basis, specific compensatory arrangements between CTWS and its named executive officers relating to the merger and the proposal to adjourn the CTWS special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the merger agreement.

Completion of the merger is conditioned on, among other things, approval of the issuance of shares of SJW common stock to CTWS shareholders pursuant to the merger and the adoption of the SJW certificate of incorporation amendment by SJW stockholders and approval of the merger agreement by CTWS shareholders. Your vote is very important, regardless of the number of shares you own. Whether or not you expect to attend either special meeting in person, please submit a proxy to vote your shares as promptly as possible so that your shares may be represented and voted at the SJW or the CTWS special meeting, as applicable.

The SJW board of directors unanimously approved the merger agreement and determined that the merger agreement and the transactions contemplated thereby, including the merger, are advisable and in the best interests of SJW and its stockholders. The SJW board of directors unanimously recommends that SJW stockholders vote FOR the proposal to approve the issuance of shares of SJW common stock to CTWS shareholders pursuant to the merger, FOR the proposal to adopt the SJW certificate of incorporation amendment and FOR the proposal to approve any motion to adjourn the SJW special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the issuance of shares of SJW common stock to CTWS shareholders pursuant to the merger or the adoption of the SJW certificate of incorporation amendment.

The CTWS board of directors unanimously (i) determined that the merger agreement and the consummation of the transactions contemplated thereby, including the merger, are in the best interests of CTWS and its shareholders, (ii) declared advisable the merger agreement and the transactions contemplated thereby, including the merger, and (iii) approved and adopted the merger agreement and the transactions contemplated thereby, including the merger. The CTWS board of directors unanimously recommends that CTWS shareholders vote FOR the proposal to approve the merger agreement, FOR the proposal to approve, on a non-binding advisory basis, specific compensatory arrangements between CTWS and its named executive officers relating to the merger and FOR the proposal to adjourn the CTWS special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the merger agreement.

The obligations of SJW and CTWS to complete the merger are subject to the satisfaction or waiver of several conditions set forth in the merger agreement. The accompanying joint proxy statement/prospectus contains detailed information about SJW, CTWS, the special meetings, the merger agreement and the merger. **SJW and CTWS encourage you to read the joint proxy statement/prospectus carefully and in its entirety, including the section entitled Risk Factors beginning on page 31 of this joint proxy statement/prospectus.**

We look forward to the successful combination of SJW and CTWS.

Sincerely,
Eric W. Thornburg
Chairman of the Board, Chief Executive Officer and
President
SJW Group

Sincerely,
David C. Benoit
President and Chief Executive Officer

Connecticut Water Service, Inc.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved the merger and other transactions described in the joint proxy statement/prospectus, nor have

they approved or disapproved of the securities to be issued under this joint proxy statement/prospectus or determined if this joint proxy statement/prospectus is accurate or complete. Any representation to the contrary is a criminal offense.

This joint proxy statement/prospectus is dated [], 2018 and is first being mailed to SJW stockholders and CTWS shareholders with a GREEN proxy card on or about [], 2018.

Table of Contents

Connecticut Water Service, Inc.

93 West Main Street

Clinton, Connecticut 06413

(860) 664-6056

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

To Be Held On [], 2018

To the Shareholders of Connecticut Water Service, Inc.:

We are pleased to invite you to attend the special meeting of shareholders of Connecticut Water Service, Inc., a Connecticut corporation (CTWS), which will be held at [] on [], 2018 at [], local time, for the following purposes:

to consider and vote on the proposal to approve the Agreement and Plan of Merger, dated as of March 14, 2018, among SJW Group, a Delaware corporation (SJW), Hydro Sub, Inc., a Connecticut corporation and a direct wholly owned subsidiary of SJW (Merger Sub), and CTWS (as amended and restated by that certain Amended and Restated Agreement and Plan of Merger on May 30, 2018, and as it may be further amended from time to time, the merger agreement), a copy of which is included as Annex A to the joint proxy statement/prospectus of which this notice forms a part;

to consider and vote on the proposal to approve, on a non-binding advisory basis, specific compensatory arrangements between CTWS and its named executive officers relating to the merger, as described in the accompanying joint proxy statement/prospectus of which this notice forms a part; and

to consider and vote upon the proposal to adjourn the CTWS special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the merger agreement.

CTWS will transact no other business at the special meeting except such business as may properly be brought before the special meeting or any adjournments or postponements thereof. Please refer to the joint proxy statement/prospectus of which this notice forms a part for further information with respect to the business to be transacted at the CTWS special meeting.

Completion of the merger is conditioned on, among other things, approval of the merger agreement by CTWS shareholders.

The CTWS board of directors unanimously (i) determined that the merger agreement and the consummation of the transactions contemplated thereby, including the merger, are in the best interests of CTWS and its shareholders, (ii) declared advisable the merger agreement and the transactions contemplated thereby, including the merger, and (iii) approved and adopted the merger agreement and the transactions contemplated thereby, including the merger. The CTWS board of directors unanimously recommends that CTWS shareholders vote FOR the proposal to approve the merger agreement, FOR the proposal to approve, on a

non-binding advisory basis, specific compensatory arrangements between CTWS and its named executive officers relating to the merger and FOR the proposal to adjourn the CTWS special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the merger agreement.

If any matters other than the proposals listed above are properly submitted for shareholder action at the CTWS special meeting (or at any adjournment or postponement thereof) and you submit a proxy, the persons named as proxy holders will be authorized to vote your shares in their discretion with respect to such matters.

The CTWS board of directors has fixed the close of business on [], 2018 as the record date (the CTWS record date) for determination of holders of CTWS common stock entitled to receive notice of, and to vote at, the CTWS special meeting or any adjournments or postponements thereof. As of the CTWS record date, CTWS issued and outstanding capital stock consists solely of outstanding shares of CTWS common stock. Accordingly, only holders of record of CTWS common stock at the close of business on the CTWS record date are entitled to receive notice of, and to vote at, the CTWS special meeting or at any adjournments or postponements thereof. Approval of the merger agreement requires the affirmative vote of holders of two-thirds (66 2/3 %) of the outstanding shares of CTWS common stock entitled to vote thereon. Approval, on a non-binding advisory basis, of specific compensatory arrangements between CTWS and its named executive officers relating to the merger

Table of Contents

requires that the votes favoring the action cast by the shareholders entitled to vote thereon exceed the votes opposing the action cast by the shareholders entitled to vote thereon, although such vote will not be binding on CTWS or the CTWS board of directors or any of its committees. Approval of the proposal to adjourn the CTWS special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the merger agreement requires that the votes favoring the action cast by the shareholders entitled to vote thereon exceed the votes opposing the action cast by the shareholders entitled to vote thereon. A list of the names of CTWS shareholders of record will be available for 10 days prior to the CTWS special meeting for any purpose germane to the special meeting between the hours of 8:30 a.m. and 4:30 p.m., local time, at CTWS's headquarters, 93 West Main Street, Clinton, Connecticut 06413. The CTWS shareholder list will also be available at the CTWS special meeting for examination by any shareholder present at such meeting.

Your vote is very important. Whether or not you expect to attend the CTWS special meeting in person, we urge you to submit a proxy to vote your shares as promptly as possible by either:

- (1) logging onto www.proxyvote.com and following the instructions on your GREEN proxy card;**
- (2) dialing (800) 454-8683 and listening for further directions; or**
- (3) signing, dating and returning the enclosed GREEN proxy card in the postage-paid envelope provided, so that your shares may be represented and voted at the CTWS special meeting.**

If your shares are held in a CTWS plan or in the name of a broker, bank or other nominee, please follow the instructions on the voting instruction card furnished by the record holder, as appropriate. If you do not follow these instructions, your shares cannot be voted.

We urge you to discard any blue proxy cards sent to you by Eversource Energy, which is soliciting proxies in opposition to the merger. If you previously submitted a blue proxy card, we urge you to cast your vote as instructed on your GREEN proxy card, which will revoke any earlier dated proxy card that you submitted, including any blue proxy card. Only the latest validly executed proxy that you submit will be counted.

The enclosed joint proxy statement/prospectus provides a detailed description of the merger and the merger agreement. We urge you to read this joint proxy statement/prospectus, including any documents incorporated by reference, and the Annexes carefully and in their entirety. If you have any questions concerning the merger or this joint proxy statement/prospectus, would like additional copies or need help voting your shares of CTWS common stock, please contact CTWS's proxy solicitor:

Morrow Sodali LLC

470 West Avenue

Stamford, Connecticut 06902

Shareholders May Call Toll-Free: (800) 662-5200

Banks and Brokers May Call: (203) 658-9400

By Order of the Board of Directors of
Connecticut

Water Service, Inc.,

Kristen A. Johnson
Vice President, Human Resources and
Corporate Secretary
Clinton, Connecticut
[], 2018

Table of Contents

SJW Group

110 West Taylor Street

San Jose, California 95110

(408) 279-7800

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

To Be Held On [], 2018

To the Stockholders of SJW Group:

We are pleased to invite you to attend the special meeting of stockholders of SJW Group (SJW), a Delaware corporation, which will be held at 110 West Taylor Street, San Jose, California 95110, on [], 2018, at [], local time, for the following purposes:

to consider and vote on the proposal to approve the issuance of shares of SJW common stock to Connecticut Water Service, Inc. (CTWS) shareholders pursuant to the merger as contemplated by the Agreement and Plan of Merger, dated as of March 14, 2018 (as amended and restated by that certain Amended and Restated Agreement and Plan of Merger on May 30, 2018, and as it may be further amended from time to time, the merger agreement), by and among SJW, CTWS and Hydro Sub, Inc., a wholly owned subsidiary of SJW (Merger Sub), a copy of which is included as Annex A to the joint proxy statement/prospectus of which this notice forms a part;

to consider and vote on the proposal to adopt the amendment to the SJW certificate of incorporation (the SJW certificate of incorporation amendment) in connection with the closing of the merger, a copy of the form of which is included as Annex D to the joint proxy statement/prospectus of which this notice forms a part; and

to consider and vote upon the proposal to adjourn the SJW special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the issuance of shares of SJW common stock to CTWS shareholders pursuant to the merger or the adoption of the SJW certificate of incorporation amendment.

SJW will transact no other business at the special meeting except such business as may properly be brought before the special meeting or any adjournments or postponements thereof. Please refer to the joint proxy statement/prospectus of which this notice forms a part for further information with respect to the business to be transacted at the SJW special meeting.

Completion of the merger is conditioned on, among other things, approval of the issuance of shares of SJW common stock to CTWS shareholders pursuant to the merger and the adoption of the SJW certificate of incorporation amendment by SJW stockholders.

The SJW board of directors unanimously approved the merger agreement and determined that the merger agreement and the transactions contemplated thereby, including the merger, are advisable and in the best interests of SJW and its stockholders. The SJW board of directors unanimously recommends that SJW stockholders vote FOR the proposal to approve the issuance of shares of SJW common stock to CTWS shareholders pursuant to the merger, FOR the proposal to adopt the SJW certificate of incorporation amendment and FOR the proposal to approve any motion to adjourn the SJW special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the issuance of shares of SJW common stock to CTWS shareholders pursuant to the merger or the adoption of the SJW certificate of incorporation amendment.

If any matters other than the proposals listed above are properly submitted for stockholder action at the SJW special meeting (or at any adjournment or postponement thereof) and you submit a proxy, the persons named as proxy holders will be authorized to vote your shares in their discretion with respect to such matters.

Table of Contents

The SJW board of directors has fixed the close of business on [], 2018 as the record date for determination of SJW stockholders entitled to receive notice of, and to vote at, the SJW special meeting or any adjournments or postponements thereof. SJW issued and outstanding capital stock consists solely of outstanding shares of SJW common stock. Accordingly, only holders of record of SJW common stock at the close of business on the record date are entitled to receive notice of, and to vote at, the SJW special meeting or at any adjournments or postponements thereof. The issuance of shares of SJW common stock requires the affirmative vote of holders of a majority of the outstanding shares of SJW common stock present in person or represented by proxy at the SJW special meeting and entitled to vote on the proposal. Adoption of the SJW certificate of incorporation amendment requires the affirmative vote of holders of a majority of the outstanding shares of SJW common stock entitled to vote on the proposal. Adjournment of the SJW special meeting requires the affirmative vote of holders of a majority of the outstanding shares of SJW common stock present in person or represented by proxy at the SJW special meeting and entitled to vote on the proposal. A list of the names of SJW stockholders of record will be available for 10 days prior to the SJW special meeting for any purpose germane to the special meeting between the hours of 8:30 a.m. and 4:30 p.m., local time, at the office of SJW's Corporate Secretary, 110 West Taylor Street, San Jose, California 95110. The SJW stockholder list will also be available at the SJW special meeting for examination by any stockholder present at such meeting.

Your vote is very important. Whether or not you expect to attend the SJW special meeting in person, we urge you to submit a proxy to vote your shares as promptly as possible by either:

- (1) logging onto www.proxyvote.com and following the instructions on your GREEN proxy card;**
- (2) dialing (866) 357-4029 and listening for further directions; or**
- (3) signing, dating and returning the enclosed GREEN proxy card in the postage-paid envelope provided, so that your shares may be represented and voted at the SJW special meeting.**

If your shares are held in the name of a bank, broker or other nominee, including an employee benefit plan trustee, please follow the instructions on the voting instruction card furnished by the record holder, as appropriate. If you do not follow these instructions, your shares cannot be voted.

We urge you to discard any white proxy cards sent to you by California Water Service Group, which is soliciting proxies in opposition to the merger. If you previously submitted a white proxy card, we urge you to cast your vote as instructed on your GREEN proxy card, which will revoke any earlier dated proxy card that you submitted, including any white proxy card. Only the latest validly executed proxy that you submit will be counted.

The enclosed joint proxy statement/prospectus provides a detailed description of the merger and the merger agreement as well as a description of the proposed issuance of shares of SJW common stock to CTWS shareholders pursuant to the merger and a description of the SJW certificate of incorporation amendment. We urge you to read this joint proxy statement/prospectus, including any documents incorporated by reference, and the Annexes carefully and in their entirety. If you have any questions concerning the merger or this joint proxy statement/prospectus, would like additional copies or need help voting your shares of SJW common stock, please contact SJW's proxy solicitor:

Georgeson LLC

1290 Avenue of the Americas, 9th Floor

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New York, New York 10104

Stockholders, Banks and Brokers May Call Toll-Free: (866) 357-4029

By Order of the Board of Directors of SJW
Group,

Suzy Papazian
General Counsel and Corporate Secretary
San Jose, California
[], 2018

Table of Contents

ADDITIONAL INFORMATION

This joint proxy statement/prospectus incorporates important business and financial information about SJW and CTWS from other documents that are not included in or delivered with this joint proxy statement/prospectus. This information is available to you without charge upon your request. You can obtain the documents incorporated by reference into this joint proxy statement/prospectus, as well as a GREEN proxy card, free of charge by requesting them in writing or by telephone from the appropriate company's proxy solicitor at the following addresses and telephone numbers:

Georgeson LLC

1290 Avenue of the Americas, 9th Floor

New York, New York 10104

Stockholders, Banks and Brokers May Call

Toll-Free: (866) 357-4029

Morrow Sodali LLC

470 West Avenue

Stamford, Connecticut 06902

Shareholders May Call Toll-Free: (800) 662-5200

Banks and Brokers May Call: (203) 658-9400

You may also obtain any of the documents incorporated by reference into this joint proxy statement/prospectus without charge through the U.S. Securities and Exchange Commission (the SEC) website at www.sec.gov. In addition, you may obtain copies of documents filed by SJW with the SEC by accessing SJW's website at www.sjwgroup.com under the heading "Investor Relations" and then under the heading "SEC Filings". You may also obtain copies of documents filed by CTWS with the SEC by accessing CTWS's website at www.ctwater.com under the tab "Investors" and then under the tab "SEC Filings".

We are not incorporating the contents of the websites of the SEC, SJW, CTWS or any other entity into this joint proxy statement/prospectus. We are providing the information about how you can obtain certain documents that are incorporated by reference into this joint proxy statement/prospectus at these websites only for your convenience.

If you would like to request any documents, including a GREEN proxy card, please do so by [], 2018 in order to receive them before the special meetings.

For a more detailed description of the information incorporated by reference in this joint proxy statement/prospectus and how you may obtain it, see the section entitled "Where You Can Find More Information" beginning on page 207 of this joint proxy statement/prospectus.

Table of Contents

ABOUT THIS JOINT PROXY STATEMENT/PROSPECTUS

This joint proxy statement/prospectus, which forms part of a registration statement on Form S-4 filed with the SEC by SJW, constitutes a prospectus of SJW under Section 5 of the Securities Act of 1933, as amended (the Securities Act), with respect to the shares of SJW common stock to be issued to CTWS shareholders pursuant to the merger. This joint proxy statement/prospectus also constitutes a joint proxy statement for both SJW and CTWS under Section 14(a) of the Securities Exchange Act of 1934, as amended (the Exchange Act). It also constitutes a notice of meeting with respect to the special meeting of SJW stockholders and a notice of meeting with respect to the special meeting of CTWS shareholders.

You should rely only on the information contained in or incorporated by reference into this joint proxy statement/prospectus. No one has been authorized to provide you with information that is different from that contained in, or incorporated by reference into, this joint proxy statement/prospectus. This joint proxy statement/prospectus is dated [], 2018. You should not assume that the information contained in this joint proxy statement/prospectus is accurate as of any date other than that date. You should not assume that the information incorporated by reference into this joint proxy statement/prospectus is accurate as of any date other than the date of the incorporated document. Neither our mailing of this joint proxy statement/prospectus to SJW stockholders or CTWS shareholders nor the issuance by SJW of shares of common stock pursuant to the merger will create any implication to the contrary.

This joint proxy statement/prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, any securities, or the solicitation of a proxy or offer to sell or buy securities in any jurisdiction to or from any person to whom it is unlawful to make any such offer or solicitation. Information contained in this joint proxy statement/prospectus regarding SJW has been provided by SJW and information contained in this joint proxy statement/prospectus regarding CTWS has been provided by CTWS.

All references in this joint proxy statement/prospectus to SJW refer to SJW Group, a Delaware corporation; all references in this joint proxy statement/prospectus to CTWS refer to Connecticut Water Service, Inc., a Connecticut corporation; and all references to Merger Sub refer to Hydro Sub, Inc., a Connecticut corporation and wholly owned subsidiary of SJW formed for the sole purpose of effecting the merger. Unless otherwise indicated or as the context requires, all references in this joint proxy statement/prospectus to we, our and us refer to SJW and CTWS collectively and, unless otherwise indicated or as the context requires, all references to the merger agreement or the amended and restated merger agreement refer to the Amended and Restated Agreement and Plan of Merger, dated as of May 30, 2018, by and among SJW, CTWS and Merger Sub, a copy of which is included as Annex A to this joint proxy statement/prospectus, as it may be further amended from time to time. SJW, following completion of the merger, is sometimes referred to in this joint proxy statement/prospectus as the combined company or Combined SJW. CTWS, following completion of the merger, is sometimes referred to in this joint proxy statement/prospectus as the New England Region.

Table of Contents**TABLE OF CONTENTS**

<u>SUMMARY</u>	13
<u>The Companies</u>	13
<u>SJW Group</u>	13
<u>Connecticut Water Service, Inc.</u>	13
<u>Hydro Sub, Inc.</u>	14
<u>The Merger</u>	14
<u>Terms of the Merger</u>	14
<u>Merger Consideration</u>	14
<u>Assumption of CTWS Stock Plans</u>	15
<u>Recommendation of the SJW Board of Directors</u>	15
<u>Recommendation of the CTWS Board of Directors</u>	15
<u>Opinion of SJW's Financial Advisor</u>	16
<u>Opinion of CTWS's Financial Advisor</u>	16
<u>Interests of SJW Directors and Executive Officers in the Merger</u>	17
<u>Interests of CTWS Directors and Executive Officers in the Merger</u>	17
<u>Board of Directors and Management Following the Merger</u>	18
<u>Amendment to Bylaws of SJW</u>	19
<u>Litigation Related to the Merger</u>	19
<u>Treatment of SJW Equity Incentive Awards</u>	19
<u>Treatment of CTWS Restricted Share Units, Deferred Share Units, Performance Share Units and Performance Cash Units</u>	19
<u>Regulatory Clearances Required for the Merger</u>	21
<u>Amendment to Certificate of Incorporation of SJW</u>	21
<u>Expected Timing of the Merger</u>	21
<u>Conditions to Completion of the Merger</u>	22
<u>Solicitation of Alternative Proposals</u>	23
<u>Termination of the Merger Agreement</u>	24
<u>Expenses and Termination Fees</u>	24
<u>Material U.S. Federal Income Tax Consequences</u>	24
<u>Accounting Treatment</u>	25
<u>No Appraisal Rights</u>	25
<u>Comparison of Rights of CTWS Shareholders and Combined SJW Stockholders</u>	25
<u>Listing of SJW Common Stock; De-listing and Deregistration of CTWS Stock</u>	25
<u>The Meetings</u>	25
<u>The SJW Special Meeting</u>	25
<u>The CTWS Special Meeting</u>	26
<u>Recent Developments</u>	27
<u>Entry into Amended and Restated Merger Agreement</u>	27
<u>SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS</u>	29
<u>RISK FACTORS</u>	31
<u>Risk Factors Relating to the Merger</u>	31
<u>Risk Factors Relating to the Combined Company Following the Merger</u>	39
<u>Other Risk Factors of SJW and CTWS</u>	43
<u>SUMMARY HISTORICAL CONSOLIDATED FINANCIAL DATA</u>	44

<u>Summary Historical Consolidated Financial Data of SJW</u>	44
<u>Summary Historical Consolidated Financial Data of CTWS</u>	45
<u>SELECTED UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION OF SJW AND CTWS</u>	47
<u>Selected Unaudited Pro Forma Condensed Combined Statement of Operations Data</u>	47
<u>Selected Unaudited Pro Forma Condensed Combined Balance Sheet</u>	48

Table of Contents

<u>UNAUDITED COMPARATIVE PER SHARE DATA</u>	49
<u>THE COMPANIES</u>	50
<u>SJW Group</u>	50
<u>Connecticut Water Service, Inc.</u>	50
<u>Hydro Sub, Inc.</u>	51
<u>THE SJW SPECIAL MEETING</u>	52
<u>Date, Time and Place</u>	52
<u>Purpose of the SJW Special Meeting</u>	52
<u>Recommendation of the SJW Board of Directors</u>	52
<u>SJW Record Date; Stockholders Entitled to Vote</u>	52
<u>Voting by SJW s Directors and Executive Officers</u>	53
<u>Quorum</u>	53
<u>Required Vote</u>	53
<u>Failure to Vote, Broker Non-Votes and Abstentions</u>	54
<u>Voting at the Special Meeting In Person</u>	54
<u>Voting at the Special Meeting by Proxy</u>	55
<u>Revocation of Proxies</u>	55
<u>Tabulation of Votes</u>	56
<u>Solicitation of Proxies</u>	56
<u>Adjournments</u>	56
<u>THE CTWS SPECIAL MEETING</u>	58
<u>Date, Time and Place</u>	58
<u>Purpose of the CTWS Special Meeting</u>	58
<u>Recommendation of the CTWS Board of Directors</u>	58
<u>CTWS Record Date; Shareholders Entitled to Vote</u>	58
<u>Voting by CTWS s Directors and Executive Officers</u>	59
<u>Quorum</u>	59
<u>Required Vote</u>	59
<u>Failure to Vote; Broker Non-Votes and Abstentions</u>	60
<u>Voting at the Special Meeting In Person</u>	60
<u>Voting at the Special Meeting by Proxy</u>	61
<u>How Proxies are Counted</u>	61
<u>Revocation of Proxies</u>	61
<u>Tabulation of Votes</u>	62
<u>Solicitation of Proxies</u>	62
<u>Adjournments</u>	62
<u>THE MERGER</u>	63
<u>Effects of the Merger</u>	63
<u>Background of the Merger</u>	63
<u>Recent Developments</u>	79
<u>SJW s Reasons for the Merger; Recommendation of the SJW Board of Directors</u>	91
<u>Opinion of SJW s Financial Advisor – Opinion of J.P. Morgan Securities LLC</u>	94
<u>CTWS s Reasons for the Merger; Recommendation of the CTWS Board of Directors</u>	103
<u>Opinion of CTWS s Financial Advisor – Opinion of Wells Fargo Securities, LLC</u>	110
<u>Unaudited Financial Forecasts</u>	116
<u>Certain Financial Projections Utilized by the SJW Board of Directors and SJW s Financial Advisor</u>	116
<u>Certain Financial Projections Utilized by the CTWS Board of Directors and CTWS s Financial Advisor</u>	119
<u>Amendment to Certificate of Incorporation of SJW</u>	122

<u>Amendment to Bylaws of SJW</u>	122
<u>Interests of SJW Directors and Executive Officers in the Merger</u>	122

Table of Contents

<u>Interests of CTWS Directors and Executive Officers in the Merger</u>	124
<u>CTWS Shareholder Advisory Vote On Merger-Related Compensation For CTWS's Named Executive Officers Proposal</u>	130
<u>Board of Directors and Management Following the Merger</u>	134
<u>Treatment of SJW Equity Incentive Awards</u>	135
<u>Treatment of CTWS Restricted Share Units, Deferred Share Units, Performance Share Units and Performance Cash Units</u>	136
<u>Regulatory Clearances Required for the Merger</u>	137
<u>Exchange of Shares in the Merger</u>	138
<u>Dividend Policy</u>	139
<u>Listing of SJW Common Stock; De-Listing and Deregistration of CTWS Stock</u>	140
<u>No Appraisal Rights</u>	140
<u>Litigation Related to the Merger</u>	140
<u>SJW Voting and Support Agreements</u>	141
<u>THE MERGER AGREEMENT</u>	143
<u>Terms of the Merger; Merger Consideration</u>	143
<u>Assumption of CTWS Stock Plans</u>	144
<u>SJW Certificate of Incorporation Amendment</u>	144
<u>Completion of the Merger</u>	144
<u>Exchange of Shares in the Merger</u>	144
<u>Representations and Warranties</u>	145
<u>Conduct of Business Pending the Effective Time</u>	147
<u>Solicitation of Alternative Proposals</u>	150
<u>Changes in Board Recommendations</u>	152
<u>Efforts to Obtain Required Stockholder Votes</u>	153
<u>Efforts to Complete the Merger</u>	153
<u>Governance Matters After the Merger</u>	154
<u>Employee Benefit Matters</u>	156
<u>Treatment of CTWS Equity Awards</u>	156
<u>Other Covenants and Agreements</u>	158
<u>Conditions to Completion of the Merger</u>	159
<u>Termination of the Merger Agreement</u>	160
<u>Expenses and Termination Fees; Liability for Breach</u>	162
<u>Amendments, Extensions and Waivers</u>	165
<u>Parties in Interest</u>	165
<u>Specific Performance</u>	165
<u>MATERIAL U.S. FEDERAL INCOME TAX CONSEQUENCES</u>	166
<u>ACCOUNTING TREATMENT</u>	169
<u>UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION</u>	170
<u>UNAUDITED PRO FORMA CONDENSED COMBINED BALANCE SHEET</u>	171
<u>UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENT OF OPERATIONS</u>	172
<u>NOTES TO UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS</u>	174
<u>COMPARATIVE STOCK PRICE DATA AND DIVIDENDS</u>	182
<u>Stock Prices</u>	182
<u>Dividend</u>	182
<u>SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS OF CTWS</u>	184
<u>Security Ownership of Certain Beneficial Owners and Management</u>	184
<u>DESCRIPTION OF COMBINED SJW CAPITAL STOCK</u>	186

<u>Authorized Capital Stock</u>	186
<u>Description of Combined SJW Common Stock</u>	186
<u>Blank Check Preferred Stock</u>	187

Table of Contents

<u>Anti-takeover Provisions</u>	187
<u>COMPARISON OF RIGHTS OF CTWS SHAREHOLDERS AND COMBINED SJW STOCKHOLDERS</u>	190
<u>NO APPRAISAL RIGHTS</u>	202
<u>LEGAL MATTERS</u>	203
<u>EXPERTS</u>	204
<u>STOCKHOLDER PROPOSALS</u>	205
<u>OTHER MATTERS</u>	206
<u>WHERE YOU CAN FIND MORE INFORMATION</u>	207
<u>Annex A Amended and Restated Agreement and Plan of Merger</u>	
<u>Annex B Opinion of J.P. Morgan Securities LLC</u>	
<u>Annex C Opinion of Wells Fargo Securities LLC</u>	
<u>Annex D Form of SJW Certificate of Incorporation Amendment</u>	
<u>Annex E Voting and Support Agreement (George Edward Moss Trust)</u>	
<u>Annex F Voting and Support Agreement (Roscoe Moss Jr. Trust)</u>	
<u>Annex G Voting and Support Agreement (Robert A. Van Valer)</u>	

Table of Contents

QUESTIONS AND ANSWERS

The following are some questions that you, as a stockholder of SJW Group (SJW) or a shareholder of Connecticut Water Service, Inc. (CTWS), may have regarding the merger and the other matters being considered at the special meetings and the answers to those questions. SJW and CTWS urge you to carefully read the remainder of this joint proxy statement/prospectus because the information in this section does not provide all the information that might be important to you with respect to the merger and the other matters being considered at the special meetings. Additional important information is also contained in the Annexes to, and the documents incorporated by reference into, this joint proxy statement/prospectus.

Q: Why am I receiving this joint proxy statement/prospectus and GREEN proxy card?

A: SJW and CTWS have agreed to a merger of equals strategic business combination pursuant to the terms of the merger agreement that is described in this joint proxy statement/prospectus. A copy of the merger agreement is included in this joint proxy statement/prospectus as Annex A.

In order to complete the merger, among other things:

SJW stockholders must approve the issuance of shares of SJW common stock to CTWS shareholders pursuant to the merger;

SJW stockholders must approve the adoption of the amendment to the SJW certificate of incorporation (the SJW certificate of incorporation amendment); and

CTWS shareholders must approve the merger agreement.

SJW and CTWS will hold separate special meetings of their respective shareholders to obtain these approvals. This joint proxy statement/prospectus, including its Annexes, contains and incorporates by reference important information about SJW, CTWS, the special meetings, the merger agreement and the merger. You should read all the available information carefully and in its entirety.

Q: What will stockholders receive in the merger?

A: *SJW Stockholders:* If the merger is completed, SJW stockholders will not receive any merger consideration and will continue to hold their existing shares of SJW common stock.

CTWS Shareholders: If the merger is completed, holders of CTWS common stock will receive 1.1375 shares of SJW common stock for each share of CTWS common stock they hold immediately prior to the effective time of the merger. CTWS shareholders will not receive any fractional shares of SJW common stock in the merger. Instead, CTWS shareholders will receive cash in lieu of any fractional shares of SJW common stock that CTWS shareholders would otherwise have been entitled to receive.

Q: What is the value of the merger consideration?

A: Because SJW will issue 1.1375 shares of SJW common stock in exchange for each share of CTWS common stock, the market value of the merger consideration that CTWS shareholders will receive will depend on the price per share of SJW common stock at the effective time of the merger. That price will not be known at the time of the CTWS special meeting or the SJW special meeting and may be less or more than the current market price or the market price at the time of the special meetings. We urge you to obtain current market quotations of SJW common stock and CTWS common stock. See also *Comparative Stock Price Data and Dividends* beginning on page 182 of this joint proxy statement/prospectus.

Q: What percentage of the combined company will SJW stockholders and CTWS shareholders, respectively, own following the merger?

A: Upon completion of the merger, SJW stockholders immediately prior to the effective time of the merger will own approximately 60% of the combined company and CTWS shareholders immediately prior to the

Table of Contents

effective time of the merger will own approximately 40% of the combined company, in each case, calculated on a fully diluted basis.

Q: When and where will the special meetings be held?

A: *SJW Stockholders*: The special meeting of SJW stockholders will be held at 110 West Taylor Street, San Jose, California 95110, on [], 2018, at [], local time.

CTWS Shareholders: The special meeting of CTWS shareholders will be held at [], on [], 2018, at [], local time.

If you wish to attend your respective company's special meeting, you must bring photo identification. If you hold your shares through a bank, broker or other nominee, including an employee benefit plan trustee, you must also bring proof of ownership such as the voting instruction form from your broker or other nominee or an account statement.

For information on voting in advance of your respective company's special meeting, see *The SJW Special Meeting* and *The CTWS Special Meeting* beginning, respectively, on page 25 and page 26 of this joint proxy statement/prospectus.

Q: Who is entitled to vote on the proposals?

A: *SJW Stockholders*: The record date for the SJW special meeting is [], 2018. Only holders of record of outstanding shares of SJW common stock as of the close of business on the SJW record date are entitled to notice of, and to vote at, the SJW special meeting or any adjournments or postponements of the SJW special meeting.

CTWS Shareholders: The record date for the CTWS special meeting is [], 2018. Only holders of record of outstanding shares of CTWS common stock as of the close of business on the CTWS record date are entitled to notice of, and to vote at, the CTWS special meeting or any adjournments or postponements of the CTWS special meeting.

Q: What am I being asked to vote on and why is this approval necessary?

A: SJW stockholders are being asked to vote on the following proposals:

(1) to approve the issuance of SJW common stock to CTWS shareholders pursuant to the merger;

(2) to approve the adoption of the SJW certificate of incorporation amendment in connection with the merger, which increases the number of authorized shares of SJW stock to 73 million, including 72 million shares of common stock; and

(3) to approve any motion to adjourn the SJW special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the issuance of shares of SJW common stock to CTWS shareholders pursuant to the merger or the adoption of the SJW certificate of incorporation amendment.

Approval by SJW stockholders of the share issuance proposal and the proposal concerning adoption of the SJW certificate of incorporation amendment is required to complete the merger.

CTWS shareholders are being asked to vote on the following proposals:

- (1) to approve the merger agreement, a copy of which is included as Annex A to this joint proxy statement/prospectus;
- (2) to approve, on a non-binding advisory basis, specific compensatory arrangements between CTWS and its named executive officers relating to the merger; and

Table of Contents

(3) to adjourn the CTWS special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the merger agreement.

Neither SJW nor CTWS anticipates any other proposals being submitted for stockholder action at the SJW special meeting or the CTWS special meeting, respectively. If, however, other matters are properly submitted for stockholder action at the respective special meetings (or at any adjournment or postponement thereof) and you have submitted a proxy, the persons named as proxy holders will be authorized to vote your shares in their discretion with respect to such matters. For more information, see the section entitled "Stockholder Proposals" beginning on page 205 of this joint proxy statement/prospectus.

Approval by CTWS shareholders of the proposal to approve the merger agreement is required to complete the merger. The U.S. Securities and Exchange Commission (the "SEC") has adopted rules that require CTWS to seek an advisory (non-binding) vote on compensation that is tied to or based on completion of the merger and that will or may be paid or provided by CTWS to its named executive officers in connection with the merger.

Q: What vote is required to approve each proposal at the SJW special meeting?

A: The issuance of shares of SJW common stock to CTWS shareholders pursuant to the merger requires the affirmative vote of holders of a majority of the outstanding shares of SJW common stock present in person or represented by proxy at the SJW special meeting and entitled to vote on the proposal. Failures to vote and broker non-votes, which are described below, will have no effect on the proposal, assuming a quorum is present.

Abstentions are treated the same as votes against this proposal.

Adoption of the SJW certificate of incorporation amendment requires the affirmative vote of holders of a majority of the outstanding shares of SJW common stock entitled to vote on the proposal. Failures to vote, broker non-votes and abstentions will have the effect of a vote against this proposal.

Approval of the proposal to adjourn the SJW special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the issuance of shares of SJW common stock to CTWS shareholders pursuant to the merger or the adoption of the SJW certificate of incorporation amendment requires the affirmative vote of holders of a majority of the outstanding shares of SJW common stock present in person or represented by proxy at the SJW special meeting and entitled to vote on the proposal. Failures to vote and broker non-votes will have no effect on the proposal, assuming a quorum is present. Abstentions will have the effect of a vote against this proposal.

Q: Have any SJW stockholders agreed to vote their shares in favor of any of the proposals to be considered at the SJW special meeting?

A: Yes. In connection with the merger agreement, on March 14, 2018, SJW entered into voting and support agreements (collectively, the "SJW voting and support agreements") with certain of its stockholders, pursuant to which, subject to certain conditions, such SJW stockholders have agreed to vote shares controlled by them in favor of the matters to be submitted to SJW stockholders at the SJW special meeting. As of the record date for the SJW special meeting, such parties collectively owned approximately []% of the outstanding shares of SJW common stock. For more information on the merger agreement, see the section entitled "The Merger - SJW Voting

and Support Agreements beginning on page 141 of this joint proxy statement/prospectus.

Q: What vote is required to approve each proposal at the CTWS special meeting?

A: Approval of the merger agreement requires the affirmative vote of holders of two-thirds (66 2/3 %) of the issued and outstanding shares of CTWS common stock entitled to vote thereon. Abstentions, failures to vote and broker non-votes will have the effect of a vote against the proposal, assuming a quorum is present.

Table of Contents

Approval, on a non-binding advisory basis, of specific compensatory arrangements between CTWS and its named executive officers relating to the merger requires that the votes favoring the action cast by the shareholders entitled to vote thereon exceed the votes opposing the action cast by the shareholders entitled to vote thereon. Abstentions, failures to vote and broker non-votes will have no effect on the proposal, assuming a quorum is present. Because the vote regarding these specific merger-related compensatory arrangements between CTWS and its named executive officers is advisory only, it will not be binding on CTWS or, following completion of the merger, the combined company. Accordingly, if the merger is approved and completed, the CTWS named executive officers will be eligible to receive the various merger-related compensation that may become payable in connection with the completion of the merger, subject only to the conditions applicable thereto, regardless of the outcome of the non-binding, advisory vote of CTWS shareholders.

Approval of the proposal to adjourn the CTWS special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the merger agreement requires that the votes favoring the action cast by the shareholders entitled to vote thereon exceed the votes opposing the action cast by the shareholders entitled to vote thereon. Abstentions, failures to vote and broker non-votes will have no effect on the proposal, assuming a quorum is present.

Q: What constitutes a quorum at the special meetings?

A: *SJW Stockholders:* Stockholders who hold shares representing at least a majority of the outstanding shares of common stock entitled to vote at the SJW special meeting must be present in person or represented by proxy to constitute a quorum for the transaction of business at the SJW special meeting. Any adjournment of the special meeting may be made from time to time, if a quorum does not exist, by approval holders of SJW stock representing a majority of the voting power of all shares present in person or represented by proxy at the special meeting, or by the chairman of the special meeting, without further notice other than by an announcement made at the special meeting. In addition, the chairman of the special meeting may adjourn such meeting after the special meeting has been duly organized. At any such adjourned meeting at which a quorum shall be present, any business may be transacted that might have been transacted at the original meeting. No notice of an adjourned meeting need be given unless the adjournment is for more than 30 days or, if after the adjournment, a new record date is fixed for the adjourned meeting, in which case a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

Abstentions will be included in the calculation of the number of shares of SJW common stock represented at the special meeting for purposes of determining whether a quorum has been achieved. However, broker non-votes, which are described below, will not be included.

CTWS Shareholders: Shareholders who hold shares representing at least a majority of the shares of CTWS common stock issued and outstanding as of the close of business on the CTWS record date and entitled to vote at the CTWS special meeting must be present in person or represented by proxy to constitute a quorum for the transaction of business at the CTWS special meeting. If a quorum is not present at such meeting, the shareholders present in person or by proxy may adjourn to such future time as shall be agreed upon by them, and notice of such adjournment shall be given to the shareholders not present or represented at the meeting. Abstentions and broker non-votes will be included in the calculation of the number of shares of CTWS common stock represented at the special meeting for purposes of determining whether a quorum has been achieved.

Table of Contents

Q: How does the SJW board of directors recommend that SJW stockholders vote?

A: The SJW board of directors unanimously approved the merger agreement and determined that the merger agreement and the transactions contemplated thereby, including the merger, are advisable and in the best interests of SJW and its stockholders. The SJW board of directors unanimously recommends that SJW stockholders vote:

- (1) FOR the proposal to approve the issuance of shares of SJW common stock to CTWS shareholders pursuant to the merger;
- (2) FOR the proposal to adopt the SJW certificate of incorporation amendment; and
- (3) FOR the proposal to adjourn the SJW special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the issuance of shares of SJW common stock to CTWS shareholders pursuant to the merger or the adoption of the SJW certificate of incorporation amendment.

Q: How does the CTWS board of directors recommend that CTWS shareholders vote?

A: The CTWS board of directors unanimously (i) determined that the merger agreement and the consummation of the transactions contemplated thereby, including the merger, are in the best interests of CTWS and its shareholders, (ii) declared advisable the merger agreement and the transactions contemplated thereby, including the merger, and (iii) approved and adopted the merger agreement and the transactions contemplated thereby, including the merger. The CTWS board of directors unanimously recommends that CTWS shareholders vote:

- (1) FOR the proposal to approve the merger agreement;
- (2) FOR the proposal to approve, on a non-binding advisory basis, specific compensatory arrangements between CTWS and its named executive officers relating to the merger; and
- (3) FOR the proposal to adjourn the CTWS special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the merger agreement.

Q: How many votes do I have?

A: *SJW Stockholders:* Holders of SJW common stock are entitled to one vote for each share owned as of the close of business on the SJW record date. As of the close of business on the SJW record date, there were [] shares of SJW common stock outstanding and entitled to vote at the SJW special meeting.

CTWS Shareholders: Holders of CTWS common stock are entitled to three votes for each share owned as of the close of business on the CTWS record date. As of the close of business on the CTWS record date, there were [] shares of CTWS common stock outstanding and entitled to vote at the CTWS special meeting.

Q: How do I vote if I am a stockholder of record?

A: If you are a stockholder of record of SJW as of [], 2018, which is referred to as the SJW record date, or a stockholder of record of CTWS as of [], 2018, which is referred to as the CTWS record date, you may submit your proxy before your respective company's special meeting in one of the following ways:

use the toll-free number shown on your GREEN proxy card;

visit the website shown on your GREEN proxy card to vote via the Internet; or

complete, sign, date and return the enclosed GREEN proxy card in the enclosed postage-paid envelope. If you are a stockholder of record, you may also cast your vote in person at your respective company's special meeting.

Table of Contents

If your shares are held in street name, through a broker, trustee or other nominee, that institution will send you separate instructions describing the procedure for voting your shares. Street name stockholders who wish to vote at the meeting will need to obtain a legal proxy form from their broker, trustee or other nominee.

Q: My shares are held in street name by my broker, bank, employee benefit plan trustee or other nominee. How do I vote? Will my broker, bank or other nominee automatically vote my shares for me?

A: No. If your shares are held in the name of a broker, bank, employee benefit plan trustee or other nominee, you are considered the beneficial holder of the shares held for you in what is known as street name. You are not the record holder of such shares. If this is the case, this joint proxy statement/prospectus has been forwarded to you by your broker, bank, employee benefit plan trustee or other nominee. As the beneficial holder, unless your broker, bank, employee benefit plan trustee or other nominee has discretionary authority over your shares, you generally have the right to direct your broker, bank, employee benefit plan trustee or other nominee as to how to vote your shares. If you do not provide voting instructions, your shares will not be voted on any proposal, as your broker, bank, employee benefit plan trustee or other nominee will not have discretionary voting authority with respect to any of the proposals described in this joint proxy statement/prospectus. This is often called a broker non-vote.

In connection with the SJW special meeting:

Broker non-votes, if any, will have no effect on the proposal to approve the issuance of shares of SJW common stock to CTWS shareholders pursuant to the merger (assuming a quorum is present);

Broker non-votes, if any, will have the same effect as a vote against the proposal to adopt the SJW certificate of incorporation amendment (assuming a quorum is present); and

Broker non-votes, if any, will have no effect on the proposal to approve any motion to adjourn the SJW special meeting, if necessary or appropriate, to solicit additional proxies (assuming a quorum is present).

In connection with the CTWS special meeting:

Broker non-votes, if any, will have the same effect as a vote against the proposal to approve the merger agreement (assuming a quorum is present); and

Broker non-votes, if any, will have no effect on the non-binding, advisory, CTWS merger-related compensation proposal or the proposal to adjourn the CTWS special meeting, if necessary or appropriate, to solicit additional proxies (in each case assuming a quorum is present).

You should therefore provide your broker, bank, employee benefit plan trustee or other nominee with instructions as to how to vote your shares of SJW common stock or CTWS common stock.

Please follow the voting instructions provided by your broker, bank or other nominee so that it may vote your shares on your behalf. Please note that you may not vote shares held in street name by returning a proxy card directly to SJW or CTWS or by voting in person at your special meeting unless you first obtain a proxy from your broker, bank or other nominee.

Q: What will happen if I abstain from voting or I fail to vote?

A: For purposes of each of the SJW special meeting and the CTWS special meeting, an abstention occurs when a respective shareholder attends the applicable special meeting in person and does not vote or returns a proxy with an abstain vote and a failure to vote occurs when a holder of SJW common stock or CTWS common stock fails to vote in person or by proxy and fails to instruct his or her bank, broker, trust or other nominee to vote shares beneficially owned by such holder.

Table of Contents

SJW

SJW share issuance proposal: If an SJW stockholder present in person at the SJW special meeting abstains from voting, or responds by proxy with an abstain vote, it will have the same effect as a vote against the proposal to approve the issuance of shares of SJW common stock to CTWS shareholders pursuant to the merger. If an SJW stockholder is not present in person at the SJW special meeting and does not respond by proxy, it will have no effect on the vote count for this proposal (assuming a quorum is present).

SJW certificate of incorporation amendment proposal: An abstention or failure to vote will have the same effect as a vote against the proposal to approve the adoption of the SJW certificate of incorporation amendment (assuming a quorum is present).

SJW adjournment of special meeting proposal: If an SJW stockholder present in person at the SJW special meeting abstains from voting, or responds by proxy with an abstain vote, it will have the same effect as a vote against the motion to adjourn the SJW special meeting, if necessary or appropriate, to solicit additional proxies. If an SJW stockholder is not present in person at the SJW special meeting and does not respond by proxy, it will have no effect on the vote count for such proposal to approve any motion to adjourn the SJW special meeting (assuming a quorum is present).

CTWS

Merger agreement proposal: If a CTWS shareholder present in person at the CTWS special meeting abstains from voting, or responds by proxy with an abstain vote, it will have the same effect as a vote against the proposal to approve the merger agreement, assuming a quorum is present. If a CTWS shareholder is not present in person at the CTWS special meeting and does not respond by proxy, it will also have the same effect as a vote against the proposal to approve the merger agreement (assuming a quorum is present).

Non-binding, advisory, CTWS merger-related compensation proposal: If a CTWS shareholder present in person at the CTWS special meeting abstains from voting, or responds by proxy with an abstain vote, it will have no effect on the non-binding, advisory, CTWS merger-related compensation proposal, assuming a quorum is present. If a CTWS shareholder is not present in person at the CTWS special meeting and does not respond by proxy, it will also have no effect on the vote count for this proposal (assuming a quorum is present).

CTWS adjournment of special meeting proposal: If a CTWS shareholder present in person at the CTWS special meeting abstains from voting, or responds by proxy with an abstain vote, it will have no effect on the proposal to adjourn the CTWS special meeting, if necessary or appropriate, to solicit additional proxies, assuming a quorum is present. If a CTWS shareholder is not present in person at the CTWS special meeting and does not respond by proxy, it will also have no effect on the vote count for such proposal to adjourn the CTWS special meeting (assuming a quorum is present).

Q: What will happen if I return my GREEN proxy card without indicating how to vote?

A: *SJW Stockholders:* If you properly complete and sign your GREEN proxy card but do not indicate how your shares of SJW common stock should be voted on a matter, the shares of SJW common stock represented by your proxy will be voted as the SJW board of directors recommends and, therefore, FOR the proposal to approve the issuance of shares of SJW common stock to CTWS shareholders pursuant to the merger, FOR the proposal to adopt the SJW certificate of incorporation amendment and FOR the proposal to approve any motion to adjourn the SJW special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the issuance of shares of SJW common stock to CTWS shareholders pursuant to the merger or the adoption of the SJW certificate of incorporation amendment (assuming a quorum is present).

CTWS Shareholders: If you properly complete and sign your GREEN proxy card but do not indicate how your shares of CTWS common stock should be voted on a matter, the shares of CTWS common stock

Table of Contents

represented by your proxy will be voted as the CTWS board of directors recommends and, therefore, **FOR** the proposal to approve the merger agreement, **FOR** the proposal to approve, on a non-binding advisory basis, specific compensatory arrangements between CTWS and its named executive officers relating to the merger and **FOR** the proposal to adjourn the CTWS special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the merger agreement, assuming a quorum is present.

Q: I am a CTWS shareholder and I received a blue card. Should I sign and mail it?

A: No.

We urge you to discard any blue proxy cards and disregard any related solicitation materials sent to you by Eversource Energy (Eversource), which is soliciting proxies in opposition to the merger. If you previously submitted a blue proxy card, we urge you to cast your vote as instructed on your GREEN proxy card, which will revoke any earlier dated proxy card that you submitted, including any blue proxy card. Only the latest dated proxy card you submit will be counted. If you have any questions or need assistance, please call Morrow Sodali LLC, CTWS's proxy solicitor, toll-free at (800) 662-5200.

Q: I am an SJW stockholder and I received a white card. Should I sign and mail it?

A: No.

We urge you to discard any white proxy cards and disregard any related solicitation materials sent to you by California Water Service Group (Cal Water), which is soliciting proxies in opposition to the merger. If you previously submitted a white proxy card, we urge you to cast your vote as instructed on your GREEN proxy card, which will revoke any earlier dated proxy card that you submitted, including any white proxy card. Only the latest dated proxy card you submit will be counted. If you have any questions or need assistance, please call Georgeson LLC (Georgeson), SJW's proxy solicitor, toll-free at (866) 357-4029.

Q: Can I change my vote or revoke my proxy after I have returned a proxy or voting instruction card?

A: Yes.

If you are a holder of record of either SJW or CTWS shares: If you are a holder of record of either SJW common stock or CTWS common stock, as applicable, you can change your vote or revoke your proxy at any time before your proxy is voted at your respective special meeting. You can do this in one of three ways:

timely delivering a signed written notice of revocation to the Corporate Secretary of SJW or the Secretary of CTWS, as applicable;

timely delivering a new, valid proxy for SJW or CTWS, as applicable, bearing a later date by submitting instructions through the Internet, by telephone or by mail as described on the applicable proxy card; or

attending your special meeting and voting in person, which will automatically cancel any proxy previously given, or you can revoke your proxy in person. Simply attending the SJW special meeting or the CTWS special meeting without voting will not revoke any proxy that you have previously given or change your vote.

If you choose either of the first two methods, your notice of revocation or your new proxy must be received by SJW or CTWS, as applicable, no later than the beginning of the applicable special meeting. If you have submitted a proxy for your shares by telephone or via the Internet, you may revoke your prior telephone or Internet proxy by any manner described above. Only your last submitted proxy card will be considered. Please cast your vote FOR the proposals, following the instructions on your GREEN proxy card, as promptly as possible. You do not need to contact SJW or CTWS to revoke any previously granted proxy you may have given.

Table of Contents

If you hold shares of either SJW or CTWS in street name : If your shares are held in street name , you must contact your broker, bank or other nominee to change your vote.

Q: What are the material U.S. federal income tax consequences of the merger to U.S. holders of CTWS common stock?

A: Assuming that the merger is completed as currently contemplated, SJW and CTWS intend for the merger to qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the Code). It is a condition to the obligation of SJW to complete the merger that SJW receive the written opinion of Skadden, Arps, Slate, Meagher & Flom LLP (or such other nationally recognized tax counsel reasonably satisfactory to CTWS), dated as of the closing date, to the effect that the merger will qualify as a reorganization within the meaning of Section 368(a) of the Code, and it is a condition to the obligation of CTWS to complete the merger that CTWS receive the written opinion of Sullivan & Cromwell LLP (or such other nationally recognized tax counsel reasonably satisfactory to SJW), dated as of the closing date, to the effect that the merger will qualify as a reorganization within the meaning of Section 368(a) of the Code. Provided that the merger qualifies as a reorganization within the meaning of Section 368(a) of the Code, a U.S. holder (as defined under Material U.S. Federal Income Tax Consequences) of CTWS common stock will not recognize any gain or loss for U.S. federal income tax purposes upon the exchange of CTWS common stock for shares of SJW common stock in the merger (other than gain or loss with respect to any cash received in lieu of a fractional share of SJW common stock).

The particular consequences of the merger to each CTWS shareholder depend on such shareholder's particular facts and circumstances. CTWS shareholders should consult their tax advisors to understand fully the consequences to them of the merger given their specific circumstances. For more information, see the section entitled Material U.S. Federal Income Tax Consequences beginning on page 166 of this joint proxy statement/prospectus.

Q: When do you expect the merger to be completed?

A: SJW and CTWS are working to complete the merger as soon as practicable and expect the closing of the merger to occur during the fourth quarter of 2018. However, the merger is subject to various regulatory clearances and the satisfaction or waiver of other conditions, and it is possible that factors outside the control of SJW and CTWS could result in the merger being completed at an earlier time, at a later time or not at all. There may be a substantial amount of time between the SJW and CTWS special meetings and the completion of the merger.

Q: Do I need to do anything with my shares of common stock other than voting for the proposals at the special meeting?

A: *SJW Stockholders:* If you are an SJW stockholder, after the merger is completed, you are not required to take any action with respect to your shares of SJW common stock.

CTWS Shareholders: If you are a CTWS shareholder, after the merger is completed, each share of CTWS common stock you hold will be converted automatically into the right to receive 1.1375 shares of SJW common stock together

with cash in lieu of any fractional shares, as applicable. You will receive instructions at that time regarding exchanging your shares of CTWS common stock for shares of SJW common stock. You do not need to take any action at this time. **Please do not send your CTWS share certificates with your GREEN proxy card.**

Q: Are stockholders entitled to appraisal rights?

A: No. Under Delaware and Connecticut laws, neither SJW stockholders nor CTWS shareholders will be entitled to exercise any appraisal rights in connection with the merger or the other transactions contemplated by the merger agreement.

Table of Contents

Q: What happens if I sell my shares of CTWS common stock before the CTWS special meeting?

A: The CTWS record date is earlier than the date of the CTWS special meeting and the date that the merger is expected to be completed. If you transfer your CTWS shares after the CTWS record date but before the CTWS special meeting, you will retain your right to vote at the CTWS special meeting, but will have transferred the right to receive the merger consideration in the merger. In order to receive the merger consideration, you must hold your shares through the effective date of the merger.

Q: What happens if I sell my shares of SJW common stock before the SJW special meeting?

A: The record date for the SJW special meeting is earlier than the date of the SJW special meeting. If you transfer your SJW shares after the SJW record date but before the SJW special meeting, you will retain your right to vote at the SJW special meeting.

Q: What if I hold shares in both SJW and CTWS?

A: If you are a stockholder of both SJW and CTWS, you will receive two separate packages of proxy materials. A vote cast as an SJW stockholder will not count as a vote cast as a CTWS shareholder, and a vote cast as a CTWS shareholder will not count as a vote cast as an SJW stockholder. Therefore, please submit separate proxies for each of your SJW and CTWS shares.

Q: Why did the CTWS board of directors decide to reject the Eversource proposal?

A: On April 5, 2018, CTWS received an unsolicited written proposal from Eversource regarding the acquisition by Eversource of all of the outstanding shares of CTWS common stock for \$63.50 per share in cash and/or Eversource common stock at the election of CTWS shareholders. In accordance with the terms of the merger agreement, the independent directors of CTWS, in consultation with CTWS's legal and financial advisors, carefully reviewed Eversource's unsolicited acquisition proposal and, on April 19, 2018, unanimously concluded that it is not a superior proposal or reasonably likely to lead to a superior proposal as defined by the merger agreement. On May 31, 2018, the CTWS board of directors reaffirmed that it does not believe that Eversource's April 5 proposal is a superior proposal to the merger agreement and unanimously determined that it would not agree to a transaction with Eversource on the terms currently proposed, regardless of the outcome of the proposed merger with SJW, because the CTWS board of directors believes that the Eversource's April 5 proposal substantially undervalues CTWS.

Please see the sections of this joint proxy statement/prospectus titled "The Merger," "Background of the Merger," and "The Merger – CTWS's Reasons for the Merger; Recommendation of the CTWS Board of Directors," beginning on pages 63 and 103, respectively, for more information on Eversource's unsolicited written proposal and an explanation of the reasons taken into account by the independent directors of CTWS in connection with its conclusion that such proposal is not a superior proposal or reasonably likely to lead to a superior proposal as defined by the merger agreement.

Q: Why did the SJW board of directors decide to reject the California Water Service Group tender offer?

A: The SJW board of directors considered in detail the price and non-price terms of Cal Water's unsolicited tender offer to acquire all outstanding shares of SJW for \$68.25 per share in cash (the Cal Water tender offer) and concluded the Cal Water tender offer was not superior to the planned merger of equals with CTWS and was not in the best interests of SJW stockholders. The SJW board of directors concluded, acting in good faith with a view to the best interests of SJW stockholders and in consultation with SJW's management and legal and financial advisors, that the Cal Water tender offer:

significantly undervalued SJW's long-term prospects, particularly in light of the opportunity to share in the benefits expected from being stockholders of the combined company with CTWS (please see "The Merger - SJW's Reasons for the Merger; Recommendation of the SJW Board of Directors");

Table of Contents

would require the merger agreement be terminated, and thus the planned merger of equals with CTWS and its anticipated benefits to SJW stockholders be abandoned;

would eliminate SJW stockholders' ability to participate in a potential sale of SJW or the combined company at a later date from a stronger position, or of SJW following a full process if and when the SJW board of directors determined to pursue a potential sale of SJW; and

involved high execution risks including:

a significant risk that Cal Water's proposed transaction would not close in a reasonable period of time, if at all, due to the potentially protracted regulatory review, which could be as long as 18 months;

the risks presented by the uncommitted nature of Cal Water's sources of financing and the substantial amount of financing that the proposed all-cash transaction would require, such as the risks identified by S&P Global RatingsDirect on June 12, 2018 in reports downgrading its outlook of San Jose Water Company due to the possibility that SJW's previously agreed-upon merger agreement with CTWS may not close as expected, resulting in high event risk, including the potential that SJW could be acquired by Cal Water in a manner that results in greater use of leverage (terms conformed) and of California Water Service Company due to increased event risk associated with a potential for Cal Water's financial measures to weaken further in light of the announced cash tender offer (terms conformed); and

the significant conditions placed on the Cal Water tender offer, subjecting it to significant contingencies, including approval by the California Public Utilities Commission.

Please see the section of this joint proxy statement/prospectus titled "The Merger - Recent Developments" for more information.

Q: Has the merger agreement entered into on March 14, 2018 been amended?

A: Yes. On May 30, 2018, SJW, Merger Sub and CTWS entered into an amended and restated merger agreement providing CTWS with a 45-day period (the "go-shop period"), which will conclude at 11:59 p.m. Eastern time on July 14, 2018, during which CTWS has the right to solicit takeover proposals from third parties (which may include proposals for an alternative merger, acquisition or other strategic transaction), engage in discussions regarding such proposals, furnish certain information (including non-public information) in connection with such proposals, and otherwise cooperate with efforts to make such proposals. The amended and restated merger agreement also permits CTWS to continue discussions with any party who submits a takeover proposal by the end of the go-shop period if the CTWS board of directors determines in good faith, after consultation with its outside counsel and financial advisor, that the proposal constitutes or is reasonably likely to lead to a proposal superior to the merger, until the earlier of (i) a withdrawal of the proposal, (ii) a determination in good faith by the CTWS board of directors, after consultation with its outside counsel and financial advisor, that the proposal

no longer constitutes or is reasonably likely to lead to a superior proposal and (iii) 11:59 p.m. Eastern time on the 30th day following the end of the go-shop period. Before CTWS is entitled to change its recommendation in order to accept a superior proposal, SJW has the right, over a period of five business days (which was extended in the amended and restated merger agreement from 96 hours in the merger agreement as entered into on March 14, 2018), to propose changes to the terms of the merger agreement and, if requested by SJW, CTWS is required to engage with SJW in good faith negotiations regarding any changes to the terms of the amended and restated merger agreement proposed by SJW. If any amendment is made to the financial terms or any other material terms of the superior proposal which forms the basis of the intention of the CTWS board of directors to change its recommendation, SJW has the right to propose changes and negotiate with CTWS for an additional three business days (which was extended in the amended and restated merger agreement from 72 hours in the merger agreement as entered into on March 14, 2018).

Table of Contents

The amended and restated merger agreement also provides for an extension to 15 months (from 12 months in the merger agreement as entered into on March 14, 2018) of the time period for the cash termination fee in the amount of \$28.1 million that CTWS will be required to pay to SJW if each of the following three events occurs: (i) an alternative proposal is made to CTWS or becomes publicly known, or an intention to make such a proposal is publicly announced and not publicly withdrawn, after the date of the merger agreement as entered into on March 14, 2018 and prior to the CTWS shareholders meeting, (ii) the merger agreement is thereafter terminated by (A) either SJW or CTWS because the merger has not closed by March 14, 2019 (if the CTWS shareholders meeting has not been held) or the CTWS shareholders fail to approve the merger, or (B) SJW because CTWS materially breaches the merger agreement; and (iii) within 15 months of such termination of the merger agreement, CTWS enters into a definitive agreement to consummate or consummates an alternative proposal.

Please see the section of this joint proxy statement/prospectus titled "The Merger Agreement Solicitation of Alternative Proposals" for more information.

Q: If CTWS shareholders do not approve the merger agreement at the CTWS special meeting, does that mean that CTWS shareholders are instead voting to approve the Eversource April 5 proposal or a proposal that CTWS receives during the go-shop period?

A: No. The proposals that CTWS shareholders are being asked to vote on at the CTWS special meeting are specific to the planned merger of equals with SJW.

Q: If SJW stockholders do not approve the share issuance proposal and the proposal concerning adoption of the SJW certificate of incorporation amendment at the SJW special meeting, does that mean that SJW stockholders are instead voting to approve a transaction with Cal Water?

A: No. The proposals that SJW stockholders are being asked to vote on at the SJW special meeting are specific to the planned merger of equals with CTWS.

Q: Has there been any other changes to the merger agreement?

A: No. Other than as set forth in the amended and restated merger agreement entered into by SJW, Merger Sub and CTWS on May 30, 2018, the terms and conditions of the merger agreement have not changed since March 14, 2018. A copy of the merger agreement, as amended and restated on May 30, 2018, is included as Annex A to this joint proxy statement/prospectus.

Q: Who can help answer my questions?

A: SJW stockholders or CTWS shareholders who have questions about the merger, the other matters to be voted on at the special meetings, or how to submit a proxy or desire additional copies of this joint proxy

statement/prospectus or additional GREEN proxy cards should contact:

If you are an SJW stockholder:

Georgeson LLC

1290 Avenue of the Americas, 9th Floor

New York, New York 10104

Stockholders, Banks and Brokers May Call Toll-Free: (866)
357-4029

If you are a CTWS shareholder:

Morrow Sodali LLC

470 West Avenue

Stamford, Connecticut 06902

Shareholders May Call Toll-Free: (800) 662-5200
Banks and Brokers May Call: (203) 658-9400

Table of Contents

SUMMARY

*This summary highlights selected information contained in this joint proxy statement/prospectus and does not contain all the information that may be important to you with respect to the merger and the other matters being considered at the SJW special meeting and CTWS special meeting. SJW and CTWS urge you to read carefully this joint proxy statement/prospectus in its entirety, including the attached Annexes, and the other documents to which we have referred you. See also the section entitled *Where You Can Find More Information* beginning on page 207 of this joint proxy statement/prospectus. We have included page references in this summary to direct you to a more complete description of the topics presented below.*

The Companies

SJW Group (see page 50)

SJW was incorporated in California as SJW Corp on February 8, 1985. On November 15, 2016, SJW Corp. changed its state of incorporation to the state of Delaware and changed its name to SJW Group. SJW is a holding company that conducts its business in the United States through three wholly owned subsidiaries, namely, San Jose Water Company, SJWTX, Inc., doing business as Canyon Lake Water Service Company, and SJW Land Company. San Jose Water Company and Canyon Lake Water Service Company are public utilities regulated by the California Public Utilities Commission (the CPUC) and Public Utilities Commission of Texas, respectively, and operate within a service area approved by the regulators.

San Jose Water Company is a public utility that provides water service to approximately 230,000 connections serving a population of approximately one million people in an area comprising approximately 139 square miles in the metropolitan San Jose, California area. SJWTX, Inc. is another public utility that provides water service to approximately 14,000 connections serving approximately 42,000 people in an area comprising more than 244 square miles in western Comal County and southern Blanco County in the growing region between San Antonio and Austin, Texas. In addition, SJWTX, Inc. has a 25% interest in Acequia Water Supply Corporation, which has been consolidated with SJWTX, Inc. within the scope of Financial Accounting Standards Board Accounting Standard Codification (ASC) Topic 810, Consolidation. The principal business of these water utility services consists of the production, purchase, storage, purification, distribution, wholesale, and retail sale of water. San Jose Water Company also provides non-tariffed services under agreements with municipalities and other utilities. These non-tariffed services include water system operations, maintenance agreements and antenna site leases.

SJW Land Company owns an undeveloped real estate property, commercial and warehouse properties in Tennessee. SJW Land Company also has a 70% limited partnership interest in 444 West Santa Clara Street, L.P., which sold all of its interests in the commercial building and land the partnership owned and operated on April 6, 2017.

SJW s common stock is traded on the New York Stock Exchange (the NYSE) under the symbol SJW. The principal executive offices of SJW are located on 110 West Taylor Street, San Jose, California 95110. Its telephone number is (408) 279-7800, and its Internet address is www.sjwgroup.com.

Connecticut Water Service, Inc. (see page 50)

CTWS was incorporated in 1974, with The Connecticut Water Company as its largest subsidiary, which was organized in 1956. CTWS is a non-operating holding company, whose income is derived from the earnings of its six wholly owned subsidiary companies. In 2017, approximately 95% of the company s net income was

Table of Contents

attributable to water operations carried out within its four regulated water companies, The Connecticut Water Company, The Heritage Village Water Company, The Avon Water Company and The Maine Water Company. The Connecticut Water Company, The Heritage Village Water Company and The Avon Water Company are regulated by the Connecticut Public Utilities Regulatory Authority (the PURA) and The Maine Water Company is regulated by the Maine Public Utilities Commission (the MPUC). These regulated companies supplied water to 135,000 connections serving approximately 450,000 people in 80 municipalities in Connecticut and Maine and wastewater to more than 3,000 connections serving approximately 10,000 people in Southbury, Connecticut. They are subject to state regulation regarding financial issues, rates, service and operating issues, and to various other state and federal regulatory agencies concerning water quality and environmental standards.

In addition to its regulated companies, CTWS owns two active unregulated companies. In 2017, these unregulated companies, together with real estate transactions within The Connecticut Water Company, contributed the remaining 5% of CTWS 's net income through real estate transactions as well as services and rentals. The two active unregulated companies are Chester Realty, Inc., a real estate company in Connecticut, and New England Water Utility Services, Inc., which provides contract water and sewer operations and other water related services.

CTWS 's common stock is traded on the NASDAQ Global Select Market (the NASDAQ) under the symbol CTWS. The principal executive offices of CTWS are located on 93 West Main Street, Clinton, Connecticut 06413. Its telephone number is (860) 669-8636, and its Internet address is www.ctwater.com.

Hydro Sub, Inc. (see page 51)

Hydro Sub, Inc., a wholly owned subsidiary of SJW (Merger Sub), is a Connecticut corporation that was formed on March 9, 2018 for the sole purpose of effecting the merger. In the merger, Merger Sub will be merged with and into CTWS, with CTWS surviving as a wholly owned subsidiary of SJW.

The Merger

A copy of the merger agreement is included as Annex A to this joint proxy statement/prospectus. SJW and CTWS encourage you to read the entire merger agreement carefully because it is the principal document governing the merger. For more information on the merger agreement, see the section entitled The Merger Agreement beginning on page 143 of this joint proxy statement/prospectus.

Terms of the Merger (see page 143)

Subject to the terms and conditions of the merger agreement, at the effective time of the merger, Merger Sub will be merged with and into CTWS. CTWS will survive the merger as a wholly owned subsidiary of SJW. Upon completion of the merger, SJW and CTWS, and their respective subsidiaries, will operate as a combined company initially under the name SJW Group , which name will be changed within two years following the merger to a new name representing the combined company.

Merger Consideration (see page 143)

CTWS shareholders will have the right to receive 1.1375 shares of SJW common stock for each share of CTWS common stock that is issued and outstanding immediately prior to the effective time of the merger (the exchange ratio). This exchange ratio will not be adjusted for changes in the market price of either SJW common stock or CTWS common stock between the date of signing of the merger agreement and completion of the merger. As a result, the implied value of the consideration to CTWS shareholders will fluctuate between the date of this joint proxy

statement/prospectus and the effective date of the merger. No fractional shares of SJW common stock will be issued in connection with the merger. Each CTWS shareholder that otherwise would have

Table of Contents

been entitled to receive a fraction of a share of SJW common stock will be entitled to receive cash in lieu of the fractional share. SJW stockholders will continue to own their existing shares, which ownership will not be affected by the merger.

Assumption of CTWS Stock Plans

At the effective time of the merger, SJW will assume the CTWS 2014 Performance Stock Program, the CTWS 2004 Performance Stock Program and the CTWS 1994 Performance Stock Program, as amended and restated in 2002 (the CTWS 1994 Performance Stock Program), as well as outstanding equity awards as described on page 184. Following the effective time of the merger, SJW may grant equity awards to certain employees covering SJW common stock to the extent permitted by applicable NYSE rules, using the share reserve available under the assumed CTWS 2014 performance stock program immediately prior to the effective time of the merger as converted into SJW common stock based on the exchange ratio. In addition, to the extent permitted by applicable NYSE rules, dividend equivalents credited to assumed CTWS awards may be issued from the reserve available under the assumed stock plan from which the awards were granted. As of May 25, 2018, 368,032, 259,712 and 218,105 shares of CTWS common stock were available for issuance under the 2014 Performance Stock Program, the CTWS 2004 Stock Program and the CTWS 1994 Performance Stock Program, respectively.

Recommendation of the SJW Board of Directors (see page 91)

After careful consideration, the SJW board of directors unanimously approved the merger agreement and determined that the merger agreement and the transactions contemplated thereby, including the merger, are advisable and in the best interests of SJW and its stockholders. For more information regarding the factors considered by the SJW board of directors in reaching its decision to approve the merger agreement, to authorize the issuance of shares of SJW common stock to CTWS shareholders pursuant to the merger and to approve the SJW certificate of incorporation amendment, see the section entitled The Merger SJW s Reasons for the Merger; Recommendation of the SJW Board of Directors.

The SJW board of directors unanimously recommends that SJW stockholders vote FOR the proposal to approve the issuance of shares of SJW common stock to CTWS shareholders pursuant to the merger, FOR the proposal to adopt the SJW certificate of incorporation amendment and FOR the proposal to adjourn the SJW special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the issuance of shares of SJW common stock to CTWS shareholders pursuant to the merger or the adoption of the SJW certificate of incorporation amendment.

Recommendation of the CTWS Board of Directors (see page 103)

After careful consideration, the CTWS board of directors unanimously (i) determined that the merger agreement and the consummation of the transactions contemplated thereby, including the merger, are in the best interests of CTWS and its shareholders, (ii) declared advisable the merger agreement and the transactions contemplated thereby, including the merger, and (iii) approved and adopted the merger agreement and the transactions contemplated thereby, including the merger. For more information regarding the factors considered by the CTWS board of directors in reaching its decision to approve and adopt the merger agreement and the transactions contemplated thereby, including the merger, see the section entitled The Merger CTWS s Reasons for the Merger; Recommendation of the CTWS Board of Directors.

The CTWS board of directors unanimously recommends that CTWS shareholders vote FOR the proposal to approve the merger agreement, FOR the proposal to approve, on a non-binding advisory basis, specific

Table of Contents

compensatory arrangements between CTWS and its named executive officers relating to the merger and FOR the proposal to adjourn the CTWS special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the merger agreement.

Opinion of SJW's Financial Advisor (see page 94)

In connection with its consideration of the merger, the SJW board of directors received an oral opinion on March 14, 2018 from SJW's financial advisor, J.P. Morgan Securities LLC (J.P. Morgan), subsequently confirmed by delivery of a written opinion on the same day, to the effect that, as of such date and based upon and subject to the factors, assumptions, limitations and qualifications set forth in its opinion, the exchange ratio in the merger was fair, from a financial point of view, to SJW. The full text of J.P. Morgan's written opinion, dated March 14, 2018, which sets forth, among other things, the assumptions made, matters considered and limitations and qualifications on the review undertaken by J.P. Morgan in connection with rendering its opinion, is attached as Annex B to this joint proxy statement/prospectus and is incorporated herein by reference. SJW stockholders are urged to read J.P. Morgan's written opinion and the description beginning on page 94 carefully and in their entirety. J.P. Morgan's opinion was addressed to the SJW board of directors (in its capacity as such) in connection with and for the purposes of its evaluation of the merger, was directed only to the fairness to SJW, from a financial point of view, of the exchange ratio in the merger and does not address any other matter. J.P. Morgan's opinion expressed no opinion as to the fairness of the exchange ratio to any class of securities, creditors or other constituencies of SJW or CTWS or SJW's or CTWS's underlying decision to effect the merger. J.P. Morgan's opinion does not constitute a recommendation to any stockholder of SJW or CTWS as to how such stockholder should vote with respect to the merger or any other matter.

For a description of the opinion that the SJW board of directors received from J.P. Morgan, see the section entitled Opinion of SJW's Financial Advisor Opinion of J.P. Morgan Securities LLC beginning on page 94 of this joint proxy statement/prospectus.

Opinion of CTWS's Financial Advisor (see page 110)

CTWS retained Wells Fargo Securities, LLC (Wells Fargo Securities) as the financial advisor to the CTWS board of directors in connection with a review of potential strategic alternatives, including a potential transaction with SJW. At the meeting of the CTWS board of directors on March 14, 2018, Wells Fargo Securities rendered its oral opinion to the CTWS board of directors that, as of such date and based upon and subject to the assumptions made, procedures followed, matters considered and limitations and qualifications on the review undertaken by Wells Fargo Securities in preparing its opinion, the exchange ratio in the proposed merger was fair, from a financial point of view, to the holders of CTWS common stock, other than the excluded shares. Wells Fargo Securities subsequently confirmed this oral opinion by delivering its written opinion to the CTWS board of directors, dated March 14, 2018. For purposes of Wells Fargo Securities' opinion, the term excluded shares means any shares of CTWS common stock owned by CTWS, SJW, Merger Sub or any of their respective subsidiaries (in each case, other than shares of CTWS common stock held on behalf of third parties).

The full text of the written opinion of Wells Fargo Securities dated March 14, 2018, which sets forth the assumptions made, procedures followed, matters considered and limitations and qualifications on the review undertaken by Wells Fargo Securities in preparing its opinion, is attached as Annex C to this joint proxy statement/prospectus and is incorporated herein by reference. CTWS shareholders are urged to read the opinion in its entirety. Wells Fargo Securities' written opinion was addressed to the CTWS board of directors (in its capacity as such) in connection with and for the purposes of its evaluation of the proposed merger, was directed only to the fairness, from a financial point of view, to the holders of CTWS common stock, other than the excluded shares, of the exchange ratio in the proposed merger and did not address any other aspect of the

proposed merger. The opinion does not constitute a recommendation to

Table of Contents

any CTWS shareholder as to how such shareholder should vote with respect to the proposed merger or any other matter. For a description of the opinion that the CTWS board of directors received from Wells Fargo Securities, see the section entitled **Opinion of CTWS's Financial Advisor - Opinion of Wells Fargo Securities, LLC** beginning on page 110 of this joint proxy statement/prospectus.

Interests of SJW Directors and Executive Officers in the Merger (see page 122)

Executive officers of SJW and members of the SJW board of directors have certain interests in the merger that may be different from, or in addition to, the interests of SJW stockholders generally. These interests are described, and certain of them are quantified, in the section entitled **Interests of SJW Directors and Executive Officers in the Merger** beginning on page 122 of this joint proxy statement/prospectus.

Moreover, as detailed below under **Board of Directors and Management Following the Merger** beginning on page 134 and **Governance Matters After the Merger** beginning on page 154 of this joint proxy statement/prospectus, certain of SJW's executive officers and members of the SJW board of directors will continue to serve as officers and/or directors of the combined company upon completion of the merger. Specifically, Eric W. Thornburg will serve as the chairman, chief executive officer and president of the combined company, as described in further detail below under **Board of Directors and Management Following the Merger** beginning on page 134 of this joint proxy statement/prospectus. Mr. Thornburg, who was the chairman, chief executive officer and president of CTWS until September 28, 2017 and an employee of CTWS until October 15, 2017, continues to hold 25,749 shares of CTWS common stock and 126,662 CTWS DSUs (as defined below in the summary of the section entitled **Treatment of CTWS Restricted Share Units, Deferred Share Units, Performance Share Units and Performance Cash Units** beginning on page 19 of this joint proxy statement/prospectus which will be settled in shares of CTWS common stock on June 15, 2018, subject to the terms of the CTWS 2014 Performance Stock Program) as of May 25, 2018.

The SJW board of directors was aware of these interests and considered them, among other matters, in approving the merger agreement and the transactions contemplated by the merger agreement and in recommending that you vote **FOR** the proposal to issue shares of SJW common stock to CTWS shareholders pursuant to the merger and **FOR** the proposal to adopt the SJW certificate of incorporation amendment.

In addition, as of May 25, 2018, James P. Lynch, the chief financial officer and treasurer of SJW and Walter J. Bishop, a non-employee director of SJW, held a de minimus number of shares of CTWS common stock. For additional information, see the section entitled **Interests of SJW Directors and Executive Officers in the Merger**.

Interests of CTWS Directors and Executive Officers in the Merger (see page 124)

Executive officers of CTWS and members of the CTWS board of directors have interests in the merger that may be different from, or in addition to, the interests of CTWS shareholders generally. These interests include, for example, the continued employment of certain executive officers of CTWS by the combined company or its subsidiaries, the continued service of certain members of the CTWS board of directors on the board of directors of the combined company and its subsidiaries, severance benefits of executive officers under employment agreements and other arrangements payable upon certain qualifying terminations of employment, benefits pursuant to equity awards held by executive officers and directors and the fact that Mr. Thornburg, who was the chairman, chief executive officer and president of CTWS until September 28, 2017 and an employee of CTWS until October 15, 2017, continues to hold 25,749 shares of CTWS common stock and 126,662 CTWS DSUs (which will be settled in shares of CTWS common stock on June 15, 2018, subject to the terms of the CTWS 2014 Performance Stock Program), as of May 25, 2018. These interests are described and quantified in further detail below in the sections entitled **Board of Directors and Management Following the Merger** beginning on page 134, **The Merger**

Table of Contents

Agreement Governance Matters After the Merger beginning on page 154, Interests of CTWS Directors and Executive Officers in the Merger beginning on page 124, and certain of them are described and quantified in the narrative and table disclosure included under CTWS Shareholder Advisory Vote On Merger-Related Compensation for CTWS's Named Executive Officers Proposal, beginning on page 130.

The CTWS board of directors was aware of these interests and considered them, among other matters, in approving the merger agreement and the transactions contemplated thereby and in recommending that you vote FOR the proposal to approve the merger agreement.

Board of Directors and Management Following the Merger (see page 134)

Immediately following the effective time of the merger, the board of directors of Combined SJW will consist of twelve members, comprised of: (i) seven of the directors of SJW immediately prior to the effective time of the merger, to be selected by the SJW board of directors (together with their replacement directors as provided in the Combined SJW bylaws, the SJW continuing directors) and (ii) five of the directors of CTWS immediately prior to the effective time of the merger, to be selected by the CTWS board of directors (together with their replacement directors as provided in the Combined SJW bylaws, the CTWS continuing directors). Unless otherwise determined by the affirmative vote of at least 75% of the entire board of directors of Combined SJW, such board composition will continue until the termination of the term of office that commences upon the close of the annual stockholders meeting at which directors of Combined SJW are elected during the calendar year ended December 31, 2020.

One of the SJW continuing directors will be Eric W. Thornburg, who will serve as the chairman, chief executive officer and president of Combined SJW; in the event that Eric W. Thornburg is not the chairman, chief executive officer and president of SJW immediately prior to the effective time of the merger, the SJW board of directors shall determine his replacement after consulting in good faith with the CTWS board of directors. From and after the effective time of the merger until December 31, 2020, the CTWS continuing directors will be authorized to select a CTWS continuing director (who qualifies as independent under the applicable standards of the NYSE and the policies of Combined SJW) to serve as the lead independent director of Combined SJW, unless otherwise determined by the affirmative vote of at least 75% of the entire board of directors of Combined SJW. As of the date of this joint proxy statement/prospectus, other than Mr. Thornburg, in the case of SJW, neither SJW nor CTWS has made a determination as to which directors will be appointed to the board of directors of the combined company.

All of SJW's and its subsidiaries' current officers are expected to continue to serve as officers of Combined SJW or its subsidiaries following the completion of the merger. In addition, pursuant to the terms of the merger agreement, at the effective time of the merger, the following CTWS officers will be appointed to serve as officers of Combined SJW or its subsidiaries, as applicable: (i) David C. Benoit will serve as president of Combined SJW's New England Region (CTWS following completion of the merger) and The Connecticut Water Company, an indirect subsidiary of Combined SJW; (ii) Richard L. Knowlton will serve as president of The Maine Water Company, an indirect subsidiary of Combined SJW; (iii) Kristen A. Johnson will serve as chief human resource officer of Combined SJW and its subsidiaries; (iv) Maureen P. Westbrook will serve as senior vice president of external affairs of Combined SJW and its subsidiaries; (v) Craig J. Patla will serve as vice president, operations of Combined SJW's New England Region; and (vi) Robert J. Doffek will serve as vice president, controller of Combined SJW's New England Region.

From and after the effective time of the merger until December 31, 2020, David C. Benoit (or such other chief executive officer of CTWS as of the effective time of the merger) shall continue as president of Combined SJW's New England Region and of The Connecticut Water Company, unless otherwise determined by the affirmative vote of at least 75% of the entire board of directors of Combined SJW. Other officers of CTWS and

Table of Contents

its subsidiaries, effective as of the effective time of the merger, will include the existing officers of CTWS and its respective subsidiaries as of immediately prior to the effective time of the merger.

For additional information regarding the board directors and officers of the combined company following the effectiveness of the merger, see the section entitled **Governance Matters After the Merger** beginning on page 154 of this joint proxy statement/prospectus.

Amendment to Bylaws of SJW (see page 122)

The merger agreement provides that SJW and CTWS will take all actions necessary to effect the governance matters described in the section entitled **Governance Matters After the Merger** beginning on page 154 of this joint proxy statement/prospectus. Among other things, SJW will amend and restate its bylaws as of the effective time of the merger to include the amendment that is attached as Exhibit C to the merger agreement, which is included as Annex A to this joint proxy statement/prospectus.

Litigation Related to the Merger (see page 140)

On June 14, 2018, a putative class action complaint was filed against the members of the CTWS board of directors, SJW and Eric W. Thornburg on behalf of CTWS shareholders in the Connecticut Superior Court in the Judicial District of Middlesex under the caption *Dunn v. Benoit, et al.*, Case No. MMX-CV18-6021536-S (Conn. Super. Ct.). The complaint alleges that the members of the CTWS board of directors breached their fiduciary duties owed to CTWS shareholders in connection with negotiating the merger. The complaint further alleges that SJW and Eric W. Thornburg aided and abetted the alleged breaches by the CTWS board of directors. Among other remedies, the action seeks to recover rescissory and other damages and attorneys' fees and costs. The defendants believe this lawsuit is without merit and intend to defend vigorously against these allegations.

Also on June 14, 2018, a near-identical putative class action complaint was filed against the members of the CTWS board of directors, SJW and Eric W. Thornburg on behalf of CTWS shareholders in the Connecticut Superior Court in the Judicial District of Middlesex under the caption *Tillotson v. Benoit, et al.*, Case No. MMX-CV18-6021537-S (Conn. Super. Ct.). The complaint alleges that the members of the CTWS board of directors breached their fiduciary duties owed to CTWS shareholders in connection with negotiating the merger. The complaint further alleges that SJW and Eric W. Thornburg aided and abetted the alleged breaches by the CTWS board of directors. Among other remedies, the action seeks to recover rescissory and other damages and attorneys' fees and costs. The defendants believe this lawsuit is without merit and intend to defend vigorously against these allegations.

Treatment of SJW Equity Incentive Awards (see page 135)

The merger will not result in a change in control for purposes of any SJW equity incentive awards and accordingly no accelerated vesting of any such awards will be triggered by the merger. All such awards will remain subject to the same terms and conditions that are applicable to the awards prior to the merger.

Treatment of CTWS Restricted Share Units, Deferred Share Units, Performance Share Units and Performance Cash Units (see page 136)

CTWS Restricted Share Units and CTWS Deferred Share Units. Upon completion of the merger, (i) all outstanding and unvested CTWS restricted share unit awards (CTWS RSUs) and (ii) all outstanding CTWS deferred share unit awards (CTWS DSUs) will be automatically converted pursuant to the merger agreement into, respectively, restricted stock units of SJW and deferred stock units of SJW based on the exchange ratio with any fractional units rounded

down to the nearest whole unit and will continue to be subject to the same terms and

Table of Contents

conditions (including any deferral elections) as were in effect for such awards immediately prior to the completion of the merger. CTWS RSUs are awards that are subject to service-based vesting and are not or are no longer subject to performance-based vesting and entitle the holder to receive shares of CTWS upon vesting, and include awards granted as CTWS PSUs for which performance has been determined prior to the effective date of the merger and which are still subject to service vesting. CTWS DSUs are awards previously granted as CTWS PSUs that are fully vested (based on performance and completion of service vesting) with the underlying shares of CTWS common stock to be issued on a specified date or event, as elected by the participant.

CTWS Performance Share Units. Upon completion of the merger, (i) all outstanding and unvested CTWS performance-based restricted stock unit awards (CTWS PSUs) that were granted prior to the date of the merger agreement, and for which the level of attainment of the performance goals applicable to the award has not been determined by the CTWS board of directors prior to the effective date of the merger, will become performance vested as to a number of shares of CTWS common stock determined by calculating the actual level of attainment of the performance goals applicable to the award up to the effective time of the merger (as may be adjusted to eliminate the impact of any non-recurring costs and expenses incurred in connection with the merger) and the service-based vesting for each such performance vested CTWS PSU shall be accelerated and each such vested share of CTWS common stock will be cancelled and converted into the right to receive a number of shares of SJW common stock based on the exchange ratio, and will continue to be subject to the same dividend equivalents and deferral elections as in effect for such award prior to the completion of the merger, if any, and (ii) all outstanding and unvested CTWS PSUs that were granted on or after the date of the merger agreement will be assumed by SJW and automatically converted into time-based vesting awards covering a number of restricted stock units of SJW equal to the product of (x) the target number of outstanding and unvested share units that was subject to each applicable CTWS PSU immediately prior to closing of the merger and (y) the exchange ratio, with any fractional share units rounded down to the nearest whole share unit. CTWS PSUs are equity awards that are subject to attainment of performance goals and service vesting.

CTWS Performance Cash Units. Upon completion of the merger, (i) all outstanding and unvested CTWS performance-based cash unit awards (CTWS PCUs) that were granted prior to the date of the merger agreement, and for which the amount payable based on the level of attainment of the performance goals applicable to the award has been determined by the CTWS board of directors prior to the effective date of the merger but are subject to service vesting, will be accelerated and will be paid out in cash in such amount at the effective time, (ii) all outstanding and unvested CTWS PCUs that were granted prior to the date of the merger agreement and for which the level of attainment of the performance goals applicable to the award has not been determined by the CTWS board of directors prior to the effective date of the merger, will become performance vested for an amount based on the actual performance of the performance goals applicable to the award up to the effective time of the merger (as may be adjusted to eliminate the impact of any non-recurring costs and expenses incurred in connection with the merger) and the service vesting will be accelerated and the award shall be paid out in cash in such amount at the effective time, and (iii) all outstanding and unvested CTWS PCUs that were granted on or after the date of the merger agreement will be assumed by SJW and automatically converted into time-based vesting cash awards based on target. CTWS PCUs are awards that are denominated in dollars and subject to attainment of performance goals and service vesting.

Under certain employment agreements with certain named executive officers as discussed under Employment Agreements , if the named executive officer 's employment is terminated without cause or if the executive voluntarily terminates employment for good reason following the completion of the merger, then all of such executive 's outstanding equity awards will vest in full, except that, pursuant to the merger agreement, any CTWS PSUs or CTWS PCUs granted on or after the date of the merger agreement will not be subjected to any such accelerated vesting.

Table of Contents**Regulatory Clearances Required for the Merger (see page 137)**

SJW and CTWS have each agreed to take certain actions in order to obtain the regulatory clearances required to complete the merger. Required regulatory clearances include expiration or termination of the required waiting period under the Hart-Scott-Rodino Antitrust Improvement Act of 1976, as amended, and the rules and regulations promulgated thereunder (the HSR Act), following required notifications to and review by either the United States Federal Trade Commission (the FTC) or the Antitrust Division of the U.S. Department of Justice. On April 18, 2018, each of SJW and CTWS filed its notification under the HSR Act, with the waiting period set to expire as of 11:59 p.m., Eastern time, on May 18, 2018. The FTC granted early termination of the waiting period on April 27, 2018.

Required regulatory clearances also include clearance under applicable laws of the Federal Communications Commission (the FCC), the PURA and the MPUC. On May 4, 2018, The Maine Water Company filed with the MPUC an application for approval of the merger. On May 7, 2018, SJW and CTWS filed with the PURA a joint application for approval of the merger. On June 8, 2018, the PURA issued a draft decision to dismiss without prejudice the joint application for approval of the merger in Connecticut filed by SJW and CTWS on May 7, 2018. The draft decision stated that the joint application was not ripe for review by the PURA and that a new application may be filed after CTWS's go-shop process has concluded and CTWS has determined all of the details of any proposed change of control or merger for which it seeks PURA approval. On June 19, 2018, CTWS sent a letter to the PURA on behalf of SJW and CTWS withdrawing the joint application for approval of the merger in Connecticut filed by SJW and CTWS on May 7, 2018. CTWS and SJW will file with the PURA a new joint application for approval of the merger. CTWS and SJW will also file the required applications with the FCC.

While SJW and CTWS expect to obtain all required regulatory clearances, we cannot assure you that these regulatory clearances will be obtained or that the granting of these regulatory clearances will not involve the imposition of additional conditions on the completion of the merger, including the requirement to divest assets, or require changes to the terms of the merger agreement. These conditions or changes could result in the conditions to the merger not being satisfied.

Amendment to Certificate of Incorporation of SJW (see page 122)

The SJW board of directors has approved, subject to stockholder approval, the SJW certificate of incorporation amendment increasing the number of authorized shares of SJW common stock, par value \$0.001 per share, from 36 million to 72 million and increasing the total authorized SJW capital stock from 37 million shares to 73 million shares. A form of the SJW certificate of incorporation amendment is included in this joint proxy statement/prospectus as Annex D. The adoption of the SJW certificate of incorporation amendment by SJW stockholders is a condition to the completion of the merger. The SJW certificate of incorporation amendment will become effective immediately prior to the effective time of the merger. In the event this proposal is approved by SJW stockholders, but the merger is not expected to be completed, the SJW certificate of incorporation amendment may not be filed with the Secretary of State of the State of Delaware and may not become effective.

Expected Timing of the Merger

SJW and CTWS are working to complete the merger as soon as practicable and expect the closing of the merger to occur during the fourth quarter of 2018. However, the merger is subject to various regulatory clearances and the satisfaction or waiver of other conditions, and it is possible that factors outside the control of SJW and CTWS could result in the merger being completed at an earlier time, at a later time or not at all. There may be a substantial amount of time between the SJW and CTWS special meetings and the completion of the merger.

Table of Contents

Conditions to Completion of the Merger (see page 159)

Each party's obligation to consummate the merger is conditioned upon the satisfaction (or waiver by such party) at or prior to the closing of the merger of each of the following:

approval of the merger agreement by CTWS shareholders;

approval of the issuance of shares of SJW common stock to CTWS shareholders pursuant to the merger by SJW stockholders;

approval of the SJW certificate of incorporation amendment by SJW stockholders;

filing with and acceptance by the Secretary of State of the State of Delaware of the SJW certificate of incorporation amendment;

approval of the listing on the NYSE of the shares of SJW common stock to be issued to CTWS shareholders pursuant to the merger, subject to official notice of issuance;

any required approvals (as listed below) having been obtained and having become final orders (as to which all conditions, not within the control of SJW or CTWS, to the consummation of such transactions prescribed by applicable law or order have been satisfied) and any waiting period having expired or been terminated, and that do not impose terms or conditions that are materially adverse to CTWS, SJW, or Combined SJW, in each case, taken as a whole (and in the case of SJW and Combined SJW, the materiality assessed for an equivalent entity of the size and scale of CTWS);

the expiration or earlier termination of the waiting period applicable to the completion of the merger and the other transactions contemplated by the merger agreement under the HSR Act;

any pre-approvals of license transfers by the FCC;

consents required by the PURA; and

consents required by the MPUC;

absence of any statute, law, ordinance, rule, regulation, binding legal requirement, judgment, order or decree by any court, tribunal or other governmental entity of appropriate jurisdiction that seeks to make illegal or

prohibit the consummation of the merger, the SJW certificate of incorporation amendment or the other transactions contemplated by the merger agreement; and

effectiveness of the registration statement of which this joint proxy statement/prospectus forms a part and the absence of a stop order or proceedings initiated and not subsequently withdrawn by the SEC for that purpose.

In addition, the obligations of each of SJW and Merger Sub, on the one hand, and CTWS, on the other hand, to effect the merger is subject to the satisfaction or waiver of the following additional conditions:

the representations and warranties of the other party (other than the representations and warranties related to (i) the shares of capital stock issued and outstanding or reserved for issuance, (ii) the absence of any outstanding voting debt interests, (iii) the authority with respect to the execution, delivery, and performance of the merger agreement and the due and valid authorization and enforceability of the merger agreement, (iv) the fees payable to a financial advisor, broker or finder in connection with the transactions under the merger agreement and (v) solely in the case of SJW and Merger Sub, the sole purpose of and lack of business engagement by Merger Sub) will be true and correct (without giving effect to any materiality or material adverse effect qualifications contained in such representations and warranties) as of the closing date of the merger (except to the extent such representations or warranties are expressly made as of an earlier date, which need only be true and correct as of such earlier date), except to the extent that any failures of such representations and warranties to be so true and correct,

Table of Contents

individually or in the aggregate, have not had and would not reasonably be expected to have a material adverse effect;

the representations and warranties of the other party relating to (i) the absence of any outstanding voting debt interests, (ii) the authority with respect to the execution, delivery, and performance of the merger agreement and the due and valid authorization and enforceability of the merger agreement and (iii) the fees payable to a financial advisor, broker or finder in connection with the transactions under the merger agreement will be true and correct in all material respects as of the closing date of the merger (except to the extent such representations or warranties address matters only as of an earlier date, which need only be true and correct as of such earlier date);

the representations and warranties of the other party relating to (i) the shares of capital stock issued and outstanding or reserved for issuance and (ii) solely in the case of SJW and Merger Sub, the sole purpose of and lack of business engagement by Merger Sub, will be true and correct in all respects (except *de minimis* errors) as of the closing date of the merger (except to the extent such representations or warranties are expressly made as of an earlier date, which need only be true and correct as of such earlier date);

the other party having performed in all material respects all of its obligations under the merger agreement at or prior to the closing of the merger;

receipt of a certificate executed by an executive officer of the other party certifying as to the satisfaction of the conditions described in the preceding four bullet points;

no fact, circumstance, effect, change, event or development will have occurred that, individually or in the aggregate, has had or would reasonably be expected to have a material adverse effect on the other party that has not been ameliorated or cured; and

receipt of a legal opinion of such party's counsel (or such other nationally recognized tax counsel), dated as of the closing date of the merger, to the effect that the merger will qualify as a reorganization within the meaning of Section 368(a) of the Code.

Solicitation of Alternative Proposals (see page 150)

SJW and CTWS have agreed that, during the 45-day go-shop period which will conclude at 11:59 p.m. Eastern time on July 14, 2018, CTWS has the right to solicit proposals for a competing transaction (which may include proposals for an alternative merger, acquisition or other strategic transaction), engage in discussions regarding such proposals, furnish certain information (including non-public information) in connection with such proposals, and otherwise cooperate with efforts to make such proposals. CTWS is entitled to continue discussions with any party who submits such a proposal by the end of the go-shop period if the CTWS board of directors determines in good faith, after consultation with its outside counsel and financial advisor, that the proposal constitutes or is reasonably likely to lead to a proposal that is superior to the merger, until the earlier of (i) a withdrawal of the proposal, (ii) a determination in good faith by the CTWS board of directors, after consultation with its outside counsel and financial advisor, that the proposal no longer constitutes or is reasonably likely to lead to a superior proposal and (iii) 11:59 p.m. Eastern time

on the 30th day following the end of the go-shop period.

Other than in connection with the go-shop period, the merger agreement prohibits SJW and CTWS from soliciting or engaging in discussions or negotiations with a third party with respect to a proposal for a competing transaction. However, if, following the conclusion of the go-shop period and prior to obtaining approval from its shareholders, CTWS receives an unsolicited bona fide written takeover proposal for a competing transaction that the CTWS board of directors determines in good faith (after consultation with its outside legal counsel and financial advisor) constitutes or is reasonably likely to lead to a proposal that is superior to the merger, CTWS

Table of Contents

may, subject to procedures included in the merger agreement, furnish non-public information to and participate in discussions with, and only with, that third party (and its representatives) regarding such competing transaction. Additionally, if, from the execution of the original merger agreement on March 14, 2018 and prior to obtaining approval from its stockholders, SJW receives an unsolicited bona fide written takeover proposal for a competing transaction that the SJW board of directors determines in good faith (after consultation with its outside legal counsel and financial advisor) constitutes or is reasonably likely to lead to a proposal that is superior to the merger, SJW may, subject to procedures included in the merger agreement, furnish non-public information to and participate in discussions with, and only with, that third party (and its representatives) regarding such competing transaction.

Termination of the Merger Agreement (see page 160)

SJW and CTWS may mutually agree to terminate the merger agreement at any time. Either company may also terminate the merger agreement if the merger is not completed by March 14, 2019 (regardless of whether such date is before or after the stockholders of the party approve the transactions), subject to automatic extension to June 14, 2019 in certain circumstances in order to obtain certain regulatory clearances have not yet been obtained. See the section entitled *The Merger Agreement Termination of the Merger Agreement* for a discussion of these and other rights of each of SJW and CTWS to terminate the merger agreement.

Expenses and Termination Fees (see page 162)

Generally, all fees and expenses incurred in connection with the merger agreement and the transactions contemplated by the merger agreement will be paid by the party incurring those expenses, subject to the specific exceptions discussed in this joint proxy statement/prospectus where (i) SJW may be required to pay a termination fee of \$42.5 million to CTWS and CTWS may be required to pay a termination fee of \$28.1 million to SJW and (ii) either company may be required to reimburse the other company for merger-related expenses of up to \$5 million under certain circumstances, which expense reimbursement amount paid by a party would be credited against any termination fee otherwise payable by such party. See the section entitled *The Merger Agreement Expenses and Termination Fees; Liability for Breach* for a discussion of the circumstances under which such termination fee will be required to be paid.

Material U.S. Federal Income Tax Consequences (see page 166)

Assuming that the merger is completed as currently contemplated, SJW and CTWS intend for the merger to qualify as a *reorganization* within the meaning of Section 368(a) of the Code. It is a condition to the obligation of SJW to complete the merger that SJW receive the written opinion of Skadden, Arps, Slate, Meagher & Flom LLP (or such other nationally recognized tax counsel reasonably satisfactory to CTWS), dated as of the closing date, to the effect that the merger will qualify as a *reorganization* within the meaning of Section 368(a) of the Code, and it is a condition to the obligation of CTWS to complete the merger that CTWS receive the written opinion of Sullivan & Cromwell LLP (or such other nationally recognized tax counsel reasonably satisfactory to SJW), dated as of the closing date, to the effect that the merger will qualify as a *reorganization* within the meaning of Section 368(a) of the Code. Provided that the merger qualifies as a *reorganization* within the meaning of Section 368(a) of the Code, a U.S. holder (as defined under *Material U.S. Federal Income Tax Consequences*) of CTWS common stock will not recognize any gain or loss for U.S. federal income tax purposes upon the exchange of CTWS common stock for shares of SJW common stock in the merger (other than gain or loss with respect to any cash received in lieu of a fractional share of SJW common stock).

You should read *Material U.S. Federal Income Tax Consequences* beginning on page 166 of this joint proxy statement/prospectus for a more complete discussion of the material U.S. federal income tax consequences of the

merger. The discussion of the material U.S. federal income tax consequences contained in this joint proxy

Table of Contents

statement/prospectus is intended to provide only a general discussion and is not a complete analysis or description of all potential U.S. federal income tax consequences of the merger that may vary with, or are dependent on, individual circumstances. In addition, it does not address the effects of any foreign, state or local tax laws. **You should consult your tax advisor to determine the particular tax consequences of the merger to you.**

Accounting Treatment (see page 169)

SJW prepares its financial statements in accordance with accounting principles generally accepted in the United States, which is referred to as U.S. GAAP. The merger of SJW and CTWS will be accounted for as an acquisition of CTWS common stock by SJW and will follow the acquisition method of accounting for business combinations.

No Appraisal Rights (see page 140)

Under Delaware and Connecticut law, as applicable, neither the holders of shares of SJW common stock nor the holders of shares of CTWS common stock are entitled to exercise any appraisal rights in connection with the merger or the other transactions contemplated by the merger agreement.

Comparison of Rights of CTWS Shareholders and Combined SJW Stockholders (see page 190)

CTWS shareholders who receive shares of SJW common stock in the merger will become stockholders of the combined company and their rights as stockholders will be governed by Delaware law, the combined company's certificate of incorporation and the combined company's bylaws, rather than Connecticut law, CTWS's amended and restated certificate of incorporation (CTWS's certificate of incorporation) and CTWS's amended and restated bylaws (CTWS's bylaws). Therefore, CTWS shareholders receiving merger consideration will have different rights once they become stockholders of Combined SJW due to differences between the governing corporate documents of CTWS, the proposed governing corporate documents of Combined SJW and the provisions of applicable law governing CTWS and Combined SJW. See the section entitled Comparison of Rights of CTWS Shareholders and Combined SJW Stockholders for a discussion of these differences.

Listing of SJW Common Stock; De-listing and Deregistration of CTWS Stock (see page 140)

It is a condition to the completion of the merger that the shares of SJW common stock to be issued to CTWS shareholders pursuant to the merger be authorized for listing, and SJW and CTWS have agreed to cooperate to cause such shares to be listed, on the NYSE, subject to official notice of issuance. Upon completion of the merger, shares of CTWS common stock currently listed on the NASDAQ will cease to be listed on the NASDAQ and will be deregistered under the Exchange Act as soon as reasonably practicable thereafter.

The Meetings

The SJW Special Meeting (see page 52)

The special meeting of SJW stockholders is scheduled to be held at 110 West Taylor Street, San Jose, California 95110, on [], 2018, at [], local time, subject to any adjournments or postponements thereof. The special meeting of SJW stockholders is being held to consider and vote on:

the proposal to approve the issuance of shares of SJW common stock to CTWS shareholders pursuant to the merger;

Table of Contents

the proposal to adopt the SJW certificate of incorporation amendment, in connection with the merger; and

the proposal to adjourn the SJW special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the issuance of shares of SJW common stock to CTWS shareholders pursuant to the merger or the adoption of the SJW certificate of incorporation amendment.

Completion of the merger is conditioned on, among other things, approval of the issuance of shares of SJW common stock to CTWS shareholders pursuant to the merger and the adoption of the SJW certificate of incorporation amendment by SJW stockholders.

Only holders of record of SJW common stock at the close of business on [], 2018, the record date for the SJW special meeting, are entitled to receive notice of, and to vote at, the SJW special meeting or any adjournments or postponements thereof. At the close of business on the record date, [] shares of SJW common stock were outstanding, approximately []% of which were owned and entitled to be voted by SJW directors and executive officers and their affiliates. We currently expect that SJW's directors (including those who are party to the SJW voting and support agreements) and executive officers will vote their shares in favor of each proposal being submitted to a vote of SJW stockholders at the SJW special meeting.

You may cast one vote for each share of SJW common stock you own. The proposal to approve the issuance of shares of SJW common stock to CTWS shareholders pursuant to the merger requires the affirmative vote of holders of a majority of the outstanding shares of SJW common stock present in person or represented by proxy and entitled to vote on the proposal. The proposal to adopt the SJW certificate of incorporation amendment requires the affirmative vote of holders of a majority of the outstanding shares of SJW common stock entitled to vote on the proposal. If necessary or appropriate to solicit additional proxies if there are not sufficient votes to approve the proposal for the issuance of shares of SJW common stock to CTWS shareholders pursuant to the merger or the proposal to adopt the SJW certificate of incorporation amendment, the holders of a majority of the outstanding shares entitled to vote on the proposal and present in person or represented by proxy may adjourn the meeting to another time or place without further notice unless the adjournment is for more than 30 days or if after the adjournment a new record date is fixed for the adjourned meeting, in which case a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

The CTWS Special Meeting (see page 58)

The special meeting of CTWS shareholders is scheduled to be held at [], on [], 2018, at [], local time, subject to any adjournments or postponements thereof. The special meeting of CTWS shareholders is being held to consider and vote on:

the proposal to approve the merger agreement, a copy of which is included as Annex A to this joint proxy statement/prospectus, and which is further described in the sections entitled "The Merger" and "The Merger Agreement" beginning on pages 63 and 143, respectively;

the proposal to approve, on a non-binding advisory basis, specific compensatory arrangements between CTWS and its named executive officers relating to the merger; and

the proposal to adjourn the CTWS special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the merger agreement.

Only holders of record of CTWS common stock at the close of business on [], 2018, the CTWS record date, are entitled to receive notice of and to vote at the CTWS special meeting or any adjournments or postponements thereof. At the close of business on the CTWS record date, [] shares of CTWS common stock

Table of Contents

were issued and outstanding, approximately []% of which were owned and entitled to be voted by CTWS directors and executive officers and their affiliates. We currently expect that CTWS's directors and executive officers will vote their shares in favor of each proposal being submitted to a vote of CTWS shareholders at the CTWS special meeting, although no director or executive officer has entered into any agreement obligating him or her to do so.

You may cast three votes for each share of CTWS common stock you own. The proposal to approve the merger agreement requires the affirmative vote of holders of two-thirds (66 2/3 %) of the outstanding shares of CTWS common stock entitled to vote thereon; abstentions, failures to vote and broker non-votes will have the effect of a vote against this proposal, assuming a quorum is present. The proposal to approve, on a non-binding advisory basis, specific compensatory arrangements between CTWS and its named executive officers relating to the merger requires that the votes favoring the action cast by the shareholders entitled to vote thereon exceed the votes opposing the action cast by the shareholders entitled to vote thereon; abstentions, failures to vote and broker non-votes will have no effect on this proposal, assuming a quorum is present. The proposal to adjourn the CTWS special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the merger agreement requires that the votes favoring the action cast by the shareholders entitled to vote thereon exceed the votes opposing the action cast by the shareholders entitled to vote thereon; abstentions, failures to vote and broker non-votes will have no effect on this proposal, assuming a quorum is present.

If a quorum is not present at the CTWS special meeting, the shareholders present in person or by proxy may adjourn to such future time as shall be agreed upon by them, and notice of such adjournment shall be given to the shareholders not present or represented at the meeting. If a quorum is present at the special meeting but there are not sufficient votes at the time of the special meeting to approve the proposal to approve the merger agreement, then CTWS shareholders may be asked to vote on the proposal to adjourn the special meeting so as to permit the further solicitation of proxies. Abstentions and broker non-votes will be included in the calculation of the number of shares of CTWS common stock represented at the special meeting for purposes of determining whether a quorum has been achieved.

Recent Developments

Entry into Amended and Restated Merger Agreement

On May 30, 2018, SJW, Merger Sub and CTWS entered into an amended and restated merger agreement. The amended and restated merger agreement amended the original merger agreement entered into on March 14, 2018 to provide CTWS with a 45-day go-shop period, which will conclude at 11:59 p.m. Eastern time on July 14, 2018. During this go-shop period, CTWS has the right to solicit takeover proposals from third parties (which may include proposals for an alternative merger, acquisition or other strategic transaction), engage in discussions regarding such proposals, furnish certain information (including non-public information) in connection with such proposals, and otherwise cooperate with efforts to make such proposals.

The amended and restated merger agreement also permits CTWS to continue discussions with any party who submits a takeover proposal by the end of the go-shop period if the CTWS board of directors determines in good faith, after consultation with its outside counsel and financial advisor, that the proposal constitutes or is reasonably likely to lead to a proposal superior to the merger, until the earlier of (i) a withdrawal of the proposal, (ii) a determination in good faith by the CTWS board of directors, after consultation with its outside counsel and financial advisor, that the proposal no longer constitutes or is reasonably likely to lead to a superior proposal and (iii) 11:59 p.m. Eastern time on the 30th day following the end of the go-shop period. Before CTWS is entitled to change its recommendation in order to accept a superior proposal, SJW has the right, over a period of five business days (which was extended in the amended and restated merger agreement from 96 hours in the merger agreement as entered into on March 14, 2018),

to propose changes to the terms of the merger agreement and, if

Table of Contents

requested by SJW, CTWS is required to engage with SJW in good faith negotiations regarding any changes to the terms of the amended and restated merger agreement proposed by SJW. If any amendment is made to the financial terms or any other material terms of the superior proposal which forms the basis of the intention of the CTWS board of directors to change its recommendation, SJW has the right to propose changes and negotiate with CTWS for an additional three business days (which was extended in the amended and restated merger agreement from 72 hours in the merger agreement as entered into on March 14, 2018).

As discussed further in *The Merger Recent Developments*, beginning on May 31, 2018, as part of the go-shop process, at the direction of the CTWS board of directors and CTWS management, Wells Fargo Securities directly contacted more than 50 parties, including more than 20 water and regulated utilities and more than 30 financial sponsors, to determine their interest in exploring a potential transaction with CTWS. Parties were encouraged to review CTWS's publicly-available information, including all regulatory and SEC filings made in connection with the planned merger of equals with SJW. Of the parties contacted, half sought and received additional details regarding CTWS. All parties were informed that June 13, 2018 was the deadline for submitting preliminary, non-binding indications of interest, after which selected parties would be provided additional information and access to management before the July 14, 2018 deadline for submitting final proposals. On June 18, 2018, CTWS issued a press release announcing that the deadline to submit non-binding indicative proposals under the go-shop process had expired and that no proposals or indications of interest were received. Given the absence of any alternative proposal submitted during the go-shop process, the CTWS board of directors unanimously determined to conclude the go-shop process and unanimously reaffirmed its support for the planned merger of equals with SJW.

The amended and restated merger agreement also provides for an extension to 15 months (from 12 months in the merger agreement as entered into on March 14, 2018) of the time period for the cash termination fee in the amount of \$28.1 million that CTWS will be required to pay to SJW if each of the following three events occurs: (i) an alternative proposal is made to CTWS or becomes publicly known, or an intention to make such a proposal is publicly announced and not publicly withdrawn, after the date of the merger agreement as entered into on March 14, 2018 and prior to the CTWS shareholders meeting, (ii) the merger agreement is thereafter terminated by (A) either SJW or CTWS because the merger has not closed by March 14, 2019 (if the CTWS shareholders meeting has not been held) or the CTWS shareholders fail to approve the merger, or (B) SJW because CTWS materially breaches the merger agreement; and (iii) within 15 months of such termination of the merger agreement, CTWS enters into a definitive agreement to consummate or consummates an alternative proposal.

Please see the sections of this joint proxy statement/prospectus titled *The Merger Recent Developments* and *The Merger Agreement Solicitation of Alternative Proposals* for more information.

Table of Contents**SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS**

This joint proxy statement/prospectus and the documents incorporated by reference into this joint proxy statement/prospectus contain, in addition to historical information, forward-looking statements (as defined in the Securities Litigation Reform Act of 1995) regarding, among other things, future events or the future financial performance of SJW and CTWS. Words such as anticipate, expect, project, intend, believe, and words and terms of similar substance used in connection with any discussion of future plans, actions or events identify forward-looking statements. Forward-looking statements relating to the proposed transaction include, but are not limited to: statements about the benefits of the proposed transaction between SJW and CTWS, including future financial and operating results; SJW's and CTWS's plans, objectives, expectations and intentions; the expected timing of completion of the proposed transaction; and other statements relating to the merger that are not historical facts. Forward-looking statements are based on information currently available to SJW and CTWS and involve estimates, expectations and projections. Investors are cautioned that all such forward-looking statements are subject to risks and uncertainties, and important factors could cause actual events or results to differ materially from those indicated by such forward-looking statements. With respect to the proposed transaction between SJW and CTWS, these factors, in addition to those set forth under Risk Factors, beginning on page 31 of this joint proxy statement/prospectus, could include, but are not limited to: the risk that SJW or CTWS may be unable to obtain governmental and regulatory approvals required for the transaction, or that required governmental and regulatory approvals may delay the transaction or result in the imposition of conditions that could reduce the anticipated benefits from the proposed transaction or cause the parties to abandon the proposed transaction; the risk that a condition to closing of the transaction may not be satisfied, whether due to a competing proposal or otherwise; the risk that the merger agreement is terminated as a result of a competing proposal; the length of time necessary to consummate the proposed transaction, which may be longer than anticipated for various reasons; the risk that the businesses will not be integrated successfully; the risk that some or all of the benefits expected to result from the elimination of duplicative public company and other related costs expected from the transaction may not be fully realized or may take longer to realize than expected; the diversion of management time on transaction-related issues; the effect of future regulatory or legislative actions on the companies or the industries in which they operate; the risk that the credit ratings of SJW and CTWS may be different from SJW's expectations; general economic conditions; changes in the general economic environment or social or political conditions that could affect the businesses; the effect of current or future water, utility, environmental and other governmental policies and regulations on SJW and CTWS or the industries in which they operate; SJW's ability to achieve forecasted sales; changes in actual or projected cash flows; competitive pressures; reliance on and integration of information technology systems; the outcomes of any litigation; changes in tax laws; the risk that the anticipated tax treatment of the transaction is not obtained; unexpected costs, charges or expenses resulting from the transaction; potential adverse reactions or changes to business relationships resulting from the announcement or completion of the transaction; the ability to attract new customers and retain existing customers in the manner anticipated; the ability to hire and retain key personnel; the risks associated with assumptions the parties make in connection with the parties' critical accounting estimates and legal proceedings; and the potential of international unrest, economic downturn or effects of currencies, tax assessments, tax adjustments, anticipated tax rates, raw material costs or availability, benefit or retirement plan costs, or other regulatory compliance costs.

Additional information concerning these and other risk factors is also contained in SJW's and CTWS's most recently filed Annual Reports on Form 10-K, Current Reports on Form 8-K, and other SEC filings.

Many of these risks, uncertainties and assumptions are beyond SJW's or CTWS's ability to control or predict. Because of these risks, uncertainties and assumptions, you should not place undue reliance on these forward-looking statements. Furthermore, forward-looking statements speak only as of the information currently available to the parties on the date they are made, and neither SJW nor CTWS undertakes any obligation to update publicly or revise any forward-looking statements to reflect events or circumstances that may arise after the date of this communication.

Nothing in this communication is intended, or is to be construed, as a profit forecast or to be interpreted to mean that earnings per SJW share or CTWS share for the current or any future financial years or those

Table of Contents

of the combined company, will necessarily match or exceed the historical published earnings per SJW share or CTWS share, as applicable. Neither SJW nor CTWS gives any assurance (1) that either SJW or CTWS will achieve its expectations, or (2) concerning any result or the timing thereof, in each case, with respect to any regulatory action, administrative proceedings, government investigations, litigation, warning letters, consent decree, cost reductions, business strategies, earnings or revenue trends or future financial results. All subsequent written and oral forward-looking statements concerning SJW, CTWS, the proposed transaction, the combined company or other matters and attributable to SJW or CTWS or any person acting on their behalf are expressly qualified in their entirety by the cautionary statements above.

Table of Contents**RISK FACTORS**

*In addition to the other information included and incorporated by reference in this joint proxy statement/prospectus, including the matters addressed in the section entitled **Special Note Regarding Forward-Looking Statements**, you should carefully consider the following risks before deciding how to vote. In addition, you should read and consider the risks associated with each of the businesses of SJW and CTWS because these risks will also affect the combined company. These risks can be found in SJW's Annual Report on Form 10-K for the fiscal year ended December 31, 2017, SJW's Quarterly Report on Form 10-Q for the period ended March 31, 2018, CTWS's Annual Report on Form 10-K for the fiscal year ended December 31, 2017 and CTWS's Quarterly Report on Form 10-Q for the period ended March 31, 2018, as such risks may be updated or supplemented in each company's subsequently filed Current Reports on Form 8-K, which are incorporated by reference into this joint proxy statement/prospectus. You should also read and consider the other information in this joint proxy statement/prospectus and the other documents incorporated by reference in this joint proxy statement/prospectus. See the section entitled **Where You Can Find More Information** beginning on page 207 of this joint proxy statement/prospectus.*

Risk Factors Relating to the Merger

The exchange ratio is fixed and will not be adjusted in the event of any change in either SJW's or CTWS's stock price, which can affect the market value of the merger consideration at the date of the completion of the merger.

Upon closing of the merger, each share of CTWS common stock will be converted into the right to receive 1.1375 shares of SJW common stock. This exchange ratio will not be adjusted for changes in the market price of either SJW common stock or CTWS common stock between the date of signing the merger agreement and completion of the merger. Changes in the price of SJW common stock prior to the merger will affect the value of SJW common stock that CTWS shareholders will receive on the date of the merger. The exchange ratio will be adjusted appropriately to fully reflect the effect of any stock dividend, recapitalization, split, reverse split, combination, consolidation, subdivision, reclassification or exchange of shares or other similar transaction with respect to the shares of either SJW common stock or CTWS common stock prior to the closing of the merger.

The prices of SJW common stock and CTWS common stock at the closing of the merger may vary from their prices on the date the merger agreement was executed, on the date of this joint proxy statement/prospectus and on the date of each stockholders meeting. As a result, the value represented by the exchange ratio will also vary. For example, based on the range of closing prices of SJW common stock during the period from March 14, 2018, the last trading day before public announcement of the merger, through June 22, 2018, the latest practicable trading date before the date of this joint proxy statement/prospectus, the exchange ratio represented a value ranging from a high of \$77.52 to a low of \$58.79 for each share of CTWS common stock.

These variations could result from market assessment of the likelihood that the merger will be completed, changes in the business, operations or prospects of SJW or CTWS prior to or following the merger, litigation or regulatory considerations, general business, market, industry or economic conditions and other factors both within and beyond the control of SJW and CTWS. We may complete the merger a considerable period after the dates of both the SJW special meeting and the CTWS special meeting. Therefore, at the time of the CTWS special meeting, CTWS shareholders will not know with certainty the value of the shares of SJW common stock that they will receive upon completion of the merger. Similarly, at the time of the SJW special meeting, SJW stockholders will not know with certainty the value of the shares of SJW common stock that will be issued to holders of shares of CTWS common stock upon completion of the merger.

Table of Contents

The merger is subject to the receipt of consents and clearances from regulatory authorities that may impose conditions that could have an adverse effect on SJW, CTWS or the combined company or, if not obtained, could prevent completion of the merger.

Completion of the merger is contingent upon, among other things, the receipt of all required regulatory approvals, which consist of filings with the SEC, filing and acceptance of the certificate of merger with the Secretary of the State of the State of Connecticut and appropriate documents with the states having jurisdictions over SJW and CTWS, filings and approvals under the securities or blue sky laws of various states, filing and acceptance of the SJW certificate of incorporation amendment with the Secretary of State of the State of Delaware, authorization from the NYSE for the listing of the shares of SJW common stock to be issued as merger consideration, pre-approvals of license transfers by the FCC, compliance with the Delaware General Corporation Law (the DGCL) and the Connecticut Business Corporation Act (the CBCA), and consents required by the PURA and the MPUC.

The terms and conditions of the approvals that are granted by such governmental entities and regulatory authorities may impose requirements, limitations or costs or place restrictions on the conduct of the combined company's business. The merger agreement may require SJW and/or CTWS to comply with conditions imposed by regulatory entities and, in certain circumstances, either company may refuse to close the merger on the basis of regulatory conditions imposed. There can be no assurance that regulators will not impose conditions, terms, obligations or restrictions or that such conditions, terms, obligations or restrictions will not have the effect of delaying completion of the merger or imposing additional material costs on or materially limiting the revenues of the combined company following the merger. Additionally, neither SJW nor CTWS can provide assurance that any such conditions, terms, obligations or restrictions will not result in the delay or abandonment of the merger, or the consummation of the merger on terms different than those contemplated by the merger agreement.

Before the merger may be completed, applicable waiting periods must expire or terminate under antitrust and competition laws. The special meetings of SJW stockholders and CTWS shareholders at which the merger-related proposals will be considered may take place before all of the required regulatory approvals have been obtained and before all conditions to such approvals, if any, are known. In this event, if the merger-related proposals are approved, SJW and CTWS may subsequently agree to conditions without further seeking stockholder approval and/or shareholder approval, as the case may be, even if such conditions could have an adverse effect on SJW, CTWS or the combined company. For a more detailed description of the regulatory review process, see the section entitled "The Merger Regulatory Clearances Required for the Merger" beginning on page 137 of this joint proxy statement/prospectus.

There can be no assurance that the CPUC will not determine that its prior authorization is required for the planned merger of equals between SJW and CTWS.

By letter dated June 8, 2018, the General Counsel of the CPUC directed SJW and San Jose Water Company to submit an application to the CPUC seeking authorization of the planned merger of equals between SJW and CTWS. On June 11, 2018, the CPUC published an agenda for a meeting to be held on June 21, 2018; included among the agenda items was a proposal to ratify the General Counsel's direction to SJW and San Jose Water Company to submit an application for approval. On June 13, 2018, SJW and San Jose Water Company responded to the General Counsel's letter through its California regulatory counsel. In their response, SJW and San Jose Water Company stated their belief that, based on the relevant California statute and applicable CPUC precedent, CPUC approval is not required because the planned merger of equals with CTWS would entail neither a merger of a public utility doing business in California nor an acquisition of control over a public utility doing business in California. At its meeting on June 21, 2018, the CPUC did not address the General Counsel's letter and deferred any action with respect to the planned merger of equals with CTWS until the CPUC's July 12, 2018 meeting. SJW is unable to predict what action, if any, the CPUC will take with

respect to the planned merger of equals at its July 12, 2018 meeting. There can be no assurance that the CPUC will not determine that its prior authorization is required for the planned merger of equals between SJW and CTWS. If the CPUC were to determine that its

Table of Contents

prior authorization is required for the planned merger of equals with CTWS, SJW believes that the CPUC's review would be completed within six to 12 months (and not the longer period that would be required to consider California Water's proposed transaction, due to the highly leveraged nature of California Water's proposed transaction and its focus on synergies, among other factors). In such circumstances, however, there can be no assurance that the planned merger of equals between SJW and CTWS will be completed on a timely basis or at all.

Any delay in completing the merger may reduce or eliminate the benefits expected to be achieved thereunder.

In addition to the required regulatory clearances, the merger is subject to a number of other conditions beyond SJW's and CTWS's control that may prevent, delay or otherwise materially adversely affect its completion. We cannot predict whether and when these other conditions will be satisfied. Furthermore, the requirements for obtaining the required clearances and approvals could delay the completion of the merger for a significant period of time or prevent it from occurring. Any delay in completing the merger could cause the combined company not to realize, or to be delayed in realizing, some or all of the benefits expected to result from elimination of duplicative public company and other related costs that we expect to achieve if the merger is successfully completed within its expected time frame. See the section entitled "The Merger Agreement - Conditions to Completion of the Merger" beginning on page 159 of this joint proxy statement/prospectus.

If the merger is not consummated by the end date, SJW or CTWS may terminate the merger agreement in certain circumstances. The merger agreement may also be terminated by SJW or CTWS under certain circumstances relating to a superior proposal as defined in the merger agreement.

Either SJW or CTWS may terminate the merger agreement under certain circumstances, including, if the merger has not been consummated by March 14, 2019 (unless such date is extended automatically to June 14, 2019 pursuant to the terms of the merger agreement). However, this termination right will not be available to a party if such failure of the merger to occur on or before such date is the result of a material breach of any representation, warranty, covenant or agreement of the merger agreement by such party.

In addition, if the merger agreement is terminated under certain circumstances, CTWS may be required to pay a termination fee to SJW of \$28.1 million or reimburse SJW's expenses up to \$5 million. CTWS may not be able to obtain the approval of the CTWS shareholders required to consummate the merger, including in particular because some of the CTWS shareholders may be persuaded to vote against approval of the merger agreement as a result of Eversource's actions to solicit proxies from the CTWS shareholders in opposition to the merger. If the CTWS shareholders fail to approve the merger, then the merger agreement will be terminated and CTWS will be required to reimburse SJW's expenses up to \$5 million and may also be required to pay to SJW the termination fee of \$28.1 million (less the amount of expenses reimbursed) in certain circumstances. Similarly, if the merger agreement is terminated under certain circumstances, SJW may be required to pay a termination fee to CTWS of \$42.5 million or reimburse CTWS's expenses up to \$5 million. SJW may not be able to obtain the approval of the SJW stockholders required to consummate the merger, including in particular because some of the SJW stockholders may be persuaded to vote against the issuance of shares of SJW common stock to CTWS shareholders pursuant to the merger or the adoption of the SJW certificate of incorporation amendment as a result of Cal Water's actions to solicit proxies from the SJW stockholders in opposition to the merger. If the SJW stockholders fail to approve the issuance of shares of SJW common stock to CTWS shareholders pursuant to the merger or adopt the SJW certificate of incorporation amendment, then the merger agreement will be terminated and SJW will be required to reimburse CTWS's expenses up to \$5 million and may also be required to pay to CTWS the termination fee of \$42.5 million (less the amount of expenses reimbursed) in certain circumstances.

Uncertainties associated with the merger may cause a loss of management personnel and other key employees which could adversely affect the future business and operations of the combined company.

SJW and CTWS are dependent on the experience and industry knowledge of their respective officers and other key employees to execute their business plans. The combined company's success after the merger will depend in part upon the ability of SJW and CTWS to retain key management personnel and other key employees. Current and prospective employees of SJW and CTWS may experience uncertainty about their roles within the

Table of Contents

combined company following the merger, which may have an adverse effect on the ability of each of SJW and CTWS to attract or retain key management and other key personnel. Accordingly, no assurance can be given that the combined company will be able to attract or retain key management personnel and other key employees of SJW and CTWS to the same extent that SJW and CTWS have previously been able to attract or retain their own employees. A failure by SJW, CTWS or, following the completion of the merger, the combined company to attract, retain and motivate executives and other key employees during the period prior to or after the completion of the merger could have a negative impact on their respective businesses.

An adverse judgment in any litigation challenging the merger may prevent the merger from becoming effective or from becoming effective within the expected timeframe.

On June 14, 2018, a putative class action complaint was filed against the members of the CTWS board of directors, SJW and Eric W. Thornburg on behalf of CTWS shareholders in the Connecticut Superior Court in the Judicial District of Middlesex under the caption *Dunn v. Benoit, et al.*, Case No. MMX-CV18-6021536-S (Conn. Super. Ct.). The complaint alleges that the members of the CTWS board of directors breached their fiduciary duties owed to CTWS shareholders in connection with negotiating the merger. The complaint further alleges that SJW and Eric W. Thornburg aided and abetted the alleged breaches by the CTWS board of directors. Among other remedies, the action seeks to recover rescissory and other damages and attorneys' fees and costs. The defendants believe this lawsuit is without merit and intend to defend vigorously against these allegations.

Also on June 14, 2018, a near-identical putative class action complaint was filed against the members of the CTWS board of directors, SJW and Eric W. Thornburg on behalf of CTWS shareholders in the Connecticut Superior Court in the Judicial District of Middlesex under the caption *Tillotson v. Benoit, et al.*, Case No. MMX-CV18-6021537-S (Conn. Super. Ct.). The complaint alleges that the members of the CTWS board of directors breached their fiduciary duties owed to CTWS shareholders in connection with negotiating the merger. The complaint further alleges that SJW and Eric W. Thornburg aided and abetted the alleged breaches by the CTWS board of directors. Among other remedies, the action seeks to recover rescissory and other damages and attorneys' fees and costs. The defendants believe this lawsuit is without merit and intend to defend vigorously against these allegations. See the section entitled "The Merger Litigation Related to the Merger" beginning on page 140 of this joint proxy statement/prospectus for more information about these lawsuits.

It is possible that SJW stockholders or CTWS shareholders may file additional lawsuits challenging the merger or the other transactions contemplated by the merger agreement, which may name SJW, the SJW board of directors, CTWS and/or the CTWS board of directors as defendants. The outcome of such lawsuits cannot be assured, including the amount of costs associated with defending these claims or any other liabilities that may be incurred in connection with the litigation of these claims. Whether or not any plaintiff's claim is successful, this type of litigation may result in significant costs and divert management's attention and resources, which could adversely affect the operation of SJW's and CTWS's business.

One of the conditions to the closing of the merger is the absence of any law or order, decree, or judgment by a court, arbitrator or other governmental entity that makes illegal or prohibits the consummation of the merger or the other transactions contemplated by the merger agreement. Consequently, if a settlement or other resolution is not reached in the lawsuits referenced above and the plaintiffs secure injunctive or other relief prohibiting, delaying or otherwise adversely affecting the parties' ability to complete the merger, then such injunctive or other relief may prevent the merger from becoming effective within the expected time frame or at all.

Failure to complete the merger as currently contemplated or at all could negatively impact the stock prices and the future business and financial results of SJW and CTWS.

Completion of the merger is not assured and is subject to risks, including the risks that approval of the transactions by shareholders of SJW and CTWS or by governmental entities will not be obtained or that certain other closing conditions will not be satisfied. If the merger is not completed, or is completed on different terms

Table of Contents

than as contemplated by the merger agreement, the ongoing businesses and financial results of SJW and/or CTWS may be adversely affected and SJW and/or CTWS will be subject to several risks, including the following:

having to pay certain significant costs relating to the merger without receiving the benefits of the merger, including, in certain circumstances, a termination fee of \$42.5 million, in the case of SJW, a termination fee of \$28.1 million, in the case of CTWS, or an expense reimbursement of up to \$5 million, in the case of each of SJW and CTWS;

the potential loss of key personnel during the pendency of the merger as employees may experience uncertainty about their future roles with the combined company;

reputational harm due to the adverse public perception of any failure to successfully complete the merger;

having been subject to certain restrictions on the conduct of their businesses, in the case of each of the companies, which may have prevented them from making certain acquisitions or dispositions or pursuing certain business opportunities while the merger was pending; and

each company's management having focused on the merger instead of on conducting their day-to-day business and operational matters and pursuing other opportunities that could have been beneficial to the companies.

Any delay in the completion of the merger, any uncertainty about the completion of the merger on terms other than those contemplated by the merger agreement and any failure to complete the merger could adversely affect the business, financial results and stock price of SJW and/or CTWS.

The merger agreement contains provisions that could encourage a potential competing acquiror of CTWS, result in a competing proposal that is superior to the planned merger of equals between SJW and CTWS, cause CTWS to terminate the merger agreement and result in expense for CTWS.

During the 45-day go-shop period, which will conclude at 11:59 p.m. Eastern time on July 14, 2018, CTWS has the right to solicit takeover proposals (which may include proposals for an alternative merger, acquisition or other strategic transaction), engage in discussions regarding such proposals, furnish certain information (including non-public information) in connection with such proposals, and otherwise cooperate with efforts to make such proposals. The merger agreement also permits CTWS to continue discussions with any party who submits a proposal by the end of the go-shop period if the CTWS board of directors determines in good faith, after consultation with its outside counsel and financial advisor, that the proposal constitutes or is reasonably likely to lead to a proposal superior to the planned merger of equals with SJW, until the earlier of (i) a withdrawal of the proposal, (ii) a determination in good faith by the CTWS board of directors, after consultation with its outside counsel and financial advisor, that the proposal no longer constitutes or is reasonably likely to lead to a superior proposal and (iii) 11:59 p.m. Eastern time on the 30th day following the end of the go-shop period. Before CTWS is entitled to change its recommendation in order to accept a superior proposal, SJW has the right to propose changes to the terms of the merger agreement and, if requested by SJW, CTWS is required to engage with SJW in good faith negotiations regarding any changes to the terms of the merger agreement proposed by SJW. See the sections entitled "The Merger Agreement" and "Solicitation of

Alternative Proposals and The Merger Agreement Termination of the Merger Agreement beginning on pages 150 and 160 of this joint proxy statement/prospectus, respectively.

If CTWS terminates the merger agreement to accept a proposal that is superior to the planned merger of equals between SJW and CTWS, CTWS will be required to pay to SJW a \$28.1 million termination fee. The fees and expenses up to \$5 million that CTWS will be required to pay SJW if CTWS fails to obtain the approval by its shareholders of the merger agreement, as summarized under the section entitled The Merger Agreement Expenses and Termination Fees; Liability for Breach beginning on page 162 of this joint proxy statement/

Table of Contents

prospectus, would be credited against such \$28.1 million payment. See the section entitled "The Merger Agreement Expenses and Termination Fees; Liability for Breach" beginning on page 162 of this joint proxy statement/prospectus.

The merger agreement contains provisions that could discourage a potential competing acquiror of either SJW or CTWS, or could result in any competing proposal being at a lower price than it might otherwise be. However, potential competing acquirors could negatively impact the completion and timing of the proposed transaction and result in disruption and expense for both SJW and CTWS.

Other than in connection with the 45-day go-shop period, which will conclude at 11:59 p.m. Eastern time on July 14, 2018, the merger agreement contains no shop provisions that, subject to limited exceptions, restrict each of SJW's and CTWS's ability to solicit, initiate, knowingly encourage or knowingly facilitate any takeover proposal. In addition, the other party has an opportunity to offer to modify the terms of the merger in response to any competing acquisition proposals before the board of directors of the company that has received a third-party proposal may withdraw or qualify its recommendation with respect to the merger. See the sections entitled "The Merger Agreement Solicitation of Alternative Proposals", "The Merger Agreement Termination of the Merger Agreement" and "The Merger Agreement Expenses and Termination Fees; Liability for Breach" beginning on pages 150, 160 and 162 of this joint proxy statement/prospectus, respectively.

These provisions could discourage a potential third-party acquiror that might have an interest in acquiring all or a significant portion of SJW or CTWS from considering or proposing that acquisition, even if it were prepared to pay consideration with a higher per share cash or market value than the market value proposed to be received or realized in the merger or might result in a potential third-party acquiror proposing to pay a lower price to the stockholders than it might otherwise have proposed to pay because of the added expense of the \$42.5 million or \$28.1 million termination fee, as applicable, that may become payable in certain circumstances.

On April 4, 2018, SJW received an unsolicited proposal from Cal Water regarding the acquisition of all of the outstanding shares of SJW common stock for \$68.25 per share. See "Summary Recent Developments." On April 5, 2018, CTWS received an unsolicited proposal from Eversource regarding the acquisition of all of the outstanding shares of CTWS common stock for \$63.50 per share in cash and/or stock at the election of holders of CTWS common stock. See "The Merger Background of the Merger." While each of SJW and CTWS has determined that the unsolicited proposal that it had received was neither a superior proposal nor reasonably likely to lead to a superior proposal, Cal Water filed on May 2, 2018 a preliminary proxy statement and on May 31, 2018 a definitive proxy statement to solicit proxies in opposition to the merger, Eversource filed on April 27, 2018 a preliminary proxy statement to solicit proxies in opposition to the merger, and it is unclear what additional actions these third parties may take to further their proposals. In addition, on June 7, 2018, Cal Water filed a Schedule TO with the SEC and issued a press release announcing that it had commenced the Cal Water tender offer. Even if ultimately unsuccessful, actions taken by these or other third parties, including the proxy contests, could disrupt the business of each of SJW and CTWS, cause SJW and CTWS to incur substantial additional expense, and negatively impact the ability of SJW and CTWS to consummate the merger and the expected timing of the consummation of the merger. In addition, as a result of the proxy solicitations by Cal Water and Eversource in opposition to the merger, initiation of the Cal Water tender offer, and other actions that may be taken by these or other third parties, shareholders of SJW or CTWS may vote against the proposals at their respective special meetings and, consequently, the required shareholder approvals may not be obtained.

If the merger agreement is terminated and either SJW or CTWS determines to seek another business combination, it may not be able to negotiate a transaction with another party on terms comparable to, or better than, the terms of the merger.

Table of Contents

The SJW voting and support agreements contains provisions that could discourage a potential competing acquiror of SJW, or could result in any competing proposal being at a lower price than it might otherwise be.

In connection with the merger agreement, on March 14, 2018, SJW entered into SJW voting and support agreements with certain holders of shares of SJW common stock (collectively, the SJW supporting parties). As of the record date for the SJW stockholders meeting, the SJW supporting parties collectively beneficially owned approximately []% of the outstanding shares of SJW common stock.

Pursuant to and during the terms of the SJW voting and support agreements, each of the SJW supporting parties agreed, subject to certain conditions and exceptions, at any meeting of SJW stockholders and each action by written consent in lieu of a meeting, or at any postponement or adjournment thereof, to vote its respective SJW supporting party shares (i) in favor of the approval of the issuance of shares of SJW common stock to CTWS shareholders pursuant to the merger; (ii) in favor of the adoption of the SJW certificate of incorporation amendment; (iii) in favor of any proposal to adjourn or postpone the meeting to a later date, if there are not sufficient votes to approve of the matters described in the immediately preceding two bullets; (iv) in favor of any other matter considered at any such meeting of SJW stockholders recommended by the SJW board of directors as required thereunder; (v) against any action or agreement that would result in a breach of any representation, warranty, covenant, agreement or other obligation of SJW in the merger agreement; (vi) against any takeover proposal in respect of SJW; and (vii) against any agreement, amendment of the SJW certificate of incorporation (other than the SJW certificate of incorporation amendment included in this joint proxy statement/prospectus) or SJW bylaws (other than as included as Exhibit C of the merger agreement) or other action that would delay, postpone or discourage the consummation of the merger.

The SJW voting and support agreements also provide, among other things and subject to certain conditions and exceptions, the SJW supporting parties (i) will not, and will not to agree to, (A) sell, transfer, give, pledge, encumber, assign or otherwise dispose of any of its respective SJW supporting party shares; (B) deposit such shares into a voting trust or grant any proxies or enter into a voting agreement, power of attorney or voting trust with respect to them; (C) permit such shares to become subject to liens; or (D) take any action that would make any representation or warranty of such SJW supporting party set forth in the respective SJW voting and support agreement untrue or incorrect in any material respect or have the effect of preventing, disabling or delaying such SJW supporting party from performing any of his obligations thereunder; and (ii) will not, directly or indirectly, (A) solicit, initiate, cause, knowingly facilitate or knowingly encourage (including by way of furnishing information) any inquiries or proposals that constitute, or may reasonably be expected to lead to, any takeover proposal in respect of SJW; (B) participate in any discussions or negotiations with any third party regarding any takeover proposal in respect of SJW (other than to inform any person of such prohibition); or (C) enter into any agreement related to any takeover proposal in respect of SJW, unless SJW notifies such SJW supporting party that SJW is permitted to take similar actions in response to a takeover proposal in accordance with the terms of the merger agreement.

For more information on the SJW voting and support agreements, see the section entitled The Merger SJW Voting and Support Agreements beginning on page 141 of this joint proxy statement/prospectus. The existence of the SJW voting and support agreements could discourage a potential competing acquiror that might have an interest in acquiring all or a significant part of SJW.

SJW s and CTWS s executive officers and directors have certain interests in the merger that may be different from, or in addition to, the interests of SJW stockholders and CTWS shareholders generally.

SJW s and CTWS s executive officers and directors have certain interests in the merger that may be different from, or in addition to, the interests of SJW stockholders and CTWS shareholders generally. SJW s executive officers and CTWS s executive officers negotiated the terms of the merger agreement. SJW s and CTWS s executive officers and

directors also have rights to indemnification and directors and officers liability insurance that will survive completion of the merger.

Table of Contents

Upon completion of the merger, the board of directors of the combined company will be comprised of twelve members, consisting of seven of the directors of SJW immediately prior to the effective time of the merger and five of the directors of CTWS immediately prior to the effective time of the merger. Unless otherwise determined by the affirmative vote of at least 75% of the entire board of directors of the combined company, such board composition will continue until the termination of the term of office that commences upon the close of the annual stockholders meeting at which directors of combined company are elected during the calendar year ended December 31, 2020. For more information on the combined company's board of directors, see the section entitled "Governance Matters After the Merger" beginning on page 154 of this joint proxy statement/prospectus.

Mr. Thornburg, the current chief executive officer and president of SJW, will serve as chairman, chief executive officer and president of the combined company. Mr. Thornburg, who was the chairman, chief executive officer and president of CTWS until September 28, 2017 and an employee of CTWS until October 15, 2017, continues to hold 25,749 shares of CTWS common stock and 126,662 CTWS DSUs (which will be settled in shares of CTWS common stock on June 15, 2018, subject to the terms of the CTWS 2014 Performance Stock Program), as of May 25, 2018. Mr. Benoit, currently the president and chief executive officer of CTWS, will serve as president of Combined SJW's New England Region and of The Connecticut Water Company, an indirect subsidiary of the combined company, from and after the effective time of the merger until December 31, 2020, unless otherwise determined by the affirmative vote of at least 75% of the entire board of directors of the combined company. All of SJW's and its subsidiaries' current officers are expected to continue to serve as officers of the combined company or its subsidiaries following the completion of the merger. In addition, the combined company's and certain of its subsidiaries' management teams will include officers from CTWS, including as follows: (i) Richard L. Knowlton will serve as president of The Maine Water Company, an indirect subsidiary of the combined company; (ii) Kristen A. Johnson will serve as chief human resource officer of the combined company and its subsidiaries; (iii) Maureen P. Westbrook will serve as senior vice president of external affairs of the combined company and its subsidiaries; (iv) Craig J. Patla will serve as vice president, operations of the Combined SJW's New England Region; and (v) Robert J. Doffek will serve as vice president, controller of the Combined SJW's New England Region.

Messrs. Benoit and Patla and Mesdames Johnson and Westbrook are parties to employment agreements that will become effective upon the closing of the merger. Under these employment agreements, each of Messrs. Benoit and Patla and Mesdames Johnson and Westbrook is entitled to severance benefits that are more fully described under "Interests of CTWS Directors and Executive Officers in the Merger - Employment Agreements" and are triggered if his or her employment is terminated, at any time during the term of the employment agreement, for any reason other than cause, death, or attainment of age 65, or if the executive's employment is terminated by reason of the executive's disability, or if the executive voluntarily terminates employment for good reason. Notably, with respect to Mr. Benoit and Ms. Westbrook, "good reason" to terminate their employment includes any reason or no reason during the first 13 months following the closing of the merger. Accordingly, under these agreements, key executives potentially could resign from employment following the merger. In addition, the CTWS equity awards held by the CTWS executive officers will be entitled to special treatment pursuant to the terms of the merger agreement, as is more fully described under "The Merger Agreement - Treatment of CTWS Equity Awards." The payouts under these equity awards could make retention of these key executives more challenging.

The SJW and CTWS boards of directors were aware of these interests at the time each approved the merger and the other transactions contemplated by the merger agreement. These interests, including the continued employment of certain executive officers of SJW and CTWS by the combined company, Mr. Thornburg's ownership of 25,749 shares of CTWS common stock and 126,662 CTWS DSUs, the continued positions of certain directors of SJW and CTWS as directors of the combined company and the indemnification of former directors and officers by the combined company, and Mr. Lynch's and Mr. Bishop's ownership of shares of CTWS common stock may cause SJW's and CTWS's directors and executive officers to view the merger proposal differently and more favorably than you may

view it. See the section entitled [The Merger](#) [Interests](#)

Table of Contents

of SJW Directors and Executive Officers in the Merger beginning on page 122 of this joint proxy statement/prospectus and The Merger Interests of CTWS Directors and Executive Officers in the Merger beginning on page 124 of this joint proxy statement/prospectus for more information.

Risk Factors Relating to the Combined Company Following the Merger

The combined company may be unable to integrate successfully the businesses of SJW and CTWS and realize the anticipated benefits of the merger on the anticipated timeframe or at all.

The merger involves the combination of two companies that currently operate as independent public companies. The success of the merger will depend, in large part, on the ability of the combined company to realize the anticipated benefits from combining the businesses of SJW and CTWS. To realize these anticipated benefits, the businesses of SJW and CTWS must be successfully integrated. This integration will be complex and time consuming. The failure to integrate successfully and to manage successfully the challenges presented by the integration process may result in the combined company not fully achieving the anticipated benefits of the merger. Potential difficulties the combined company may encounter as part of the integration process include the following:

the inability to successfully combine the businesses of SJW and CTWS in a manner that permits the combined company to achieve the full benefits expected to result from the elimination of duplicative public company and other related costs expected as a result of the merger;

complexities associated with managing the combined businesses, including the challenge of integrating complex systems, technology, networks and other assets of each of the companies in a seamless manner that minimizes any adverse impact on customers, suppliers, employees and other constituencies;

coordinating geographically separated organizations, systems and facilities;

addressing possible differences in business backgrounds, corporate cultures and management philosophies;

integrating the workforces of the two companies while maintaining focus on providing consistent, high quality customer service;

potential unknown liabilities and unforeseen increased or new expenses, delays or regulatory conditions associated with the merger;

diversion of the attention of each company's management;

failure to perform by third-party service providers who provide key services for the combined company; and

the disruption of, or the loss of momentum in, each company's ongoing businesses or inconsistencies in operations, services, standards, controls, procedures and policies, any of which could adversely affect each company's ability to maintain relationships with customers, vendors, employees and other constituencies or SJW's and CTWS's ability to achieve the anticipated benefits of the merger, or which could reduce each company's earnings or otherwise adversely affect the business and financial results of the combined company.

The future results of the combined company will suffer if the combined company does not effectively manage its expanded operations following the merger.

Following the merger, the size of the business of the combined company will increase significantly beyond the current size of either SJW's or CTWS's business. The combined company's future success depends, in part, upon its ability to manage this expanded business, which will pose substantial challenges for management, including challenges related to the management and monitoring of new operations and associated increased costs

Table of Contents

and complexity. There can be no assurances that the combined company will be successful or that it will realize the expected operating efficiencies, revenue enhancements and other benefits currently anticipated from the merger.

The merger may not be accretive and may cause dilution to the combined company's earnings per share, which may negatively affect the market price of the combined company's common stock.

SJW and CTWS currently anticipate that the merger will result in mid-to-high single-digit accretion on an earnings per share basis to CTWS shareholders immediately and to shareholders of both companies by the second full year. This expectation is based on preliminary estimates, which may materially change. The combined company could also encounter additional transaction and integration-related costs or other factors such as the failure to realize all of the benefits anticipated in the merger. All of these factors could cause dilution to the combined company's adjusted earnings per share or decrease or delay the expected accretive effect of the merger and cause a decrease in the market value of the combined company's common stock.

The combined company is expected to incur substantial expenses related to the merger and the integration of SJW and CTWS.

The combined company is expected to incur substantial expenses in connection with the merger and the integration of SJW and CTWS. There are a large number of processes, policies, procedures, operations, technologies and systems at each company that must be integrated, including accounting and finance, payroll, revenue management, commercial operations, risk management, and employee benefits. While SJW and CTWS have assumed that a certain level of expenses would be incurred, there are many factors beyond their control that could affect the total amount or the timing of the integration expenses. Moreover, many of the expenses that will be incurred are, by their nature, difficult to estimate accurately. These expenses could, particularly in the near term, exceed the benefits that the combined company expects to achieve from the elimination of duplicative public company and other related costs expected from the transaction. These integration expenses likely will result in the combined company taking significant charges against earnings following the completion of the merger, and the amount and timing of such charges are uncertain at present. Substantial expenses related to the transaction, including fees payable to the companies' advisors, will also be borne by SJW and CTWS even if the merger is not completed.

The unaudited pro forma condensed combined financial information included in this joint proxy statement/prospectus are not intended to be representative of the combined company's results after the merger.

The unaudited pro forma condensed combined financial information included in this joint proxy statement/prospectus is presented solely for informational purposes and is not intended to be indicative of the financial position or results of operations that actually would have occurred had the merger been completed as of the dates indicated, nor is it indicative of the future operating results or financial position of the combined company following the merger. This unaudited pro forma condensed combined financial information reflects adjustments that were developed using preliminary estimates based on available information and various assumptions and may be revised as additional information becomes available. Accordingly, the final acquisition accounting adjustments may differ materially from the pro forma adjustments reflected in this joint proxy statement/prospectus.

Current holders of SJW common stock and CTWS common stock will have a reduced ownership and voting interest after the merger and will exercise less influence over management.

Current holders of SJW common stock and CTWS common stock have the right to vote in the election of the board of directors and on other matters affecting SJW and CTWS, respectively. Upon the completion of the merger, each CTWS shareholder who receives shares of SJW common stock will become a stockholder of the combined company

with a percentage ownership of the combined company that is smaller than such

Table of Contents

stockholder's percentage ownership of CTWS. Similarly, after completion of the merger, the shares of combined company common stock retained by each SJW stockholder will represent a smaller percentage ownership of the combined company. It is currently expected that the shareholders of CTWS immediately prior to the effective time of the merger as a group will receive shares in the merger constituting approximately 40% of the shares of combined company common stock on a fully diluted basis immediately after the merger. As a result, stockholders of SJW immediately prior to the effective time of the merger as a group will own approximately 60% of the shares of combined company common stock on a fully diluted basis immediately after the merger. Because of this, current holders of SJW common stock and CTWS common stock will have less influence on the management and policies of the combined company than they now have on the management and policies of SJW and CTWS, respectively.

The merger will result in changes to the board of directors that may affect the strategy and operations of the combined company.

In connection with the consummation of the merger, the board of directors of the combined company will be expanded to consist of twelve members, which will be comprised of seven of the directors of SJW immediately prior to the effective time of the merger and five of the directors of CTWS immediately prior to the effective time of the merger, as more fully described in the section entitled Governance Matters After the Merger beginning on page 154 of this joint proxy statement/prospectus. Unless otherwise determined by the affirmative vote of at least 75% of the entire board of directors of the combined company, such board composition will continue until the termination of the term of office that commences upon the close of the annual stockholders meeting at which directors of combined company are elected during the calendar year ended December 31, 2020. This new composition of the board of directors may affect the combined company's business strategy and operating decisions following the completion of the merger.

The merger will combine two companies that are currently affected by developments in the water utility industry, including changes in regulation. A failure to adapt to the changing regulatory environment after the merger could adversely affect the stability of the combined company's earnings.

Because SJW, CTWS and their respective subsidiaries are regulated in the U.S. at the federal level and, in the case of SJW, in California and Texas, and, in the case of CTWS, Connecticut and Maine, the two companies have been and will continue to be affected by legislative and regulatory developments. After the merger, the combined company and/or its subsidiaries will be subject in the U.S. to extensive federal regulation as well as to state regulation in the states in which the combined company will operate. The costs and burdens associated with complying with these regulatory jurisdictions may have an adverse effect on the combined company. Moreover, potential legislative changes, regulatory changes or otherwise may create greater risks to the stability of the combined company's earnings generally.

The rights of CTWS shareholders who become stockholders of the combined company in the merger will be governed by Delaware law, the combined company's certificate of incorporation and the combined company's bylaws.

CTWS shareholders who receive shares of SJW common stock in the merger will become stockholders of the combined company and their rights as stockholders will be governed by Delaware law, the combined company's certificate of incorporation and the combined company's bylaws, rather than Connecticut law, CTWS's certificate of incorporation and CTWS's bylaws. There may be material differences between the current rights of CTWS shareholders, as compared to the rights they will have as stockholders of the combined company. For more information, see the section entitled Comparison of Rights of CTWS Shareholders and Combined SJW Stockholders beginning on page 190 of this joint proxy statement/prospectus.

Table of Contents

The combined company's dividend policy is subject to the discretion of its board of directors and may be limited by the combined company's credit agreements and limitations under Delaware law.

Although it is currently anticipated that the combined company will pay a regular quarterly dividend following the completion of the merger, any such determination to pay dividends will be at the discretion of the board of directors of the combined company and will be dependent on then-existing conditions, including the company's financial condition, earnings, legal requirements, including limitations under Delaware law, restrictions in the combined company's credit agreements that limit its ability to pay dividends to stockholders and other factors the board of directors of the combined company deems relevant. The board of directors of the combined company may, in its sole discretion, change the amount or frequency of dividends or discontinue the payment of dividends entirely. For these reasons, you will not be able to rely on dividends to receive a return on your investment. Accordingly, realization of a gain on your shares of the combined company common stock received in the merger may depend on the appreciation of the price of the combined company common stock, which may never occur.

The market price of shares of SJW common stock may be affected by factors different from those that historically have affected shares of CTWS common stock.

Upon completion of the merger, holders of CTWS common stock will become holders of SJW common stock. The businesses of SJW differ from those of CTWS in certain respects, and, accordingly, the financial position or results of operations and/or cash flows of the combined company after the merger, as well as the market price of shares of SJW common stock, may be affected by factors different from those currently affecting the financial position or results of operations and/or cash flows of CTWS. Following the completion of the merger, CTWS will be part of a larger company with other lines of business and a broader geographic footprint, so decisions affecting CTWS may be made in respect of the larger combined business as a whole rather than the CTWS businesses individually. For a discussion of the businesses of SJW and CTWS and of some important factors to consider in connection with those businesses, see the section entitled "The Companies" beginning on page 50, and the documents incorporated by reference in the section entitled "Where You Can Find More Information" beginning on page 207, including, in particular, in the sections entitled "Risk Factors" in each of SJW's Annual Report on Form 10-K for the year ended December 31, 2017, SJW's Quarterly Report for the period ended March 31, 2018, CTWS's Annual Report on Form 10-K for the year ended December 31, 2017 and CTWS's Quarterly Report on Form 10-Q for the period ended March 31, 2018.

The market price of shares of SJW common stock may decline in the future as a result of the sale of shares of SJW common stock held by former CTWS shareholders or current SJW stockholders.

Based on the number of shares of CTWS common stock outstanding as of May 25, 2018 and the number of shares of CTWS common stock that are reserved for issuance pursuant to outstanding CTWS equity awards or otherwise, SJW expects to issue up to approximately 14,194,354 shares of SJW common stock to CTWS shareholders in connection with the merger. Following their receipt of shares of SJW common stock as merger consideration in the merger, former CTWS shareholders may seek to sell the shares of SJW common stock delivered to them. Other SJW stockholders may also seek to sell shares of SJW common stock held by them following, or in anticipation of, completion of the merger. These sales (or the perception that these sales may occur), coupled with the increase in the outstanding number of shares of SJW common stock, may affect the market for, and the market price of, SJW common stock in an adverse manner.

The market price of shares of SJW common stock will continue to fluctuate after the merger.

Upon completion of the merger, holders of CTWS common stock will become holders of shares of SJW common stock. The market price of shares of SJW common stock may fluctuate significantly following completion of the

merger and holders of CTWS common stock could lose some or all of the value of their investment in SJW common stock. In addition, the stock market has experienced significant price and volume fluctuations in recent times which, if they continue to occur, could have an adverse effect on the market for, or liquidity of, the SJW common stock, regardless of the combined company's actual operating performance.

Table of Contents

Other Risk Factors of SJW and CTWS

SJW's and CTWS's businesses are and will be subject to the risks described above. In addition, SJW's and CTWS's businesses are, and will continue to be, subject to the risks described in Part I, Item 1A in SJW's Annual Report on Form 10-K for the fiscal year ended December 31, 2017, Part II, Item 1A in SJW's Quarterly Report on Form 10-Q for the period ended March 31, 2018, Part I, Item 1A in CTWS's Annual Report on Form 10-K for the fiscal year ended December 31, 2017 and Part II, Item 1A in CTWS's Quarterly Report on Form 10-Q for the period ended March 31, 2018, each as updated by subsequent Current Reports on Form 8-K, all of which are or will be filed with the SEC and incorporated by reference into this joint proxy statement/prospectus. See the section entitled "Where You Can Find More Information" beginning on page 207 of this joint proxy statement/prospectus for the location of information incorporated by reference in this joint proxy statement/prospectus.

Table of Contents**SUMMARY HISTORICAL CONSOLIDATED FINANCIAL DATA****Summary Historical Consolidated Financial Data of SJW**

The following statement of operations data for the years ended December 31, 2017, 2016 and 2015 and the balance sheet data as of December 31, 2017 and 2016 have been derived from the audited consolidated financial statements of SJW contained in its Annual Report on Form 10-K for the fiscal year ended December 31, 2017, which is incorporated into this joint proxy statement/prospectus by reference. The statement of operations data for the years ended December 31, 2014 and 2013 and the balance sheet data as of December 31, 2015, 2014 and 2013 have been derived from SJW's audited consolidated financial statements for such years, which have not been incorporated into this joint proxy statement/prospectus by reference.

The statement of operations data for the three months ended March 31, 2018 and 2017 and the balance sheet data as of March 31, 2018 have been derived from the SJW unaudited interim consolidated financial statements contained in the Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2018, which is incorporated into this joint proxy statement/prospectus by reference.

The balance sheet data as of March 31, 2017 has been derived from SJW's unaudited interim consolidated financial statements for such period, which have not been incorporated into this joint proxy statement/prospectus by reference. These financial statements are unaudited but, in the opinion of SJW's management, contain all adjustments necessary to present fairly SJW's financial position, results of operations and cash flows for the periods indicated.

You should read this summary historical financial data together with the financial statements that are incorporated by reference into this joint proxy statement/prospectus and their accompanying notes and management's discussion and analysis of financial condition and results of operations of SJW contained in such reports.

Statement of Operations Data of SJW**(In thousands of U.S. dollars, except per share data)**

	Three Months Ended March 31,			Year Ended December 31,			
	2018	2017	2017	2016	2015	2014	2013
Operating revenue	\$ 75,042	\$ 69,045	\$ 389,225	339,706	305,082	319,668	276,869
Operating income	\$ 7,331	\$ 11,704	\$ 98,079	93,116	79,960	92,878	53,407
Net income	\$ 1,285	\$ 3,671	\$ 59,204	52,839	37,882	51,806	22,384
Dividends paid	\$ 5,754	\$ 4,456	\$ 21,332	16,559	15,885	15,177	14,443
Consolidated Per Share Data:							
Earnings per share basic	\$ 0.06	\$ 0.18	\$ 2.89	2.59	1.86	2.56	1.13
Earnings per share diluted	\$ 0.06	\$ 0.18	\$ 2.86	2.57	1.85	2.54	1.12
Dividends paid	\$ 0.28	\$ 0.22	\$ 1.04	0.81	0.78	0.75	0.73

Table of Contents**Balance Sheet Data of SJW****(In thousands of U.S. dollars)**

	As of March 31,		Year Ended December 31,				
	2018	2017	2017	2016	2015	2014	2013
Net utility plant	\$ 1,254,936	\$ 1,165,339	\$ 1,239,264	1,146,363	1,036,763	963,014	898,738
Total assets	\$ 1,463,874	\$ 1,435,777	\$ 1,458,001	1,443,376	1,337,325	1,269,304	1,109,986
Capitalization:							
Stockholders' equity	\$ 457,830	\$ 421,400	\$ 463,209	421,646	383,783	360,155	321,175
Long-term debt, less current portion ⁽¹⁾	\$ 431,175	\$ 433,388	\$ 431,092	433,335	377,187	384,365	334,997
Total capitalization	\$ 889,005	\$ 854,788	\$ 894,301	854,981	760,970	744,520	656,172

(1) SJW adopted Accounting Standards Update No. 2015-03, Interest Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs in January 2016. Long-term debt in the Summary Historical Consolidated Financial Data for 2015, 2014 and 2013 has not been adjusted to reflect the adoption of this standard.

Summary Historical Consolidated Financial Data of CTWS

The following statement of income data for the years ended December 31, 2017, 2016 and 2015 and the balance sheet data as of December 31, 2017 and 2016 have been derived from the audited consolidated financial statements of CTWS contained in its Annual Report on Form 10-K for the fiscal year ended December 31, 2017, which is incorporated into this joint proxy statement/prospectus by reference. The statement of income data for the years ended December 31, 2014 and 2013 and the balance sheet data as of December 31, 2015, 2014 and 2013 have been derived from the audited consolidated financial statements of CTWS for such years, which have not been incorporated into this joint proxy statement/prospectus by reference.

The statement of income data for the three-month periods ended March 31, 2018 and 2017 and the balance sheet data as of March 31, 2018 have been derived from the unaudited interim consolidated financial statements of CTWS contained in the Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2018, which is incorporated into this joint proxy statement/prospectus by reference.

The balance sheet data as of March 31, 2017 has been derived from the unaudited interim consolidated financial statements of CTWS for such period, which have not been incorporated into this joint proxy statement/prospectus by reference. These financial statements are unaudited but, in the opinion of CTWS management, contain all adjustments necessary to present fairly CTWS's financial position, results of operations and cash flows for the periods indicated.

You should read this summary historical financial data together with the financial statements that are incorporated by reference into this joint proxy statement/prospectus and their accompanying notes and management's discussion and analysis of financial condition and results of operations of CTWS contained in such reports.

Table of Contents**Statement of Income Data of CTWS****(In thousands of U.S. dollars, except per share data)**

	(Unaudited) Three Months Ended, March 31,		Years Ended December 31,				
	2018	2017	2017	2016	2015	2014	2013
Operating Revenue	\$ 24,853	\$ 22,463	\$ 107,054	98,667	96,041	94,020	91,481
Total Utility Operating Income	\$ 4,545	\$ 5,518	\$ 34,229	28,949	27,439	25,997	22,849
Net (Loss) Income	(\$ 1,227)	\$ 4,068	\$ 25,054	23,387	22,761	21,319	18,269
Earnings per share:							
Basic	(\$ 0.10)	\$ 0.36	\$ 2.17	2.12	2.07	1.95	1.68
Diluted	(\$ 0.10)	\$ 0.36	\$ 2.13	2.08	2.04	1.92	1.66
Declared Common Dividends Per Share	\$ 0.2975	\$ 0.2825	\$ 1.175	1.115	1.05	1.01	0.98

Balance Sheet Data of CTWS⁽¹⁾**(In thousands of U.S. dollars)**

	(Unaudited) As of March 31,		Years Ended December 31,				
	2018	2017	2017	2016	2015	2014	2013
Net Utility Plant	\$ 699,629	\$ 636,610	\$ 697,723	601,396	546,284	506,939	471,876
Total Assets	\$ 901,964	\$ 838,549	\$ 898,783	784,502	710,715	664,897	623,970
Common Shareholders Equity	\$ 289,419	\$ 254,325	\$ 293,630	236,028	223,977	209,451	197,753
Long-Term Debt (Consolidated, Excluding Current Maturities)	\$ 252,194	\$ 205,589	\$ 253,367	197,047	171,868	170,309	168,201

- (1) The balance sheet data as of December 31, 2015, 2014 and 2013 reflects adjustments pursuant to Accounting Standards Update No. 2015-03, Interest Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs (ASU No. 2015-03), which was issued by the Financial Accounting Standards Board in April 2015. ASU No. 2015-03 became effective for CTWS on January 1, 2016.

Table of Contents**SELECTED UNAUDITED PRO FORMA CONDENSED COMBINED****FINANCIAL INFORMATION OF SJW AND CTWS**

The following table shows selected unaudited pro forma condensed combined financial information regarding the financial condition and results of operations of SJW after giving effect to the merger with CTWS. The selected unaudited pro forma combined financial statements have been prepared using the acquisition method of accounting for business combinations pursuant to the provisions of ASC Topic 805, Business Combinations and otherwise in accordance with United States generally accepted accounting principles (U.S. GAAP) under which the assets and liabilities of CTWS will be recorded by SJW at their respective fair values as of the date the merger is completed. The selected unaudited pro forma condensed combined balance sheet as of March 31, 2018 assumes that the merger took place on March 31, 2018. The selected unaudited pro forma condensed combined statement of operations for the three months ended March 31, 2018 and the fiscal year ended December 31, 2017 assume that the merger took place on January 1, 2017, the beginning of the earliest period presented.

The selected unaudited pro forma condensed combined financial information has been derived from and should be read in conjunction with the more detailed unaudited pro forma combined financial statements of the combined company appearing elsewhere in this joint proxy statement/prospectus and the accompanying notes to the unaudited pro forma combined financial statements. See the section entitled **Unaudited Pro Forma Condensed Combined Financial Information** beginning on page 170 of this joint proxy statement/prospectus. In addition, the selected unaudited pro forma combined financial statements should be read in conjunction with the historical consolidated financial statements and related notes of both SJW and CTWS for the applicable periods, which have been incorporated in this joint proxy statement/prospectus by reference. See the section entitled **Where You Can Find More Information** beginning on page 207 of this joint proxy statement/prospectus.

The selected unaudited pro forma condensed combined financial information has been presented for informational purposes only. The selected unaudited pro forma condensed combined financial information is not necessarily indicative of what the combined company's financial position or results of operations actually would have been had the merger been completed as of the dates indicated. In addition, the selected unaudited pro forma condensed combined financial information does not purport to project the future financial position or operating results of the combined company. The pro forma information, although helpful in illustrating the financial characteristics of the combined company under one set of assumptions, does not reflect the benefits of expected elimination of duplicative public company and other related costs, opportunities to earn additional revenue, the impact of restructuring, or other factors that may result as a consequence of the merger and, accordingly, does not attempt to predict or suggest future results.

Selected Unaudited Pro Forma Combined Statement of Operations**(In thousands of US dollars, except per share data)**

	Three Months Ended March 31, 2018
Operating Revenue	\$ 99,895
Operating Income	\$ 14,968
Net Income	\$ 5,031

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Dividends Paid		\$	9,358
Consolidated Per Share Data:			
Earnings Per Share	Basic	\$	0.15
Earnings Per Share	Diluted	\$	0.15
Dividends Per Share		\$	0.27

Table of Contents**Selected Unaudited Pro Forma Combined Statement of Operations****(In thousands of US dollars, except per share data)**

	Year ended December 31, 2017
Operating Revenue	\$ 496,279
Operating Income	\$ 127,412
Net Income	\$ 83,540
Dividends Paid	\$ 35,252
Consolidated Per Share Data:	
Earnings Per Share Basic	\$ 2.44
Earnings Per Share Diluted	\$ 2.43
Dividends Per Share	\$ 1.04

Selected Unaudited Pro Forma Combined Balance Sheet**(in thousands of US dollars, except per share data)**

	March 31, 2018
Net Utility Plant	\$ 1,954,565
Total Assets	\$ 2,949,005
Total Shareholder's Equity	\$ 1,293,889
Long-term debt, less current portion	\$ 687,694
Preferred Stock	\$ 772

Table of Contents**UNAUDITED COMPARATIVE PER SHARE DATA**

Presented below are SJW's and CTWS's historical and pro forma per share data for the three months ended March 31, 2018 and the year ended December 31, 2017. Except for the historical information for the year ended December 31, 2017, the information provided in the table below is unaudited. This information should be read together with the historical consolidated financial statements and related notes of SJW and CTWS that are filed by SJW and CTWS with the SEC, and incorporated by reference in this joint proxy statement/prospectus, and with the unaudited pro forma condensed combined financial information included in the section entitled "Unaudited Pro Forma Condensed Combined Financial Information" beginning on page 170.

The pro forma information is presented for illustrative purposes only and is not necessarily indicative of the operating results or financial position that would have occurred if the merger had been completed as of the beginning of the periods presented, nor is it necessarily indicative of the future operating results or financial position of the combined company. The pro forma information, although helpful in illustrating the financial characteristics of the combined company under one set of assumptions, does not reflect the benefits or opportunities to earn additional revenue, the impact of restructuring, or other factors that may result as a consequence of the merger and, accordingly, does not attempt to predict or suggest future results.

The historical book value per share is computed by dividing stockholders' equity by the number of shares of common stock outstanding at the end of the period. The pro forma earnings per share of the combined company is computed by dividing the pro forma earnings by the pro forma weighted average number of shares outstanding. The pro forma book value per share of the combined company is computed by dividing total pro forma stockholders' equity by the pro forma number of shares of common stock outstanding at the end of the period. The pro forma book value per share of the combined company is computed as if the merger had been completed on December 31, 2017. The CTWS unaudited pro forma equivalent per share financial information is determined using the pro forma combined per share data multiplied by 1.1375 (the exchange ratio of SJW common stock per outstanding share of CTWS common stock).

Comparative Historical and Unaudited Pro Forma Per Share Financial Data

	Three months ended March 31, 2018			
	SJW Group		CTWS	
	Historical	Pro Forma Combined	Historical	Pro Forma Equivalent
Basic earnings per share	\$ 0.06	\$ 0.15	\$ (0.10)	\$ 0.17
Diluted earnings per share	\$ 0.06	\$ 0.15	\$ (0.10)	\$ 0.17
Book value per share	\$ 22.24	\$ 37.67	\$ 23.94	\$ 42.85
Dividends per share	\$ 0.28	\$ 0.27	\$ 0.30	\$ 0.31

	Year ended December 31, 2017			
	SJW Group		CTWS	
	Historical	Pro Forma Combined	Historical	Pro Forma Equivalent
Basic earnings per share	\$ 2.89	\$ 2.44	\$ 2.17	\$ 2.78
Diluted earnings per share	\$ 2.86	\$ 2.43	\$ 2.13	\$ 2.76
Book value per share	\$ 22.57	\$ 34.05	\$ 24.34	\$ 38.74

Dividends per share	\$ 1.04	\$ 1.04	\$ 1.18	\$ 1.18
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Table of Contents**THE COMPANIES****SJW Group**

SJW was incorporated in California as SJW Corp. on February 8, 1985. On November 15, 2016, SJW Corp. changed its state of incorporation to the state of Delaware and changed its name to SJW Group. SJW is a holding company that conducts its business in the United States through three wholly owned subsidiaries, namely, San Jose Water Company, SJWTX, Inc., doing business as Canyon Lake Water Service Company, and SJW Land Company. San Jose Water Company and Canyon Lake Water Service Company are public utilities regulated by the CPUC and Public Utilities Commission of Texas, respectively, and operate within a service area approved by the regulators.

San Jose Water Company is a public utility that provides water service to approximately 230,000 connections serving a population of approximately one million people in an area comprising approximately 139 square miles in the metropolitan San Jose, California area. SJWTX, Inc. is another public utility that provides water service to approximately 14,000 connections serving approximately 42,000 people in an area comprising more than 244 square miles in western Comal County and southern Blanco County in the growing region between San Antonio and Austin, Texas. In addition, SJWTX, Inc. has a 25% interest in Acequia Water Supply Corporation, which has been consolidated with SJWTX, Inc. within the scope of Financial Accounting Standards Board ASC Topic 810,

Consolidation. The principal business of these water utility services consists of the production, purchase, storage, purification, distribution, wholesale, and retail sale of water. San Jose Water Company also provides non-tariffed services under agreements with municipalities and other utilities. These non-tariffed services include water system operations, maintenance agreements and antenna site leases.

SJW Land Company owns an undeveloped real estate property, commercial and warehouse properties in Tennessee. SJW Land Company also has a 70% limited partnership interest in 444 West Santa Clara Street, L.P., which sold all of its interests in the commercial building and land the partnership owned and operated on April 6, 2017.

SJW's common stock is traded on the NYSE under the symbol SJW. The principal executive offices of SJW are located on 110 West Taylor Street, San Jose, California 95110. Its telephone number is (408) 279-7800, and its Internet address is www.sjwgroup.com.

Connecticut Water Service, Inc.

CTWS was incorporated in 1974, with The Connecticut Water Company as its largest subsidiary, which was organized in 1956. CTWS is a non-operating holding company, whose income is derived from the earnings of its six wholly owned subsidiary companies. In 2017, approximately 95% of the company's net income was attributable to water operations carried out within its four regulated water companies, The Connecticut Water Company, The Heritage Village Water Company, The Avon Water Company and The Maine Water Company. The Connecticut Water Company, The Heritage Village Water Company and The Avon Water Company are regulated by the PURA and The Maine Water Company is regulated by the MPUC. These regulated companies supplied water to 135,000 connections serving approximately 450,000 people in 80 municipalities in Connecticut and Maine and wastewater to more than 3,000 connections serving approximately 10,000 people in Southbury, Connecticut. They are subject to state regulation regarding financial issues, rates, service and operating issues, and to various other state and federal regulatory agencies concerning water quality and environmental standards.

In addition to its regulated companies, CTWS owns two active unregulated companies. In 2017, these unregulated companies, together with real estate transactions within The Connecticut Water Company, contributed the remaining 5% of CTWS's net income through real estate transactions as well as services and rentals. The two active unregulated

companies are Chester Realty, Inc., a real estate company in Connecticut, and New England Water Utility Services, Inc., which provides contract water and sewer operations and other water related services.

Table of Contents

CTWS's common stock is traded on the NASDAQ under the symbol CTWS. The principal executive offices of CTWS are located on 93 West Main Street, Clinton, Connecticut 06413. Its telephone number is (860) 669-8636, and its Internet address is www.ctwater.com.

Hydro Sub, Inc.

Hydro Sub, Inc., a wholly owned subsidiary of SJW (Merger Sub), is a Connecticut corporation that was formed on March 9, 2018 for the sole purpose of effecting the merger. In the merger, Merger Sub will be merged with and into CTWS, with CTWS surviving as a wholly owned subsidiary of SJW.

Table of Contents

THE SJW SPECIAL MEETING

This joint proxy statement/prospectus is being provided to the stockholders of SJW as part of a solicitation of proxies by the SJW board of directors for use at SJW's special meeting to be held at the time and place specified below and at any properly convened meeting following any adjournments or postponements thereof. This joint proxy statement/prospectus provides stockholders of SJW with the information they need to know to be able to vote or instruct their vote to be cast at SJW's special meeting.

Date, Time and Place

The special meeting of SJW stockholders is scheduled to be held at 110 West Taylor Street, San Jose, California 95110, on [], 2018, at [], local time, subject to any adjournments or postponements thereof.

Purpose of the SJW Special Meeting

At the SJW special meeting, SJW stockholders will be asked to consider and vote on:

the proposal to approve the issuance of shares of SJW common stock to CTWS shareholders pursuant to the merger as contemplated by the merger agreement, a copy of which is included as Annex A to this joint proxy statement/prospectus, as it may be further amended from time to time;

the proposal to adopt the SJW certificate of incorporation amendment, a copy of the form of which is included as Annex D to this joint proxy statement/prospectus, as contemplated by the merger agreement; and

the proposal to adjourn the SJW special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the issuance of shares of SJW common stock to CTWS shareholders pursuant to the merger or the adoption of the SJW certificate of incorporation amendment.

Completion of the merger is conditioned on, among other things, approval of the issuance of shares of SJW common stock to CTWS shareholders pursuant to the merger and the adoption of the SJW certificate of incorporation amendment by SJW stockholders.

Recommendation of the SJW Board of Directors

The SJW board of directors unanimously approved the merger agreement and determined that the merger agreement and the transactions contemplated thereby, including the merger, are advisable and in the best interests of SJW and its stockholders.

The SJW board of directors unanimously recommends that SJW stockholders vote FOR the proposal to approve the issuance of shares of SJW common stock to CTWS shareholders pursuant to the merger, FOR the proposal to adopt the SJW certificate of incorporation amendment and FOR the proposal to approve any motion to adjourn the SJW special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the issuance of shares of SJW common stock to CTWS shareholders pursuant to the merger or the adoption of the SJW certificate of incorporation amendment.

SJW Record Date; Stockholders Entitled to Vote

Only SJW stockholders of record at the close of business on [], 2018, the SJW record date for the SJW special meeting, are entitled to notice of, and to vote at, the SJW special meeting or any adjournments or postponements thereof.

Table of Contents

At the close of business on the SJW record date, there were [] shares of SJW common stock outstanding and entitled to vote at the SJW special meeting. SJW issued and outstanding capital stock consists solely of outstanding shares of SJW common stock. SJW stockholders will have one vote for each share of SJW common stock they owned on the SJW record date, in person or through the Internet or by telephone or by a properly executed and delivered proxy with respect to the SJW special meeting. A list of stockholders of SJW will be available for review for any purpose germane to the special meeting at SJW's executive offices and principal place of business at the 110 West Taylor Street, San Jose, California 95110, during regular business hours for a period of 10 days before the special meeting. The list will also be available at the special meeting for examination by any stockholder of record present at the special meeting.

Voting by SJW's Directors and Executive Officers

At the close of business on the SJW record date, directors and executive officers of SJW and their affiliates were entitled to vote [] shares of SJW common stock, or approximately []% of the shares of SJW common stock outstanding on that date. We currently expect that SJW's directors (including those who are party to the SJW voting and support agreements) and executive officers will vote their shares in favor of the proposal to approve the issuance of shares of SJW common stock to CTWS shareholders pursuant to the merger and the proposal to adopt the SJW certificate of incorporation amendment.

Quorum

No business may be transacted at the SJW special meeting unless a quorum is present. Stockholders who hold shares representing at least a majority of the voting power of all shares of SJW stock issued and outstanding and entitled to vote at the SJW special meeting must be present in person or represented by proxy to constitute a quorum for the transaction of business at the SJW special meeting. If a quorum is not present, the special meeting may be adjourned by the approval of holders of SJW stock representing a majority of the voting power of all shares present in person or represented by proxy at the special meeting, or by the chairman of the special meeting, to allow additional time for obtaining additional proxies. In addition, the chairman of the special meeting may adjourn such meeting after the special meeting has been duly organized. At any subsequent reconvening of the special meeting, all proxies will be voted in the same manner as they would have been voted at the original convening of the special meeting, except for any proxies that have been effectively revoked or withdrawn prior to the subsequent meeting.

For purposes of determining whether a quorum has been achieved, abstentions (shares of SJW common stock for which proxies have been received but for which the holders have abstained from voting or as to which the holder attends the special meeting in person but does not vote) will be included in the calculation of the number of shares of SJW common stock represented at the special meeting, but broker non-votes will not be included.

Required Vote

The issuance of shares of SJW common stock to CTWS shareholders pursuant to the merger requires the affirmative vote of holders of a majority of the outstanding shares of SJW common stock present in person or represented by proxy at the SJW special meeting and entitled to vote on the proposal. Failures to vote and broker non-votes, which are described below, will have no effect on the proposal, assuming a quorum is present. Abstentions are treated the same as votes against this proposal.

The adoption of the SJW certificate of incorporation amendment requires the affirmative vote of holders of a majority of the outstanding shares of SJW common stock entitled to vote on the proposal. Failures to vote, broker non-votes and abstentions will have the effect of a vote against this proposal.

The adjournment of the SJW special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the issuance of shares of SJW common stock to CTWS

Table of Contents

shareholders pursuant to the merger or the adoption of the SJW certificate of incorporation amendment requires the affirmative vote of holders of a majority of the outstanding shares of SJW common stock present in person or represented by proxy at the SJW special meeting and entitled to vote on the proposal. Failures to vote and broker non-votes will have no effect on the proposal, assuming a quorum is present. Abstentions will have the effect of a vote against this proposal.

Completion of the merger is conditioned on, among other things, approval of the issuance of shares of SJW common stock to CTWS shareholders pursuant to the merger and the adoption of the SJW certificate of incorporation amendment by SJW stockholders.

Failure to Vote, Broker Non-Votes and Abstentions

Failure to Vote. A failure to vote occurs when a holder of SJW common stock fails to vote in person or by proxy and fails to instruct his or her bank, broker, trust or other nominee to vote shares beneficially owned by such holder. Accordingly, if an SJW stockholder fails to vote with respect to:

the proposal to approve the issuance of shares of SJW common stock to CTWS shareholders pursuant to the merger, it will have no effect on the vote count for this proposal (assuming a quorum is present);

the proposal to approve adoption of the SJW certificate of incorporation amendment, it will have the same effect as a vote against the proposal (assuming a quorum is present); and

a proposal to adjourn the SJW special meeting, it will have no effect on the vote count for a proposal to approve any motion to adjourn the SJW special meeting (assuming a quorum is present).

Broker Non-Votes. If you hold your SJW shares in a stock brokerage account or if your shares are held by a bank, broker, trustee or other nominee (that is, in street name), you must provide the record holder of your shares with instructions on how to vote your shares. Please follow the voting instructions provided by your bank, broker, trustee or other nominee. Please note that you may not vote shares held in street name by returning a proxy card directly to SJW or by voting in person at your stockholders meeting unless you have a legal proxy, which you must obtain from your bank or broker. Further, brokers who hold shares of SJW common stock on behalf of their customers may not give a proxy to SJW to vote those shares without specific instructions from their customers. If you are an SJW stockholder and you do not instruct your broker on how to vote your shares, pursuant to the rules of the NYSE, your broker may not vote your shares on:

the proposal to approve the issuance of shares of SJW common stock to CTWS shareholders pursuant to the merger, which will have no effect on the vote on this proposal (assuming a quorum is present);

the proposal to adopt the SJW certificate of incorporation amendment, which will have the same effect as a vote against this proposal (assuming a quorum is present); and

any proposal to adjourn the SJW special meeting, which will have no effect on the vote on this proposal (assuming a quorum is present).

Abstentions. An abstention occurs when an SJW stockholder attends the SJW special meeting, either in person or by proxy, but abstains from voting. An abstention of any SJW stockholder with respect to each of the proposals to approve the issuance of shares of SJW common stock to CTWS shareholders pursuant to the merger, the proposal to approve adoption of the SJW certificate of incorporation amendment and a proposal to adjourn the SJW special meeting will have the same effect as a vote against such proposal.

Voting at the Special Meeting In Person

Whether or not you plan to attend the SJW special meeting, please vote your shares in advance of the meeting by proxy by following the instructions set forth in the section below.

Table of Contents

If you plan to attend the SJW special meeting and wish to vote in person, you will be given a ballot at the special meeting.

If you are a registered or record holder, which means your shares are registered in your name with American Stock Transfer & Trust Company, SJW's transfer agent, you may vote in person at the special meeting. In addition, if you are a registered stockholder, please be prepared to provide proper identification, such as a driver's license.

If your shares are held in street name and you wish to vote at the special meeting, you must bring to the special meeting a proxy executed in your favor from the record holder (your broker, bank or other nominee) of the shares authorizing you to vote at the special meeting. You will need to provide proof of ownership, such as a recent account statement or letter from your bank, broker or other nominee, along with proper identification.

Voting at the Special Meeting by Proxy

If you are a holder of record, a GREEN proxy card is enclosed for your use. SJW requests that you submit a proxy via the Internet by logging onto www.proxyvote.com and following the instructions on your GREEN proxy card or by telephone by dialing (866) 357-4029 and listening for further directions or by signing and dating the enclosed proxy and returning it promptly in the enclosed postage-paid envelope. When the enclosed proxy is returned properly executed and dated, the shares of SJW common stock represented by it will be voted at the SJW special meeting or any adjournment or postponement thereof in accordance with the instructions contained in the proxy.

If a proxy is returned without an indication as to how the shares of SJW common stock represented are to be voted with regard to a particular proposal, the SJW common stock represented by the proxy will be voted in accordance with the recommendation of the SJW board of directors and, therefore, FOR the proposal to approve the issuance of shares of SJW common stock to CTWS shareholders pursuant to the merger, FOR the proposal to adopt the SJW certificate of incorporation amendment and FOR the proposal to approve any motion to adjourn the SJW special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the issuance of shares of SJW common stock to CTWS shareholders pursuant to the merger or the adoption of the SJW certificate of incorporation amendment. At the date hereof, management has no knowledge of any business that will be presented for consideration at the special meeting and which would be required to be set forth in this joint proxy statement/prospectus or the related GREEN proxy card other than the matters set forth in SJW's Notice of Special Meeting of Stockholders. If any other matter is properly presented at the special meeting for consideration, it is intended that the persons named in the enclosed form of proxy and acting thereunder will vote in accordance with their best judgment on such matter.

If you hold your shares of SJW common stock in street name, you will receive instructions from your broker, bank or other nominee that you must follow in order to vote your shares. If you vote by Internet or telephone, you need not return a proxy card by mail, but your vote must be received by 11:59 p.m., Eastern time, on [], 2018.

Your vote is important. Accordingly, please sign and return the enclosed GREEN proxy card whether or not you plan to attend the SJW special meeting in person. Proxies submitted through the specified Internet website or by phone must be received by 11:59 p.m., Eastern time, on [], 2018.

Revocation of Proxies

If you are the record holder of SJW stock, you can change your vote or revoke your proxy at any time before your proxy is voted at the special meeting. You can do this by:

timely delivering a signed written notice of revocation to the Corporate Secretary of SJW;

Table of Contents

timely delivering a new, valid proxy bearing a later date by submitting instructions through the Internet, by telephone or by mail as described on the GREEN proxy card; or

attending the SJW special meeting and voting in person, which will automatically cancel any proxy previously given, or you can revoke your proxy in person. Simply attending the SJW special meeting without voting will not revoke any proxy that you have previously given or change your vote.

A registered stockholder may revoke a proxy by any of these methods, regardless of the method used to deliver the stockholder's previous proxy.

We urge you to discard any white proxy cards sent to you by Cal Water, which is soliciting proxies in opposition to the merger. If you previously submitted a white proxy card, we urge you to cast your vote as instructed on your GREEN proxy card, which will revoke any earlier dated proxy card that you submitted, including any white proxy card. Only the latest validly executed proxy that you submit will be counted.

Written notices of revocation and other communications with respect to the revocation of proxies should be addressed as follows:

SJW Group

110 West Taylor Street

San Jose, California 95110

Attention: General Counsel and Corporate Secretary

Please note that if your shares are held in street name through a broker, bank, employee benefit plan trustee or other nominee, you may change your vote by submitting new voting instructions to your broker, bank or other nominee in accordance with its established procedures. If your shares are held in the name of a broker, bank, employee benefit plan trustee or other nominee and you decide to change your vote by attending the special meeting and voting in person, your vote in person at the special meeting will not be effective unless you have obtained and present an executed proxy issued in your name from the record holder (your broker, bank or other nominee).

Tabulation of Votes

Georgeson will tabulate affirmative and negative votes and abstentions on behalf of SJW. SJW expects to retain one or more independent contractors to serve as the Inspector of Election for the SJW special meeting.

Solicitation of Proxies

SJW is soliciting proxies for the SJW special meeting and, in accordance with the merger agreement, the cost of SJW proxy solicitation will be borne by SJW. In addition to solicitation by use of mails, proxies may be solicited by SJW directors, officers and employees in person or by telephone or other means of communication. These individuals will not be additionally compensated but may be reimbursed for out-of-pocket expenses associated with solicitation. Arrangements will also be made with brokers, banks, trustees and other nominees for forwarding of proxy solicitation material to beneficial owners of common stock held of record and we may reimburse these individuals for their reasonable expenses.

To help assure the presence in person or by proxy of the largest number of stockholders possible, SJW has engaged Georgeson, a proxy solicitation firm, to solicit proxies on SJW's behalf. SJW has agreed to pay Georgeson a proxy solicitation fee of up to \$250,000. SJW will also reimburse Georgeson for its reasonable out-of-pocket costs and expenses.

Adjournments

Any adjournment of the special meeting may be made from time to time, if a quorum does not exist, by approval holders of SJW stock representing a majority of the voting power of all shares present in person or

Table of Contents

represented by proxy at the special meeting, or by the chairman of the special meeting, without further notice other than by an announcement made at the special meeting. In addition, the chairman of the special meeting may adjourn such meeting after the special meeting has been duly organized. If a quorum is not present at the special meeting, or if a quorum is present at the special meeting but there are not sufficient votes at the time of the special meeting to approve the proposal to issue shares of SJW common stock to CTWS shareholders or the proposal to adopt the SJW certificate of incorporation amendment, then SJW stockholders may be asked to vote on the proposal to adjourn the special meeting so as to permit the further solicitation of proxies.

Table of Contents

THE CTWS SPECIAL MEETING

This joint proxy statement/prospectus is being provided to CTWS shareholders as part of a solicitation of proxies by the CTWS board of directors for use at the CTWS special meeting to be held at the time and place specified below and at any properly convened meeting following any adjournments or postponements thereof. This joint proxy statement/prospectus provides CTWS shareholders with the information they need to know to be able to vote or instruct their vote to be cast at the CTWS special meeting.

Date, Time and Place

The special meeting of CTWS shareholders is scheduled to be held at [] on [], 2018 at [], local time, subject to any adjournments or postponements thereof.

Purpose of the CTWS Special Meeting

At the CTWS special meeting, CTWS shareholders will be asked to consider and vote on:

the proposal to approve the merger agreement, which is included as Annex A to this joint proxy statement/prospectus, and which is further described in the sections titled "The Merger" and "The Merger Agreement," beginning on pages 63 and 143, respectively;

the proposal to approve, on a non-binding advisory basis, specific compensatory arrangements between CTWS and its named executive officers relating to the merger; and

the proposal to adjourn the CTWS special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the merger agreement.

Completion of the merger is conditioned on, among other things, approval of the merger agreement by CTWS shareholders.

Recommendation of the CTWS Board of Directors

The CTWS board of directors unanimously (i) determined that the merger agreement and the consummation of the transactions contemplated thereby, including the merger, are in the best interests of CTWS and its shareholders, (ii) declared advisable the merger agreement and the transactions contemplated thereby, including the merger, and (iii) approved and adopted the merger agreement and the transactions contemplated thereby, including the merger.

The CTWS board of directors unanimously recommends that CTWS shareholders vote FOR the proposal to approve the merger agreement, FOR the proposal to approve, on a non-binding advisory basis, specific compensatory arrangements between CTWS and its named executive officers relating to the merger and FOR the proposal to adjourn the CTWS special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the merger agreement.

CTWS Record Date; Shareholders Entitled to Vote

Only holders of record of CTWS common stock at the close of business on [], 2018, the CTWS record date, will be entitled to notice of, and to vote at, the CTWS special meeting or any adjournments or postponements thereof.

At the close of business on the CTWS record date, [] shares of CTWS common stock were issued and outstanding and held by [] holders of record. As of the CTWS record date, CTWS issued and outstanding capital stock consists solely of outstanding shares of CTWS common stock. Holders of record of CTWS common

Table of Contents

stock on the CTWS record date are entitled to three votes per share at the CTWS special meeting on each proposal. A list of CTWS shareholders will be available for review for any purpose germane to the CTWS special meeting at CTWS's executive offices and principal place of business at 93 West Main Street, Clinton, Connecticut 06413, during regular business hours for a period of 10 days before the CTWS special meeting. The list will also be available at the CTWS special meeting for examination by any shareholder of record present at the CTWS special meeting.

Voting by CTWS's Directors and Executive Officers

At the close of business on the CTWS record date, directors and executive officers of CTWS and their affiliates were entitled to vote [] shares of CTWS common stock, or approximately [] of the shares of CTWS common stock outstanding on that date. We currently expect that CTWS's directors and executive officers will vote their shares in favor of each proposal being submitted to a vote of CTWS shareholders at the CTWS special meeting, although no director or officer has entered into any agreement obligating him or her to do so.

Quorum

No business may be transacted at the CTWS special meeting unless a quorum is present. Shareholders who hold shares representing at least a majority of the shares of common stock issued and outstanding as of the close of business on the CTWS record date and entitled to vote at the CTWS special meeting must be present in person or represented by proxy to constitute a quorum for the transaction of business at the meeting. If a quorum is not present at the CTWS special meeting, the shareholders present in person or by proxy may adjourn to such future time as shall be agreed upon by them, and notice of such adjournment shall be given to the shareholders not present or represented at the meeting.

Abstentions and broker non-votes will be included in the calculation of the number of shares of CTWS common stock represented at the special meeting for purposes of determining whether a quorum has been achieved.

Required Vote

Approval of the merger agreement requires the affirmative vote of holders of two-thirds (66 2/3 %) of the outstanding shares of CTWS common stock entitled to vote on the proposal. Abstentions, failures to vote and broker non-votes will have the effect of a vote against this proposal, assuming a quorum is present.

Approval, on a non-binding advisory basis, of specific compensatory arrangements between CTWS and its named executive officers relating to the merger requires that the votes favoring the action cast by the shareholders entitled to vote thereon exceed the votes opposing the action cast by the shareholders entitled to vote thereon, although such vote will not be binding on CTWS or its board of directors or any of its committees. Abstentions, failures to vote and broker non-votes will have no effect on this proposal, assuming a quorum is present.

Approval of the proposal to adjourn the CTWS special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the merger agreement requires that the votes favoring the action cast by the shareholders entitled to vote thereon exceed the votes opposing the action cast by such shareholders. Abstentions, failures to vote and broker non-votes will have no effect on this proposal, assuming a quorum is present.

Completion of the merger is conditioned on, among other things, approval of the merger agreement by CTWS shareholders.

Table of Contents

Failure to Vote; Broker Non-Votes and Abstentions

Failure to Vote. A failure to vote occurs when a holder of CTWS common stock fails to vote in person or by proxy and fails to instruct his or her bank, broker, trust or other nominee to vote shares beneficially owned by such holder. Accordingly, if a CTWS shareholder fails to vote with respect to:

the proposal to approve the merger agreement, it will have the same effect as a vote against the proposal (assuming a quorum is present);

the proposal to approve, on a non-binding advisory basis, specific compensatory arrangements between CTWS and its named executive officers relating to the merger, it will have no effect on the proposal (assuming a quorum is present); and

the proposal to adjourn the CTWS special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the merger agreement, it will have no effect on the proposal (assuming a quorum is present).

Broker Non-Votes. Under the rules of the NYSE (which effectively govern the voting by any brokerage firm holding shares registered in its name or in the name of its nominee on behalf of a beneficial owner), banks, brokers, trusts or other nominees holding shares of record may vote those shares in their discretion on certain routine proposals when they do not receive timely voting instructions from the beneficial holders. A broker non-vote occurs under these NYSE rules when a bank, broker, trust or other nominee holding shares of record is not permitted to vote on a non-routine matter without instructions from the beneficial owner of the shares and no instruction is given.

In accordance with these NYSE rules, banks, brokers and other nominees who hold shares of CTWS common stock in street name for their customers, but do not have discretionary authority to vote the shares, may not exercise their voting discretion with respect to the proposals to be voted on at the CTWS special meeting. Accordingly, if banks, brokers or other nominees do not receive specific voting instructions from the beneficial owner of such shares, they may not vote such shares with respect to the proposals. For shares of CTWS common stock held in street name, only shares of CTWS common stock affirmatively voted FOR the proposals will be counted as a favorable vote for such proposals.

Abstentions. An abstention occurs when a CTWS shareholder attends the CTWS special meeting, either in person or by proxy, but abstains from voting. Abstentions will have the same effect on each proposal as a failure to vote (as described above).

Voting at the Special Meeting In Person

Your vote is important. Whether or not you plan to attend the CTWS special meeting, please vote your shares in advance of the meeting by proxy by following the instructions set forth in the section below.

If you plan to attend the CTWS special meeting and wish to vote in person, you will be given a ballot at the special meeting.

If you are a registered or record holder, which means your shares are registered in your name with Broadridge Corporate Issuer Solutions, Inc. (Broadridge), CTWS's transfer agent, you may vote in person at the special meeting. In addition, if you are a registered shareholder, please be prepared to provide proper identification, such as a driver's license.

If your shares are held in street name, which means your shares are held of record in an account with a broker, bank or other nominee, and you wish to vote at the special meeting, you must bring to the special meeting a proxy executed in your favor from the record holder (your broker, bank or other nominee) of the shares authorizing you to vote at the special meeting. You will need to provide proof of ownership, such as a recent account statement or letter from your bank, broker or other nominee, along with proper identification.

Table of Contents

Voting at the Special Meeting by Proxy

If you are a holder of record, a GREEN proxy card is enclosed for your use. CTWS requests that you submit a proxy via the Internet by logging onto www.proxyvote.com and following the instructions on your GREEN proxy card or by telephone by dialing (800) 454-8683 and listening for further directions. Shareholders of record of CTWS may also submit their proxies through the mail by completing the enclosed GREEN proxy card, and signing, dating and returning it in the enclosed, pre-addressed, postage-paid envelope. To be valid, a returned proxy card must be signed and dated. You should submit your proxy in advance of the meeting even if you plan to attend the CTWS special meeting. You can always change your vote at the special meeting.

If you hold your shares of CTWS common stock in street name, you will receive instructions from your broker, bank or other nominee that you must follow in order to vote your shares. If you vote by Internet or telephone, you need not return a proxy card by mail, but your vote must be received by 11:59 p.m., Eastern time, on [], 2018.

How Proxies are Counted

All shares represented by properly executed proxies received in time for the CTWS special meeting will be voted at the meeting in the manner specified by the shareholders giving those proxies.

If you properly execute your GREEN proxy card but do not indicate how your shares of CTWS common stock should be voted on a matter, the shares of CTWS common stock represented by your proxy will be voted as the CTWS board of directors recommends and, therefore, FOR the proposal to approve the merger agreement, FOR the proposal to approve, on a non-binding advisory basis, specific compensatory arrangements between CTWS and its named executive officers relating to the merger and FOR the proposal to adjourn the CTWS special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the merger agreement, assuming a quorum is present.

Only shares affirmatively voted for the proposal, and properly executed proxies that do not contain voting instructions, will be counted as favorable votes for the proposal to approve the merger agreement. Abstentions and broker non-votes will have the same effect as votes against the proposal to approve the merger agreement. Abstentions and broker non-votes will have no effect on the proposals to approve, on a non-binding advisory basis, the specific compensatory arrangements or to adjourn the CTWS special meeting.

Revocation of Proxies

If you are the record holder of CTWS common stock, you can change your vote or revoke your proxy at any time before your proxy is voted at the special meeting. You can do this by:

timely delivering a signed written notice of revocation to the secretary of CTWS;

timely delivering a new, valid proxy bearing a later date by submitting instructions through the Internet, by telephone or by mail as described on the proxy card; or

attending the CTWS special meeting and voting in person, which will automatically cancel any proxy previously given, or you can revoke your proxy in person. Simply attending the CTWS special meeting without voting will not revoke any proxy that you have previously given or change your vote.

A registered shareholder may revoke a proxy by any of these methods, regardless of the method used to deliver the shareholder's previous proxy.

We urge you to discard any blue proxy cards sent to you by Eversource, which is soliciting proxies in opposition to the merger. If you previously submitted a blue proxy card, we urge you to cast your vote as instructed on your GREEN proxy card, which will revoke any earlier dated proxy card that you submitted, including any blue proxy card. Only the latest validly executed proxy that you submit will be counted.

Table of Contents

Written notices of revocation and other communications with respect to the revocation of proxies should be addressed as follows:

Connecticut Water Service, Inc.

93 West Main Street

Clinton, Connecticut 06413

Attention: Corporate Secretary

Please note that if your shares are held in street name through a broker, bank or other nominee, you may change your vote by submitting new voting instructions to your broker, bank or nominee in accordance with its established procedures. If your shares are held in the name of a broker, bank or other nominee and you decide to change your vote by attending the special meeting and voting in person, your vote in person at the special meeting will not be effective unless you have obtained and present an executed proxy issued in your name from the record holder (your broker, bank or nominee).

Tabulation of Votes

CTWS expects to appoint one or more representatives of Broadridge to serve as the Inspector of Election for the CTWS special meeting. Broadridge will independently tabulate affirmative and negative votes and abstentions.

Solicitation of Proxies

CTWS is soliciting proxies for its special meeting from its shareholders. CTWS will pay its own cost of soliciting proxies, including the cost of mailing this joint proxy statement/prospectus, from its shareholders. In addition to solicitation by use of the mails, proxies may be solicited by CTWS's directors, officers and employees in person or by telephone or other means of communication. These persons will not receive additional compensation, but may be reimbursed for actual and reasonable fees and expenses in connection with this solicitation.

CTWS has retained the services of Morrow Sodali LLC to assist in the solicitation of proxies for a fee of up to \$220,000, plus reimbursement of disbursements for actual and reasonable fees and expenses. CTWS will make arrangements with brokerage houses, custodians, nominees and fiduciaries to forward proxy solicitation materials to beneficial owners of shares held of record by them. CTWS will also reimburse these brokerage houses, custodians, nominees and fiduciaries for their reasonable expenses incurred in forwarding the proxy materials.

Adjournments

If a quorum is not present at the CTWS special meeting, the shareholders present in person or by proxy may adjourn to such future time as shall be agreed upon by them, and notice of such adjournment shall be given to the shareholders not present or represented at the meeting. If a quorum is present at the special meeting but there are not sufficient votes at the time of the special meeting to approve the proposal to approve the merger agreement, then CTWS shareholders may be asked to vote on the proposal to adjourn the special meeting so as to permit the further solicitation of proxies.

Table of Contents

THE MERGER

The following is a description of the material aspects of the merger, including the merger agreement. While we believe that the following description covers the material terms of the merger, the description may not contain all of the information that is important to you. We encourage you to read this joint proxy statement/prospectus carefully and in its entirety, including the merger agreement which is included as Annex A to this joint proxy statement/prospectus, for a more complete understanding of the merger.

Effects of the Merger

Upon the terms and subject to the conditions of the merger agreement and in accordance with Connecticut law, at the effective time of the merger, Merger Sub, a wholly owned subsidiary of SJW and a party to the merger agreement, will merge with and into CTWS. CTWS will survive the merger as a wholly owned subsidiary of SJW and, following completion of the merger, is sometimes referred to in this joint proxy statement/prospectus as the combined company s New England Region. The merger will become effective at such time as a certificate of merger has been duly filed with the Secretary of the State of Connecticut or at any later date or time mutually agreed to by SJW and CTWS in writing and specified in the certificate of merger in accordance with Connecticut law.

At the effective time of the merger, each share of CTWS common stock (other than shares of CTWS common stock owned by SJW, Merger Sub, CTWS or any of their respective subsidiaries and not held on behalf of third parties, which will be canceled and retired and cease to exist) issued and outstanding immediately prior to the effective time of the merger, will be converted into the right to receive 1.1375 shares of SJW common stock (the exchange ratio), with cash paid in lieu of fractional shares. This exchange ratio will not be adjusted for changes in the market price of either SJW common stock or CTWS common stock between the date of signing of the merger agreement and completion of the merger.

SJW stockholders will not receive any merger consideration and will continue to hold their shares of SJW common stock after the merger.

SJW and CTWS are working to complete the merger as soon as practicable and expect the closing of the merger to occur during the fourth quarter of 2018. However, the merger is subject to various regulatory clearances and the satisfaction or waiver of other conditions, and it is possible that factors outside the control of SJW and CTWS could result in the merger being completed at an earlier time, at a later time or not at all. There may be a substantial amount of time between the SJW and CTWS special meetings and the completion of the merger.

Background of the Merger

From time to time, the CTWS board of directors and CTWS senior management have reviewed and evaluated various strategic alternatives available to CTWS. Among the strategic alternatives evaluated were (i) maintaining CTWS as an independent public company, including making strategic acquisitions, (ii) a business combination with a strategic partner or (iii) a whole-company sale of CTWS. Except as otherwise described below, in recent years none of the matters evaluated in connection with any of the strategic alternatives that involved a transaction with a third party (other than strategic acquisitions by CTWS) has progressed beyond the initial stages.

From time to time, the SJW board of directors and SJW senior management have reviewed and evaluated various strategic alternatives available to SJW. Among the strategic alternatives evaluated were (i) maintaining SJW as an independent public company, including making strategic acquisitions, (ii) a business combination with a strategic partner or (iii) a whole-company sale of SJW. Except as otherwise described below, in recent years none of the

matters evaluated in connection with any of the strategic alternatives that involved a transaction with a third party (other than strategic acquisitions by SJW) has progressed beyond the initial stages.

Table of Contents

Over the course of 2016, CTWS negotiated the acquisitions of Heritage Village Water Company (HVWC) and The Avon Water Company (AWC), each a specially-chartered Connecticut corporation, whereby CTWS would purchase 100% of the outstanding shares of common stock of each HVWC and AWC. CTWS entered into an agreement to acquire HVWC in exchange for stock consideration at an aggregate purchase price of \$16.9 million on May 10, 2016, and the acquisition of HVWC was completed on February 27, 2017. CTWS entered into an agreement to acquire AWC in exchange for a mixture of cash and stock consideration at an aggregate purchase price of \$33.0 million on October 11, 2016, and the acquisition of AWC was completed on July 1, 2017.

On June 10, 2016, Mr. Andrew Walters, chief administrative officer of San Jose Water Company, a subsidiary of SJW, approached Mr. Eric W. Thornburg, then chairman, president and chief executive officer of CTWS, to explore the concept of a merger of equals transaction between SJW and CTWS. Messrs. Walters and Thornburg concluded that they would approach their respective boards of directors regarding further exploration of the merger of equals concept.

On August 10, 2016, SJW (after consulting with and obtaining authorization from the SJW board of directors) and CTWS (after consulting with and obtaining authorization from the CTWS board of directors) entered into a mutual confidentiality agreement (the confidentiality agreement) to share certain non-public information about their respective businesses. The confidentiality agreement included, among other things, covenants prohibiting SJW and CTWS from soliciting for employment any employee of the other party, or inducing any employee of the other party to terminate such employee's employment, subject to certain exceptions.

On August 25, 2016, the CTWS board of directors held a regular meeting with members of CTWS management in attendance. The CTWS board of directors and CTWS management discussed various matters relating to a potential merger of equals transaction with SJW. Following discussion, the CTWS board of directors authorized CTWS management to engage in discussions with SJW management regarding each company's culture, the industrial logic of a merger of equals transaction, governance matters for the combined company that would result from such a transaction and financial projections for each company.

From August 2016 through January 2017, as further described below, members of the CTWS board of directors and CTWS management, in consultation with and pursuant to authorization from the CTWS board of directors, engaged in in-person and telephonic discussions with members of the SJW board of directors and SJW management, in consultation with and pursuant to authorization from the SJW board of directors, from time to time about various matters relating to a potential transaction, including each company's culture, the industrial logic of a merger of equals transaction, governance matters for the combined company that would result from such a transaction and financial projections for each company. Throughout this time period, the CTWS board of directors and members of CTWS management evaluated the potential benefits and risks of a merger of equals transaction with SJW and consulted with representatives of Wells Fargo Securities, which was engaged to advise CTWS in connection with its review of strategic alternatives, and Sullivan & Cromwell LLP (Sullivan & Cromwell), CTWS's outside legal counsel. Also throughout this time period, the SJW board of directors and members of SJW management evaluated the potential benefits and risks of a merger of equals transaction with CTWS and consulted with representatives of J.P. Morgan, which was engaged to advise SJW in connection with its review of a possible transaction, and Skadden, Arps, Slate, Meagher & Flom LLP (Skadden), SJW's outside legal counsel.

On September 8 and 9, 2016, representatives of SJW and CTWS met to review a presentation regarding a potential combination and generally discuss such a combination.

On September 12, 2016, a representative of Company A, a large water utility company, presented Mr. W. Richard Roth, then-chairman, chief executive officer and president of SJW, with an illustrative example of a transaction

pursuant to which Company A would acquire all outstanding SJW shares at \$55.00 per share, reflecting a 30% premium to SJW's closing price on September 9, 2016 (the Company A indication).

Table of Contents

On September 19, 2016, the finance committee of the SJW board of directors (the SJW finance committee) held a meeting with members of SJW management in attendance. During the meeting, among other things, Mr. Roth described the September 12, 2016 meeting and the Company A indication and also provided a report on recent meetings with CTWS, each of which the SJW finance committee reviewed and discussed along with forecasts of SJW's standalone plan.

On October 26, 2016, the SJW board of directors held a meeting with members of SJW management in attendance and representatives of Skadden and J.P. Morgan in attendance for a portion of the meeting. During the meeting, the SJW board of directors discussed the Company A indication, SJW's standalone plan and a potential merger of equals between SJW and CTWS. Following such discussion, as well as consideration of financial advice from representatives of J.P. Morgan and legal advice from representatives of Skadden, the SJW board of directors concluded that SJW should continue discussions with CTWS. The SJW board of directors also concluded not to proceed with discussions with Company A for various reasons, including, without limitation, SJW's analysis of valuation under multiple methodologies, including by comparison to alternative transactions and SJW's standalone long-term plan at the time, execution and regulatory risks, operational and timing considerations and ability to engage in a strategic or sale transaction at a later date that would likely, in the opinion of the SJW board of directors, better maximize shareholder value. The SJW board of directors instructed SJW's management to inform Company A that SJW was not interested in pursuing a sale transaction on the terms proposed. At this meeting, the SJW board of directors also determined to engage J.P. Morgan as SJW's financial advisor and to delegate to the SJW finance committee certain additional powers and responsibilities regarding consideration of potential transactions, including to engage additional advisors on behalf of SJW, to enter into discussions or negotiations and to make recommendations to the SJW board of directors in connection with such potential transactions. The following day, representatives of SJW and CTWS held a call to discuss updates regarding the parties' interest in pursuing a potential transaction.

On November 4, 2016, representatives of SJW and CTWS met to discuss various matters relating to a potential transaction, including the industrial logic of a merger of equals transaction and governance matters for the combined company that would result from such a transaction.

From November 2016 through May 2017, the CTWS board of directors and members of CTWS management explored another transaction involving the possible acquisition of a large water utility company, which transaction did not occur in part because CTWS was unable to secure financing on terms acceptable to the CTWS board of directors.

On November 10, 2016, the CTWS board of directors held a special meeting with members of CTWS management and representatives of Wells Fargo Securities and Sullivan & Cromwell in attendance. The CTWS board of directors discussed with CTWS management and its advisors the potential benefits and risks of a merger of equals with SJW, including the impact of pursuing this opportunity on the potential transaction being considered by CTWS involving the possible acquisition of a large water utility company and CTWS's pending acquisitions of HVWC and AWC. Representatives of Wells Fargo Securities provided an overview of SJW and of a potential merger of equals with SJW, including certain preliminary financial analysis regarding such a transaction. Representatives of Sullivan & Cromwell then reviewed and discussed with the members of the CTWS board of directors their fiduciary duties in connection with considering strategic alternatives, including the potential transaction with SJW.

On November 11, 2016, the SJW finance committee held a meeting with members of SJW management and a representative of Skadden in attendance. During the meeting, among other things, the SJW finance committee discussed key updates and recent communications between SJW and CTWS. The SJW finance committee determined, as previously recommended by the SJW board of directors, to inform Company A that the SJW board of directors was not interested at the time in pursuing a potential transaction with Company A on the terms described in the Company A indication.

Table of Contents

On November 21, 2016, the CTWS board of directors held a special meeting with members of CTWS management and representatives of Sullivan & Cromwell and Murtha Cullina LLP (Murtha Cullina), outside Connecticut legal counsel to CTWS, in attendance. The CTWS board of directors and its advisors discussed various issues regarding a potential merger of equals with SJW and the impact of pursuing this opportunity on the potential transaction being considered by CTWS involving the possible acquisition of a large water utility company, CTWS' s pending acquisitions of HVWC and AWC and maintaining CTWS as an independent public company. Following discussion, the CTWS board of directors authorized and directed CTWS management to engage in further discussions with SJW regarding a potential merger of equals transaction.

On December 2, 2016, Mr. W. Richard Roth held a call with the representative of Company A and conveyed that the SJW board of directors was not interested at the time in pursuing a potential transaction with Company A on the terms described in the Company A indication.

On December 9, 2016, the SJW board of directors held a meeting with members of SJW management in attendance. During the meeting, the SJW board of directors discussed updates provided on discussions with CTWS and agreed that it would identify SJW directors to meet with CTWS directors to continue such discussions.

On December 19, 2016, certain members of the boards of directors of SJW and CTWS held a meeting to discuss a potential transaction. Also, throughout December 2016, representatives of SJW and CTWS held calls to discuss key terms of a potential transaction, select financial projections and provide certain feedback regarding their respective boards' discussion of next steps regarding such a transaction.

By January 2017, SJW and CTWS had not agreed to terms upon which they would be willing to conduct a merger of equals transaction, and discussions between SJW and CTWS discontinued.

Thereafter, during the first half of 2017, members of the SJW board of directors received various contacts from representatives of Company B, a large water utility company, Company C, a large electric utility company, Company D, a large infrastructure fund, and Company E, a large infrastructure fund, in each case indicating general interest in acquiring SJW if it were to engage in a sale process and without providing specific transaction terms. Following such indications of interest, the SJW board of directors continued to believe that SJW' s standalone prospects would provide superior value to SJW stockholders and that significant third-party interest in acquiring SJW would remain present as SJW' s management continued to implement its long-term strategic plan.

On April 11, 2017, a representative of Company A presented Mr. Robert A. Van Valer, lead independent director of the SJW board of directors, and Mr. Roth with a revised illustrative example of a transaction pursuant to which Company A would acquire all outstanding SJW shares at \$64.90 per share, reflecting a 35% premium to its closing price on April 7, 2017 (the revised Company A indication). The representative of Company A noted that the revised Company A indication did not constitute an offer but that Company A would prepare a more formal proposal if the SJW board of directors was interested in pursuing further discussions.

On May 22, 2017, the SJW finance committee held a meeting with representatives of Skadden in attendance. During the meeting, which was the first regularly scheduled meeting of the SJW finance committee following receipt of the revised Company A indication, the SJW finance committee discussed the terms of the revised Company A indication as well as SJW' s standalone plan and considered retaining a financial advisor.

On May 24, 2017, the SJW board of directors held a meeting with members of SJW management and a representative of Skadden in attendance. During the meeting, which was the first meeting of the full SJW board of directors following receipt of the revised Company A indication, Messrs. Van Valer and Roth described the April 11, 2017

meeting and the conversation resulting in the presentation of the revised Company A indication. The SJW board of directors discussed the revised Company A indication, including as compared to the initial Company A indication, as well as other potential alternative transactions and SJW's standalone plan, following

Table of Contents

which the SJW board of directors determined to instruct Mr. Daniel B. More, chairman of the SJW finance committee, to inform Company A that SJW was not for sale at the time but that the SJW board of directors would consider the revised Company A indication in due course.

On May 30, 2017, Mr. More held a call with the representative of Company A, introducing himself as chairman of the SJW finance committee and noting that the SJW board of directors had determined that communications regarding potential strategic initiatives should be directed to him. During the call, Mr. More noted that SJW was not for sale at the time but that the SJW board of directors would consider the revised Company A indication in due course.

On June 5, 2017, the SJW finance committee held a meeting to discuss the revised Company A indication. At the meeting, the SJW finance committee determined to authorize J.P. Morgan to prepare an analysis of the revised Company A indication for presentation at the next meeting of the SJW board of directors.

On June 26, 2017, the SJW board of directors held a meeting with members of SJW management and representatives of J.P. Morgan and Skadden in attendance. During the meeting, Mr. More updated the SJW board of directors on recent meetings of the SJW finance committee and conversations with Company A. Following a financial presentation by representatives of J.P. Morgan and a legal presentation by representatives of Skadden, the SJW board of directors considered the revised Company A indication as well as SJW's standalone plan, executive succession plan and other strategic priorities and determined that pursuing SJW's standalone plan was a superior alternative to the revised Company A indication. Mr. More thereafter informed the representative of Company A that SJW was not interested in pursuing a sale transaction on the terms proposed, to which Company A expressed continued interest in acquiring SJW if it were to engage in a sale process.

In connection with the retirement of Mr. W. Richard Roth as president and chief executive officer of SJW, SJW engaged in an executive search process. As a part of such search process, which included multiple candidates, Mr. Thornburg met with the nominating and governance committee of the SJW board of directors in June 2017 and the full SJW board of directors in July 2017. In August 2017, the executive compensation committee of the SJW board of directors informed Mr. Thornburg of its interest in discussing the terms upon which SJW might hire Mr. Thornburg to serve as its president and chief executive officer provided that CTWS agrees to waive the non-solicitation provision of the confidentiality agreement for the purpose of SJW's hiring of Mr. Thornburg.

On August 31, 2017, SJW and CTWS entered into a release and waiver whereby CTWS agreed to waive, solely with respect to SJW's solicitation and possible or actual employment of Mr. Thornburg, the covenants of the confidentiality agreement which prohibited SJW from soliciting for employment any employee of CTWS. As part of the release and waiver, in the event SJW did employ Mr. Thornburg, SJW agreed to reimburse CTWS for its fees and expenses related to engaging an executive search firm to perform a search for Mr. Thornburg's replacement and other fees and expenses incident to his replacement, up to \$500,000.

Also in August 2017, a representative of Cal Water contacted Mr. Roth regarding a potential transaction, to which Mr. Roth responded that any inquiries regarding a potential transaction should be directed to Mr. More, chairman of the SJW finance committee.

On September 18, 2017, a representative of Cal Water contacted Mr. More, to inform Mr. More that he would be delivering a letter from Cal Water's chief executive office expressing interest in a business combination with SJW. Cal Water's letter, dated the same day, proposed a cash, stock or combination of cash-and-stock transaction at a 25% to 30% premium to SJW's then-current stock price (the Cal Water letter). While the Cal Water letter did not specify a price per share of SJW common stock, the 25%-to-30% premium offered implied a range of \$70.43 to \$73.24 per share based on SJW's closing price on September 15, 2017, the prior business day. Following receipt, Mr. More

thereafter informed the representative that SJW had retained legal counsel and a financial advisor and would review the Cal Water letter.

Table of Contents

On September 21, 2017, the SJW board of directors held a meeting with members of SJW management in attendance and a representative of Skadden in attendance for a portion of the meeting. During the meeting, the SJW board of directors discussed the Cal Water letter and requested that J.P. Morgan prepare a financial analysis of the financial terms proposed in the Cal Water letter for consideration by the SJW finance committee.

On September 28, 2017, SJW announced that the SJW board of directors had appointed Mr. Thornburg to serve as president and chief executive officer of SJW, effective as of November 6, 2017. At the time of such hiring, the SJW board of directors was aware of Mr. Thornburg's ownership of CTWS securities.

Also on September 28, 2017, CTWS announced the resignation of Mr. Thornburg and that the CTWS board of directors had appointed Mr. David C. Benoit, who was then the senior vice president—finance, chief financial officer and treasurer of CTWS, to serve as the interim president and chief executive officer of CTWS, effective as of September 28, 2017.

On October 19, 2017, the SJW finance committee held a meeting with members of SJW management and representatives of J.P. Morgan and Skadden in attendance. During the meeting, representatives of J.P. Morgan presented a financial analysis of the proposed financial terms of the transaction proposed by Cal Water. Members of the SJW finance committee proceeded to engage in a discussion of the terms proposed in the Cal Water letter, SJW's standalone prospects and other strategic alternatives, the likelihood that SJW could obtain comparable or superior proposals in the future and the desirability of providing SJW's new chief executive officer with an opportunity to develop and present his strategic vision to the SJW board of directors, following which the SJW finance committee recommended that the full SJW board of directors reject the non-binding indication of interest included in the Cal Water letter.

On October 25, 2017, the SJW board of directors held a meeting with members of SJW management in attendance and representatives of J.P. Morgan and Skadden in attendance for a portion of the meeting. During the meeting, J.P. Morgan presented a financial analysis regarding the financial terms proposed in the Cal Water letter and Skadden made a legal presentation regarding certain other terms of the Cal Water letter, which the SJW board of directors discussed, along with the recommendation of the SJW finance committee. Following consideration of the terms of the Cal Water letter, a discussion of SJW's estimated valuation under multiple methodologies, a discussion of alternative transactions that might be available to SJW as well as SJW's standalone long-term plan and the related risks under each scenario, and a discussion of the desirability of providing SJW's new chief executive officer with an opportunity to develop and present his strategic vision, the SJW board of directors determined to reject the non-binding indication of interest included in the Cal Water letter and to independently consider SJW's strategic alternatives, standalone plan and growth initiatives. The next day, Mr. More informed a representative of Cal Water that the SJW board of directors had carefully considered its non-binding indication of interest and had unanimously decided that it was not in the best interest of SJW's stockholders.

Also, in October 2017, the executive vice president and general counsel of Eversource contacted Ms. Carol P. Wallace, chairman of the CTWS board of directors, by phone, expressing an interest in scheduling a meeting for them to get further acquainted. During the course of their discussion, Ms. Wallace indicated that, at this time, the CTWS board of directors was pleased with the company's strategy and results and intended to continue maintaining CTWS as an independent public company.

On November 14, 2017, the SJW board of directors held a meeting with members of SJW management in attendance. During the meeting, the SJW board of directors discussed the possibility of exploring a merger of equals transaction between SJW and CTWS and directed Mr. Thornburg to contact Mr. Benoit in order to assess whether the CTWS board of directors would be interested in discussing such a merger of equals transaction with SJW.

The following day, on November 15, 2017, Mr. Thornburg telephoned Mr. Benoit to inquire as to whether Mr. Benoit and the CTWS board of directors would be interested in receiving a proposal regarding a potential

Table of Contents

merger of equals transaction with SJW. Following their phone call, Mr. Benoit informed Ms. Wallace and members of CTWS management of his phone call with Mr. Thornburg.

On November 16, 2017, the CTWS board of directors held a special telephonic meeting with members of CTWS management in attendance. During the meeting, Mr. Benoit informed the CTWS board of directors of the phone call from Mr. Thornburg inquiring if the CTWS board of directors would be interested in receiving a proposal for a merger of equals transaction with SJW. Following a discussion about the merits and potential risks and benefits of a return communication to Mr. Thornburg, it was agreed that the CTWS board of directors would continue its discussion at a telephonic meeting to occur the next day on November 17, 2017. Following the CTWS board of directors meeting, Mr. Benoit informed Sullivan & Cromwell of the phone call with Mr. Thornburg and the CTWS board meeting.

On November 17, 2017, the CTWS board of directors held a special telephonic meeting with members of CTWS management in attendance. Following additional discussion regarding the merits and potential risks and benefits of a return communication to Mr. Thornburg, the CTWS board of directors agreed that Mr. Benoit should communicate to Mr. Thornburg that the CTWS board of directors would be open to reviewing a proposal from SJW regarding a merger of equals transaction and would give such a proposal careful consideration, with specific attention to the premium that would be offered in the merger of equals, the governance terms and SJW's plans and pathway to achieve regulatory approval for the transaction.

Between November 17, 2017 and early December 2017, Messrs. Benoit and Thornburg communicated periodically regarding ongoing internal discussions at CTWS and SJW, respectively, and of potential key issues, including regulatory approval, board composition and merger premium, in connection with submitting a proposal for a potential transaction.

On December 6, 2017, the finance committee of the SJW finance committee held a meeting with members of SJW management and representatives of J.P. Morgan and Skadden in attendance. During the meeting, members of SJW management presented to the SJW finance committee a potential merger of equals transaction with CTWS, which included the possibility of a potential share repurchase to be effective following consummation of the potential transaction. Review of the background, rationale and terms of the potential transaction included its anticipated impact on SJW's liquidity position, capital cost, ability to scale and attractiveness to investors, as well as likely benefits from increased regulatory, geographic and weather diversification. Representatives of J.P. Morgan then presented a financial analysis of the proposed financial terms of the potential transaction and also discussed with the SJW finance committee a potential share repurchase to be effective following consummation of the potential transaction. Members of the SJW finance committee proceeded to engage in a discussion of the potential transaction, following which the SJW finance committee recommended that the full SJW board of directors consider delivering to CTWS an indication of interest letter outlining the potential transaction.

On December 8, 2017, the SJW board of directors held a meeting with members of SJW management and representatives of J.P. Morgan and Skadden in attendance. During the meeting, Mr. Daniel B. More, chairman of the SJW finance committee, provided the SJW board of directors with an update of matters discussed by the SJW finance committee during its December 6 meeting and the SJW finance committee's recommendation that the SJW board of directors consider delivery to CTWS of an indication of interest letter relating to the potential transaction. Members of SJW management then reviewed the background, rationale and proposed terms of the potential transaction, including a possible accelerated repurchase of shares of SJW common stock to be announced in connection with such potential transaction to take advantage of the combined company's improved credit profile and optimize the balance sheet, while increasing earnings per share accretion and maintaining a strong investment grade rating. During this discussion, Mr. Thornburg disclosed his ownership of CTWS securities. Representatives of J.P. Morgan presented a financial analysis of the proposed financial terms of the potential transaction and also discussed with the SJW board of directors

a potential share repurchase to be effective following consummation of the proposed transaction. In addition, at the meeting, a representative of

Table of Contents

Skadden reviewed with the members of the SJW board of directors their fiduciary duties in the context of consideration of a strategic transaction and discussed with the board Mr. Thornburg's participation in negotiations with CTWS and deliberations with respect to a potential transaction involving CTWS. The SJW board of directors unanimously determined that, because Mr. Thornburg would be expected to lead the combined company following a potential merger of equals with CTWS and due to his experience with the PURA and MPUC and in completing successful transactions in the New England region, as well as his established rapport with members of CTWS management and the CTWS board of directors, it was in the best interests of the SJW stockholders for Mr. Thornburg, in consultation with SJW's lead independent director and the chairman of the SJW finance committee, to participate in the process and to deliver a letter to, and to enter into non-binding negotiations with, CTWS with respect to the terms of the potential transaction.

Later on December 8, 2017, following the direction of the SJW board of directors, Mr. Thornburg sent Mr. Benoit a non-binding indicative offer (the proposal) to acquire all of the outstanding shares of CTWS common stock in a merger of equals transaction at an exchange ratio of 1.0 share of SJW common stock per outstanding share of CTWS common stock. At market close on December 7, 2017, this exchange ratio represented a premium for CTWS shareholders of 11.2% based on the closing share prices of SJW and CTWS and would result in SJW stockholders and CTWS shareholders owning approximately 63% and 37%, respectively, of the outstanding shares of the combined company. The proposal outlined SJW's belief that the combination of SJW and CTWS would create a leading, diversified North American water utility company (measured by each of enterprise value and rate base) with strong positions on the West Coast, in Texas, and in the New England Region. The proposal included SJW's expectation that the combined company's board of directors would be comprised of directors from both companies, in numbers commensurate with the pro forma ownership of the current SJW stockholders and CTWS shareholders in the combined company, and that CTWS would designate the lead independent director of the combined company. SJW also proposed that Mr. Thornburg serve as chairman and chief executive officer of the combined company, with current members of CTWS management and CTWS employees playing vital lead roles within the combined company and continuing to lead CTWS's existing businesses. In addition, the proposal specified that SJW's current headquarters would remain as corporate headquarters for the combined company and that CTWS's current headquarters would be retained as the New England headquarters for the combined company.

Following receipt of the proposal, Mr. Benoit informed the CTWS board of directors and CTWS management of the proposal. CTWS management consulted with Sullivan & Cromwell and Wells Fargo Securities regarding appropriate next steps and process, including scheduling a special meeting of the CTWS board of directors on December 15, 2017 and instructing Wells Fargo Securities to assemble preliminary financial analyses regarding the potential transaction.

On December 13, 2017, Mr. Benoit emailed Mr. Thornburg to update him that a meeting of the CTWS board of directors had been scheduled to discuss and consider the potential transaction and that members of the CTWS management were consulting with Sullivan & Cromwell and Wells Fargo Securities regarding the proposal.

On December 15, 2017, the CTWS board of directors held a special telephonic meeting with members of CTWS management and representatives of Wells Fargo Securities in attendance. During the meeting, representatives of Wells Fargo Securities reviewed with the CTWS board of directors its preliminary financial analyses regarding the proposal, considerations specific to merger of equals transactions and potential next steps (including required due diligence). The CTWS board of directors then discussed with the members of CTWS management and representatives of Wells Fargo Securities a wide range of considerations regarding the potential risks and benefits associated with the proposal, including the value to CTWS shareholders of the proposed exchange ratio (including the implied premium and pro forma ownership for CTWS shareholders in the combined company), strategic considerations, cultural fit, governance matters and credit rating impact. Following these discussions, the CTWS board of directors authorized members of CTWS management to engage in preliminary discussions with SJW, provide CTWS's five-year financial projections to

SJW, and to report any

Table of Contents

updates regarding the discussions with SJW to the corporate finance and investments committee of the CTWS board of directors (the CTWS CF&I committee). The CTWS CF&I committee is authorized pursuant to its committee charter to assist the CTWS board of directors in the evaluation of proposed merger and acquisition transactions and other significant activities of CTWS.

Following the December 15, 2017 meeting and over the course of December 2017 and early January 2018, SJW and CTWS exchanged five-year financial projections, held calls to review each other's financial forecasts and assumptions, and maintained communication to facilitate due diligence and otherwise explore the potential transaction. Representatives of J.P. Morgan and Wells Fargo Securities also participated in the due diligence review of SJW and CTWS.

On January 10, 2018, Mr. Thornburg sent Mr. Benoit a letter reiterating SJW's interest in a transaction with CTWS on the terms outlined in the proposal and detailing SJW's perspective of the significant benefits that would result from the potential transaction, including: the creation of a leading, national water utility (measured by each of enterprise value and rate base); greater geographic diversity and new growth regions for both organizations; increased scale enabling the combined company to take advantage of more and larger growth opportunities; a combined leadership team closely aligned in their commitment to a culture of serving customers, communities, employees, shareholders and the environment; greater earnings growth potential than either SJW or CTWS could attain individually, with significant and immediate earnings accretion for the two companies' combined shareholders; a stronger balance sheet with a lower cost of capital over the long term; and customer benefits through the reduction of public company costs, enhancing information technology services systems and procurement benefits. Mr. Thornburg's letter also specified that Mr. Benoit would be named president of the New England Region and The Connecticut Water Company, and that certain other CTWS officers may be named as officers of the combined company or its subsidiaries. Mr. Thornburg's letter to Mr. Benoit was accompanied by discussion materials prepared by J.P. Morgan at the direction of SJW management regarding the strategic and financial benefits of the potential transaction. The discussion materials included a proposal from SJW to conduct share repurchases in conjunction with the closing of the potential transaction in order to optimize the pro forma balance sheet of the combined company and increase earnings accretion.

On January 12, 2018, the CTWS CF&I committee held a special meeting with members of CTWS management and representatives of Wells Fargo Securities in attendance. During the meeting, representatives of Wells Fargo Securities provided an update on developments since the December 15, 2017 meeting of the CTWS board of directors, reviewed the strategic considerations and potential risks associated with the potential transaction and provided preliminary financial analyses to assist the CTWS CF&I committee in its evaluation of the potential transaction. After discussion, the CTWS CF&I committee unanimously determined to recommend that the CTWS board of directors authorize the members of CTWS management and CTWS's advisors to conduct additional due diligence on the potential transaction with SJW and to develop information for the CTWS board of directors and the CTWS CF&I committee to consider in structuring a counterproposal, if appropriate. On the same day, Mr. Benoit updated Mr. Thornburg on the recommendation of the CTWS CF&I committee and outlined next steps.

On January 18, 2018, the CTWS board of directors held a regular meeting with members of CTWS management and representatives of Wells Fargo Securities in attendance. During the meeting, the CTWS board of directors discussed with the members of CTWS management and representatives of Wells Fargo Securities the strategic considerations and potential risks associated with the potential transaction. Following this discussion, the CTWS board of directors agreed with the CTWS CF&I committee's recommendation authorizing the members of CTWS management and CTWS's advisors to conduct additional due diligence on the potential transaction with SJW and to develop information for the CTWS board of directors and the CTWS CF&I committee to consider in structuring a counterproposal, if appropriate. Following the meeting, Mr. Benoit contacted Mr. Thornburg to communicate the CTWS board of directors' authorization to proceed with management meetings and due diligence.

Table of Contents

On January 19, 2018, Mr. Benoit and Mr. Thornburg discussed next steps regarding the potential transaction, including a meeting between certain members of management of CTWS and SJW.

On January 25 and 26, 2018, members of SJW management and CTWS management and representatives of J.P. Morgan and Wells Fargo Securities met at the offices of Wells Fargo Securities in Houston, Texas. Over the course of these two days, the companies reviewed and discussed their businesses and operations, shared commitments to customer service, approach to regulatory affairs, required approvals for the potential transaction, the potential benefits of the potential transaction on various stakeholders, SJW's proposal to conduct share repurchases in conjunction with the closing of the potential transaction, and the potential organizational structure and operations of the combined company, as well as outstanding diligence items, transaction timing and next steps in their evaluation of the potential transaction. During the meetings, the companies also discussed SJW's and CTWS's plan to share updated five-year financial projections that reflected the expected financial impact on SJW and CTWS of the 2017 Tax Cuts and Jobs Act.

On January 30, 2018, the SJW finance committee held a meeting with members of SJW management and representatives of J.P. Morgan and Skadden in attendance. During the meeting, members of SJW management reviewed recent communications with CTWS, including the management meetings that took place in Houston, Texas on January 25 and 26, 2018, and developments regarding the potential transaction, including a summary of key resolved and outstanding items. The SJW finance committee discussed market, process and timing considerations, and regulatory and shareholder approval matters with members of SJW management and representatives of J.P. Morgan and Skadden. Following discussion, the SJW finance committee came to a consensus to continue to review the financial, regulatory and other aspects of the potential transaction with CTWS.

On January 31, 2018, the SJW board of directors held a meeting with members of SJW management in attendance. The SJW finance committee reviewed and discussed with the SJW board of directors a report regarding the matters discussed at the January 30 meeting of the SJW finance committee, including the status of discussions with CTWS regarding the potential transaction.

On February 7, 2018, CTWS issued a press release and filed a Current Report on Form 8-K disclosing that The Connecticut Water Company, a wholly-owned subsidiary of CTWS, had entered into a rate settlement agreement with the Connecticut Office of Consumer Counsel on February 6, 2018. The rate settlement agreement contemplates a change in The Connecticut Water Company's customer rates effective for bills rendered on and after April 1, 2018 made up of the following components: (i) the revenue requirements associated with a \$36.3 million addition to rate base to reflect necessary upgrades to The Connecticut Water Company's Rockville Water Treatment Facility; and (ii) folding the amount of the Water Infrastructure Conservation Adjustment charge on customers' bills into base rates. If approved by the PURA, the settlement will permit The Connecticut Water Company to recover additional investments through its rates, which is expected to have a positive impact on CTWS's earnings per share.

Also on February 7, 2018, the CTWS CF&I committee held a special telephonic meeting with members of CTWS management and representatives of Wells Fargo Securities in attendance. During the meeting, representatives of Wells Fargo Securities reviewed with the CTWS board of directors a preliminary analysis of the strategic alternatives available to CTWS, including continuing to operate on a standalone basis, the merger of equals transaction with SJW and a comparison of a merger of equals transaction with a hypothetical transaction involving the acquisition of CTWS for cash. The CTWS CF&I committee engaged in further discussion regarding the strategic alternatives available to CTWS and concluded that a merger of equals transaction, provided acceptable terms could be negotiated, would best position CTWS to continue delivering value to its shareholders and fulfilling its commitment to its customers, employees and communities because, among other reasons, such a transaction structure was expected to: result in meaningful earnings growth; lead to an increased market capitalization, an expanded market presence, a diversified

investor base, increased scale and a greater geographic footprint, providing opportunities for the combined company to grow the business, compete more

Table of Contents

effectively in its industry and make investments in service and reliability; and lead to benefits through the reduction of public company costs. Representatives of Wells Fargo Securities then reviewed with the CTWS CF&I committee its updated preliminary financial analyses in connection with the potential transaction, including the implied premium to CTWS shareholders of approximately 10.6% based on the 1.0 exchange ratio in the proposal and current market prices and pro forma ownership for SJW stockholders and CTWS shareholders of approximately 62.5% and 37.5%, respectively, of the outstanding shares of the combined company. Representatives of Wells Fargo Securities also discussed the proposal from SJW to conduct share repurchases in conjunction with the closing of the potential transaction in order to optimize the pro forma balance sheet of the combined company and increase earnings accretion. The members of CTWS management also briefed the CTWS CF&I committee on the key areas of discussion during the management meetings that took place in Houston, Texas on January 25 and 26, 2018. The CTWS CF&I committee engaged in discussion with the members of CTWS management and representatives of Wells Fargo Securities regarding whether or not to recommend that the CTWS board of directors proceed with making a counterproposal to SJW and the appropriate terms of any such counterproposal, including the exchange ratio, governance rights and the board composition of the combined company. With respect to the exchange ratio, the CTWS CF&I committee discussed the recent volatility in the equity markets and the impact of the CPUC's proposed decision (as defined below) and The Connecticut Water Company's rate settlement agreement on SJW's and CTWS's respective stock prices. Following such discussion, the CTWS CF&I committee authorized members of CTWS management and CTWS's advisors to continue to evaluate the potential transaction and develop a counterproposal to share with the CTWS CF&I committee at a meeting to be scheduled in the near future.

On February 9, 2018, SJW filed a Current Report on Form 8-K disclosing that the CPUC had issued a proposed decision (the CPUC's proposed decision) on February 6, 2018 in connection with SJW's April 3, 2017 application requesting authority to increase its authorized cost of capital for the period from January 1, 2018 to December 31, 2020. The CPUC's proposed decision provided for a reduction to SJW's authorized return on equity from 9.43% to 8.30% and its overall return on rate base from 8.09% to 7.19%. While the CPUC's proposed decision was subject to change, SJW's authorized revenue was expected to reduce by approximately \$10 million for 2018 if the proposal remained unchanged (on March 22, 2018, the CPUC issued a final decision providing a reduction to SJW's authorized return on equity from 9.43% to 8.90% and its overall return on rate base from 8.09% to 7.64%, with an anticipated reduction in SJW's authorized revenue for 2018 of approximately \$6 million). Following the issuance of the CPUC's proposed decision, members of SJW management discussed with members of CTWS management the impact of the CPUC's proposed decision on SJW's business and SJW's plan to address the proposed decision.

On February 9, 2018, Mr. Thornburg called Mr. Benoit to provide an update on SJW's plan of action in response to the CPUC's proposed decision. Mr. Thornburg reaffirmed SJW's interest in the potential transaction and expressed SJW's intention to revise its proposed exchange ratio in light of the relative movement in the companies' stock prices and the potential impact of the CPUC's proposed decision. Mr. Thornburg and Mr. Benoit agreed that SJW and CTWS would share updated five-year financial projections that reflected the expected financial impact on SJW and CTWS of the 2017 Tax Cuts and Jobs Act, the CPUC's proposed decision on SJW and The Connecticut Water Company's rate settlement agreement on CTWS.

Later that day, Mr. Benoit sent a letter to the CTWS board of directors informing them of his conversation with Mr. Thornburg. The CTWS CF&I committee, members of CTWS management and representatives of Wells Fargo Securities discussed that it was preferable not to make a counterproposal at this time, but that SJW and CTWS should continue sharing information.

Also on February 9, 2018, representatives of SJW sent to CTWS and Wells Fargo Securities an initial draft of the merger agreement. SJW also sent to CTWS and Wells Fargo Securities its updated five-year financial projections.

On February 12, 2018, the SJW finance committee held a meeting with members of SJW management and representatives of J.P. Morgan and Skadden in attendance. During the meeting, members of SJW management

Table of Contents

reviewed recent developments regarding the potential transaction, including SJW's delivery of an initial draft of the merger agreement to CTWS, as well as the CPUC's proposed decision and its potential detrimental impact on SJW's cost of capital. Representatives of J.P. Morgan presented to the SJW finance committee a revised financial presentation based on revised projections provided by SJW. Members of the SJW finance committee then engaged in a discussion regarding the potential impact of the CPUC's proposed decision and recent improved market performance of CTWS on SJW's value and the potential financial terms of the potential transaction. Thereafter, the SJW finance committee instructed Mr. Thornburg to reiterate to CTWS management SJW's continued interest in the potential transaction and to deliver, subject to the approval of the SJW board of directors, a revised exchange ratio proposal of 1.125 shares of SJW common stock per outstanding share of CTWS common stock (the 1.125 exchange ratio) (which, at market close on February 12, 2018, represented a premium of approximately 8.3% based on the closing share prices of SJW and CTWS and would result in SJW stockholders and CTWS shareholders owning approximately 60.3% and 39.7%, respectively, of the outstanding shares of the combined company).

On February 13, 2018, Messrs. Thornburg and Benoit had a phone discussion during which Mr. Thornburg proposed the 1.125 exchange ratio, subject to approval of the SJW board of directors. Following the phone discussion, Mr. Thornburg sent Mr. Benoit discussion materials prepared by J.P. Morgan at the direction of SJW management containing a contribution analysis and an accretion analysis based on SJW's proposed revised exchange ratio. Mr. Benoit informed the CTWS board of directors and members of CTWS management of his discussion with Mr. Thornburg regarding the 1.125 exchange ratio.

On February 14, 2018, representatives of Wells Fargo Securities sent to SJW and J.P. Morgan the updated CTWS five-year financial projections on behalf of CTWS.

Also on February 14, 2018, the executive vice president and general counsel of Eversource contacted Ms. Wallace to set up a meeting between Ms. Wallace, Mr. Benoit and the chief executive officer and executive vice president and general counsel of Eversource.

On February 16, 2018, the CTWS CF&I committee held a special telephonic meeting with members of CTWS management and representatives of Wells Fargo Securities in attendance. During the meeting, the CTWS CF&I committee discussed with the members of CTWS management and representatives of Wells Fargo Securities the latest developments with respect to the potential transaction with SJW, including Wells Fargo Securities' preliminary analysis of the 1.125 exchange ratio. At market close on February 15, 2018, the 1.125 exchange ratio represented a premium of approximately 13% based on the closing share prices of SJW and CTWS and would result in SJW stockholders and CTWS shareholders owning approximately 59.7% and 40.3%, respectively, of the outstanding shares of the combined company. Following additional discussion, the CTWS CF&I committee unanimously proposed to recommend that the CTWS board of directors make a counterproposal to SJW that provided for, among other matters, equal board representation for directors designated by each of SJW and CTWS on the combined company's board of directors (with CTWS designating the lead independent director, consistent with SJW's initial proposal) and an exchange ratio of 1.150 shares of SJW common stock per outstanding share of CTWS common stock (which, at market close on February 15, 2018, represented a premium of approximately 15.5% based on the closing share prices of SJW and CTWS and would result in SJW stockholders and CTWS shareholders owning approximately 59.3% and 40.7%, respectively, of the outstanding shares of the combined company). The CTWS CF&I committee authorized members of CTWS management and CTWS's advisors to draft a response to SJW's proposal to be shared with the CTWS board of directors at a meeting to be held in the near future.

Later on February 16, 2018, Mr. Benoit informed Mr. Thornburg that, at a meeting earlier that day, the CTWS CF&I committee determined to recommend to the full CTWS board of directors that CTWS submit a counterproposal to SJW.

On February 19, 2018, the CTWS board of directors held a special telephonic meeting with members of CTWS management and representatives of Wells Fargo Securities and Sullivan & Cromwell in attendance.

Table of Contents

During the meeting, the members of CTWS management and representatives of Wells Fargo Securities provided an update on the recent developments in the potential transaction with SJW and the matters discussed by the CTWS CF&I committee during its February 16 meeting. Representatives of Sullivan & Cromwell then reviewed and discussed with the members of the CTWS board of directors their fiduciary duties in connection with considering strategic alternatives, including the potential transaction with SJW. The CTWS board of directors then engaged in further discussion regarding the strategic alternatives available to CTWS and determined that a merger of equals transaction on appropriate terms would best position CTWS to continue delivering value to its shareholders and fulfilling its commitment to its customers, employees and communities. After additional discussions, the CTWS board of directors agreed with the recommendations of the CTWS CF&I committee and authorized members of CTWS management to respond to SJW's current proposal with a counterproposal that provided for, among other matters, equal board representation for directors designated by each of SJW and CTWS on the combined company's board of directors and an exchange ratio of 1.150 shares of SJW common stock per outstanding share of CTWS common stock (which, at market close on February 16, 2018, represented a premium of approximately 18.9% based on the closing share prices of SJW and CTWS and would result in SJW stockholders and CTWS shareholders owning approximately 59.3% and 40.7%, respectively, of the outstanding shares of the combined company).

The CTWS board of directors also discussed the meeting invitation that Ms. Wallace received from Eversource and concluded that Ms. Wallace should respond to the executive vice president and general counsel of Eversource to accept the meeting request. Following the board meeting, Ms. Wallace contacted the executive vice president and general counsel of Eversource. During the course of their phone conversation, Ms. Wallace indicated that while she was willing to meet, it was unlikely that the CTWS board would be receptive to pursuing an actual or effective sale of CTWS, and Ms. Wallace and the executive vice president and general counsel of Eversource determined not to move forward with scheduling a meeting.

On February 20, 2018, Mr. Benoit sent a letter to Mr. Thornburg that reflected the CTWS counterproposal approved by the CTWS board of directors. On the same day, Mr. Benoit and Mr. Thornburg also had a brief phone discussion about CTWS's counterproposal.

On February 21, 2018, the SJW finance committee held a meeting with members of SJW management and representatives of J.P. Morgan and Skadden in attendance. During the meeting, the members of SJW management provided an update on recent developments in the potential transaction with CTWS and the CTWS counterproposal included in Mr. Benoit's February 20 letter, which contemplated an exchange ratio of 1.150 shares of SJW common stock per outstanding share of CTWS common stock and equal representation on the combined company's board of directors. Representatives of J.P. Morgan then reviewed and discussed with the SJW finance committee the terms of the CTWS counterproposal. The SJW finance committee then engaged in further discussion regarding financial, governance, dividend, regulatory and shareholder support matters, as well as potential counterproposals to CTWS. Following additional discussion, the SJW finance committee recommended that SJW management review with the full SJW board of directors potential alternative exchange ratios that may be appropriate for the potential transaction.

On February 22, 2018, the SJW board of directors held a meeting with members of SJW management and representatives of J.P. Morgan and Skadden in attendance. During the meeting, the members of SJW management provided an update on the recent developments in the potential transaction with CTWS. Mr. More provided the SJW board of directors with an update of matters discussed by the SJW finance committee during its February 21 meeting. The SJW board of directors engaged in a discussion regarding the February 20 letter received from CTWS. Representatives of J.P. Morgan then reviewed and discussed with the SJW board of directors the financial terms of the CTWS counterproposal and the financial terms of potential counterproposals to CTWS. After additional discussions with representatives of Skadden and J.P. Morgan, the members of the SJW board of directors present at the meeting unanimously determined to authorize Mr. Thornburg to respond to CTWS's current proposal with a counterproposal

that, among other matters, provided that the combined company's board of directors be composed of a number of representatives from each of the SJW and CTWS

Table of Contents

board of directors proportionate to SJW's and CTWS's relative post-merger ownership of the combined company and provided for a revised exchange ratio of 1.1375 shares of SJW common stock per outstanding share of CTWS common stock (which, at market close on February 22, 2018, represented a premium of approximately 22.5% based on the closing share prices of SJW and CTWS and would result in SJW stockholders and CTWS shareholders owning approximately 59.5% and 40.5%, respectively, of the outstanding shares of the combined company).

Later on February 22, 2018, following the meeting of the SJW board of directors, Mr. Thornburg contacted Mr. Benoit and informed him that the SJW board of directors had authorized him to respond to CTWS with a counterproposal of a revised exchange ratio of 1.1375 shares of SJW common stock per outstanding share of CTWS common stock and that the combined company's board of directors be composed of a number of representatives from each of the SJW and CTWS board of directors proportionate to SJW's and CTWS's relative post-merger ownership of the combined company, consistent with the initial proposal.

On February 23, 2018, Mr. Benoit updated the CTWS board of directors regarding the latest terms proposed by SJW. Following a review by the CTWS board of directors of such terms and updated preliminary financial analyses provided by representatives of Wells Fargo Securities, all members of the CTWS board of directors expressed their support and authorization for the members of CTWS management and CTWS's advisors to conduct further due diligence and negotiate a definitive merger agreement on the basis of such terms. Later that day, Mr. Benoit communicated to Mr. Thornburg the decision of the CTWS board of directors to proceed with conducting further due diligence and negotiating a definitive merger agreement on the basis of such terms.

Also on February 23, 2018, SJW and CTWS opened virtual data rooms. Reciprocal due diligence commenced and continued through March 14, 2018 and included review of financial and legal information and due diligence calls with representatives of SJW and CTWS and their respective advisors.

On February 26, 2018, the SJW board of directors held a meeting with members of SJW management in attendance. Messrs. Thornburg and More provided to the SJW board of directors a report regarding the status of communications with CTWS respecting the potential transaction. The SJW board of directors reviewed and discussed such report.

On March 2, 2018, with authorization from members of SJW management, representatives of Skadden sent to representatives of Sullivan & Cromwell a draft SJW voting and support agreement proposed to be entered into by certain stockholders of SJW beneficially owning, in the aggregate, approximately 16% of the outstanding shares of SJW common stock.

On March 5, 2018, the CTWS CF&I committee held a special telephonic meeting with members of CTWS management and representatives of Wells Fargo Securities and Sullivan & Cromwell in attendance. During the meeting, representatives of Wells Fargo Securities provided the CTWS CF&I committee with an overview of the latest developments in the various due diligence work streams. Representatives of Sullivan & Cromwell then summarized the key terms of, and the issues raised by, the draft merger agreement proposed by SJW. The CTWS CF&I committee discussed with the members of CTWS management and representatives of Sullivan & Cromwell their proposed responses to the draft merger agreement, including, among other matters, (i) reducing the proposed termination fee to be paid by CTWS in certain circumstances from approximately 3.9% of CTWS equity value to approximately 3.0% of CTWS equity value, (ii) revising the proposed termination fee to be paid by SJW in certain circumstances from approximately 3.9% of CTWS equity value to approximately 3.0% of SJW equity value and (iii) rejecting the reciprocal force the vote provision proposed by SJW that would prohibit CTWS or SJW from terminating the merger agreement in order to enter into an agreement with respect to a superior proposal and would instead require SJW and CTWS to hold their respective shareholder meetings even if the relevant party has changed its recommendation that its shareholders vote in favor of the merger. Following discussion, the CTWS CF&I

committee authorized members of CTWS management and Sullivan & Cromwell to send a revised draft of the merger agreement to SJW and Skadden.

Table of Contents

Later on March 5, 2018, representatives of Sullivan & Cromwell sent a revised draft of the merger agreement to representatives of Skadden.

On March 6, 2018, members of SJW management reviewed the draft merger agreement with representatives of Skadden and J.P. Morgan, following which representatives of Skadden discussed certain issues with representatives of Sullivan & Cromwell.

On March 6, 2018, the CTWS board of directors held a special telephonic meeting with members of CTWS management in attendance. During the meeting, Mr. Richard Forde, chairman of the CTWS CF&I committee, and the members of CTWS management updated the CTWS board of directors on the key terms of, issues raised by and CTWS's response to the draft merger agreement proposed by SJW.

Between March 6, 2018 and March 14, 2018, SJW and CTWS, with assistance from their respective financial advisors and legal counsel, continued to negotiate the commercial and legal terms of the potential transaction and related documentation, including the merger agreement, the confidential disclosure letters to the merger agreement and the SJW voting and support agreements (with the assistance of the stockholders' legal counsel). Among other terms, over the course of the negotiations SJW and CTWS agreed that (i) the termination fee to be paid by CTWS in certain circumstances would be equal to approximately 3.75% of CTWS's equity value, (ii) the termination fee to be paid by SJW in certain circumstances would be equal to approximately 3.75% of SJW's equity value, (iii) each of SJW and CTWS would be required to reimburse the expenses of the other party up to \$5 million (a reduction of \$2 million from the \$7 million proposed by SJW) in the event that such party did not obtain the approvals of its shareholders required in connection with the merger, and (iv) the merger agreement would not include a "force the vote" provision.

On March 8, 2018, representatives of SJW met with representatives of Standard & Poor's Financial Services LLC (S&P) in New York, New York to discuss the potential transaction, a potential share repurchase to be effective following consummation of the potential transaction and the impact of such transaction and share repurchase on SJW's credit rating. Mr. Benoit also participated in the meeting by telephone.

On March 9, 2018, the SJW finance committee held a meeting with members of SJW management and representatives of J.P. Morgan and Skadden in attendance. During the meeting, representatives of Skadden reviewed and discussed with the SJW finance committee a summary of negotiations with CTWS regarding the merger agreement, and the members of SJW management provided an update of recent developments in the potential transaction with CTWS and reported to the SJW finance committee on the status of ongoing mutual due diligence with CTWS and meetings with credit ratings agencies in connection with the potential transaction. The SJW finance committee also engaged in discussion regarding a potential share repurchase to be effective following consummation of the potential transaction, ongoing negotiations with certain SJW stockholders to enter into the SJW voting and support agreements in support of the potential transaction, tentative communications rollout plans and change-in-control provisions relating to employment agreements with certain members of CTWS management.

On March 13, 2018, the SJW board of directors held a meeting with members of SJW management and representatives of J.P. Morgan and Skadden in attendance. During the meeting, Mr. More provided the SJW board of directors with an update of the SJW finance committee's meetings and activities in connection with the potential transaction. Representatives of Skadden reviewed with the SJW board of directors its fiduciary duties in connection with considering the potential transaction with CTWS, the key terms of the merger agreement, including the remaining open points, and the SJW voting and support agreements. Representatives of J.P. Morgan then reviewed with the SJW board of directors J.P. Morgan's financial analysis of the financial terms of the potential transaction. Following discussion with members of SJW management and representatives of J.P. Morgan and Skadden, the SJW board of directors provided guidance to management regarding the remaining open points with respect to the potential

transaction.

Table of Contents

On the morning of March 14, 2018, the CTWS board of directors held a regular meeting with members of CTWS management and representatives of Wells Fargo Securities, Sullivan & Cromwell and Murtha Cullina in attendance. Representatives of Sullivan & Cromwell reviewed with the CTWS board of directors its fiduciary duties in connection with considering whether to approve the potential transaction with SJW as well as the key terms of the merger agreement, including the remaining open points. Representatives of Wells Fargo Securities then reviewed with the CTWS board of directors the financial analyses performed by Wells Fargo Securities in connection with its evaluation of the potential transaction, highlighting key valuation methods and financial metrics, as described further in the section entitled *The Merger Opinion of CTWS's Financial Advisor Opinion of Wells Fargo Securities, LLC* beginning on page 110 of this joint proxy statement/prospectus. The CTWS board of directors engaged in discussions with and asked questions of the members of CTWS management and representatives of Wells Fargo Securities and Sullivan & Cromwell. A representative of Murtha Cullina then reviewed with the CTWS board of directors a proposed amendment to the Amended and Restated Bylaws of CTWS to adopt a forum selection clause (the *forum selection bylaw amendment*) to designate certain courts located in the State of Connecticut as the exclusive forum for certain actions brought against CTWS or any director, officer or shareholder of CTWS. The CTWS board of directors authorized members of CTWS management and representatives of Sullivan & Cromwell to resolve the open points in the transaction documents and decided to reconvene in the afternoon.

Also on the morning of March 14, 2018, the SJW board of directors held a meeting with members of SJW management and representatives of J.P. Morgan and Skadden in attendance. During the meeting, representatives of Skadden reviewed with the SJW board of directors its fiduciary duties in connection with considering the potential transaction with CTWS, the key terms of the merger agreement, including the remaining open points, and the SJW voting and support agreements. Representatives of J.P. Morgan reviewed with the SJW board of directors J.P. Morgan's financial analysis of the financial terms of the potential transaction. Representatives of J.P. Morgan then delivered to the SJW board of directors J.P. Morgan's oral opinion, which was subsequently confirmed by delivery of a written opinion dated March 14, 2018, to the effect that, as of such date and based upon and subject to the factors, assumptions, limitations and qualifications set forth in its opinion, the exchange ratio in the merger was fair, from a financial point of view, to SJW, as more fully described below in the section entitled *The Merger Opinion of SJW's Financial Advisor Opinion of J.P. Morgan Securities LLC* beginning on page 94 of this joint proxy statement/prospectus. Following further discussion, the SJW board of directors thereafter unanimously declared advisable and in the best interests of SJW and its stockholders and determined to approve each of (i) the merger agreement, (ii) the issuance of shares of SJW common stock to holders of CTWS common stock pursuant to the merger, (iii) the SJW certificate of incorporation amendment, (iv) the SJW voting and support agreements and (v) the consummation of the transactions contemplated by the merger agreement, including the merger. The SJW board of directors also unanimously resolved to submit for consideration and approval by the SJW stockholders entitled to vote at a special meeting of the SJW stockholders, and to recommend that the SJW stockholders approve, the issuance of shares of SJW common stock to holders of CTWS common stock pursuant to the merger and the SJW certificate of incorporation amendment.

Later in the day on March 14, 2018, the CTWS board of directors held a special telephonic meeting with members of CTWS management and representatives of Wells Fargo Securities and Sullivan & Cromwell in attendance. During the meeting, representatives of Sullivan & Cromwell updated the CTWS board of directors regarding the outcome of the points in the transaction documents that had remained open earlier in the day, and reviewed with the CTWS board of directors the resolutions that it would be adopting if it determined to enter into the potential transaction with SJW. Representatives of Wells Fargo Securities then reviewed with the CTWS board of directors its final financial analysis of the exchange ratio provided for in the merger agreement based on the stock prices of SJW and CTWS. At market close on March 14, 2018, the exchange ratio of 1.1375 shares of SJW common stock per outstanding share of CTWS common stock represented a premium of approximately 18% based on the closing share prices of SJW and CTWS and would result in SJW stockholders and CTWS shareholders owning approximately 60% and 40%, respectively, of the

outstanding shares of the combined company. Representatives of Wells Fargo Securities then delivered to the CTWS board of directors its oral

Table of Contents

opinion, which was confirmed by delivery of a written opinion dated March 14, 2018, to the effect that, as of such date and based upon and subject to the assumptions made, procedures followed, matters considered and limitations and qualifications on the review undertaken by Wells Fargo Securities in preparing the opinion, the exchange ratio in the proposed merger was fair, from a financial point of view, to the holders of CTWS common stock, other than the excluded shares, as more fully described below in the section entitled "The Merger - Opinion of CTWS's Financial Advisor - Opinion of Wells Fargo Securities, LLC" beginning on page 110 of this joint proxy statement/prospectus. Following further discussion, the CTWS board of directors thereafter unanimously determined that (i) the merger agreement and the consummation of the transactions contemplated thereby, including the merger, are in the best interests of CTWS and its shareholders, (ii) declared advisable the merger agreement and the transactions contemplated thereby, including the merger, and (iii) approved and adopted the merger agreement and the transactions contemplated thereby, including the merger. The CTWS board of directors also unanimously resolved that the merger agreement be submitted for consideration and approval by the CTWS shareholders entitled to vote at a special meeting of the CTWS shareholders and recommended that the CTWS shareholders approve the merger agreement at the CTWS special meeting. The CTWS board of directors also authorized, approved and adopted the forum selection bylaw amendment.

On the evening of March 14, 2018, SJW, CTWS and Merger Sub executed the merger agreement, and certain stockholders of SJW beneficially owning, in the aggregate, approximately 16% of the outstanding shares of SJW common stock executed the SJW voting and support agreements.

On the morning of March 15, 2018, SJW and CTWS issued a joint press release announcing the potential transaction and the execution of the merger agreement. In the joint press release, SJW also announced that, upon closing of the potential transaction and subject to market conditions and approval of the combined company's board of directors at the time, the combined company is expected to establish a dividend at least equivalent to SJW's announced 2018 annual dividend of \$1.12 per share, which represents an immediate dividend increase of approximately 7% for the CTWS shareholders, when adjusted for the agreed exchange ratio, based on the annualized quarterly cash dividend of \$0.2975 per share. SJW also announced that, given the incremental debt capacity resulting from the potential transaction, the combined company expects to pursue a share repurchase program of up to \$100 million, subject to the closing of the potential transaction, market conditions and approval of the combined company's board of directors at the time.

Recent Developments

On April 4, 2018, SJW received an unsolicited non-binding indication of interest from Cal Water with respect to a potential proposal to acquire all of the issued and outstanding shares of SJW in an all-cash transaction for \$68.25 per share (the "April 4 Cal Water indication"). Mr. Thornburg promptly informed the SJW board of directors, members of SJW management, Skadden and J.P. Morgan of the receipt of the April 4 Cal Water indication.

Also on April 4, 2018, the SJW board of directors held a meeting with members of SJW management and representatives of J.P. Morgan and Skadden in attendance. At the meeting, the SJW board of directors was presented with the April 4 Cal Water indication and a representative of Skadden then reviewed and discussed with the members of the SJW board of directors the provisions of the merger agreement setting forth SJW's obligations with respect to the April 4 Cal Water indication and provided legal advice, including regarding the directors' fiduciary duties in connection with considering the April 4 Cal Water indication, and the SJW board of directors instructed J.P. Morgan to prepare a financial analysis of the all-cash transaction described in the April 4 Cal Water indication. Following the meeting, in accordance with the terms of the merger agreement, SJW promptly notified CTWS of the receipt of the April 4 Cal Water indication and that the SJW board of directors planned to review and consider the April 4 Cal Water indication in consultation with its legal counsel and financial advisor.

On April 5, 2018, Mr. Benoit received an unsolicited written proposal from Eversource regarding the acquisition by Eversource of all of the outstanding shares of CTWS common stock for \$63.50 per share in cash

Table of Contents

and/or Eversource common stock at the election of CTWS shareholders (the Eversource proposal). Mr. Benoit promptly informed the CTWS board of directors, members of CTWS management, Sullivan & Cromwell and Wells Fargo Securities of the receipt of the Eversource proposal. CTWS also promptly notified SJW of the receipt of the Eversource proposal and that the CTWS board of directors planned to review and consider the Eversource proposal in consultation with its legal counsel and financial advisor, all in accordance with the terms of the merger agreement.

On April 6, 2018, the SJW board of directors held a meeting with members of SJW management and representatives of J.P. Morgan and Skadden in attendance. At the meeting, the SJW board of directors were presented with an update by SJW management on, and discussed the receipt by CTWS of, the Eversource proposal. A representative of Skadden summarized the terms applicable to the CTWS board of directors' review of the Eversource proposal under the merger agreement.

On April 8, 2018, the CTWS board of directors held a special telephonic meeting with members of CTWS management and representatives of Wells Fargo Securities, Sullivan & Cromwell and Murtha Cullina in attendance. During the meeting, the members of CTWS management and representatives of Wells Fargo Securities provided the CTWS board of directors with an update on recent developments surrounding the receipt by CTWS of the Eversource proposal and the receipt by SJW of the April 4 Cal Water indication. Representatives of Sullivan & Cromwell then reviewed and discussed with the members of the CTWS board of directors their fiduciary duties in connection with considering the Eversource proposal, the provisions of the merger agreement setting forth CTWS's obligations with respect to the receipt of an unsolicited written takeover proposal and the process and considerations for the CTWS board of directors to assess whether or not the Eversource proposal constitutes or is reasonably likely to lead to a superior proposal as defined in the merger agreement. Representatives of Wells Fargo Securities then reviewed with the CTWS board of directors its preliminary financial analyses regarding the Eversource proposal as compared to the planned merger of equals with SJW. The representatives of Wells Fargo Securities informed the CTWS board of directors that Wells Fargo Securities had requested and expected to receive updated five-year projected financial plans for SJW reflecting the CPUC's March 22, 2018 decision regarding SJW's authorized cost of capital, and that Wells Fargo Securities planned to update its preliminary financial analyses following receipt of the updated SJW financial plans. The CTWS board of directors then engaged in further discussion regarding the Eversource proposal and the timeline and next steps for evaluating the Eversource proposal. The CTWS board of directors determined that the CF&I committee should meet in the near future to further consider the Eversource proposal once Wells Fargo Securities had updated its financial analyses.

On April 11, 2018, SJW shared its updated five-year projected financial plans with CTWS and Wells Fargo Securities through SJW's virtual data room.

On April 13, 2018, the SJW board of directors held a meeting with members of SJW management and representatives of J.P. Morgan and Skadden in attendance. Following a careful and thorough review in consultation with SJW's management and legal and financial advisors, the SJW board of directors voted unanimously to reject the April 4 Cal Water indication. The SJW board of directors determined that the April 4 Cal Water indication neither constituted nor was reasonably likely to lead to a superior proposal as defined in the merger agreement with CTWS. In reaching this determination, the SJW board of directors concluded that the all-cash transaction described in the April 4 Cal Water indication would not permit SJW stockholders the opportunity to share in the benefits expected from being shareholders of the combined company with CTWS. The SJW board of directors believes that the merger of equals with CTWS will result in SJW stockholders having the ability to realize greater long-term value than in an acquisition of SJW by Cal Water. The opportunity presented by the merger of equals with CTWS includes the long-term benefits of increased scale, enhanced financial strength and geographic diversity; expected continued payment of dividends over time; anticipated higher future growth profile and associated share price appreciation; the tax-free nature of the merger of equals with CTWS; and significant earnings accretion—all of which the SJW board of directors believes are

unique to the planned merger of equals with CTWS. Moreover, the SJW board of directors determined that there is a significant risk

Table of Contents

that the all-cash transaction described in the April 4 Cal Water indication would not close in a reasonable period of time, if at all, due to the risks presented by the substantial amount of financing that the proposed all-cash transaction would require and the uncommitted nature of Cal Water's sources of financing and the potentially protracted regulatory review. The SJW board of directors determined that such regulatory review by the CPUC could take as long as 18 months based upon the advice of California regulatory counsel and its belief that the CPUC could take even longer to review a potential acquisition of SJW than it did in the case of Cal Water's acquisition of Dominguez Services Corporation, which was less than 20% of the current size of SJW, where it took 15 months to receive CPUC approval after the initial application was filed.

In addition, at the April 13, 2018 meeting, the SJW board of directors determined that the non-binding nature of the April 4 Cal Water indication means it is subject to significant contingencies, including, among other things, performance of due diligence by Cal Water and negotiation of binding documentation. The SJW board of directors unanimous decision to reject the April 4 Cal Water indication was made after careful consideration thereof in consultation with SJW's management, legal advisors and financial advisors. The SJW board of directors also unanimously reaffirmed its recommendation that SJW stockholders vote FOR the proposal to approve the issuance of shares of SJW common stock to CTWS shareholders pursuant to the merger, for the reasons that it initially approved such recommendation, including, among others, that: the transaction with CTWS is expected to result in mid- to-high single-digit percentage accretion on an earnings per share basis to both companies by the second full year following completion of the transaction; SJW stockholders are expected to continue to own approximately 60% of the combined company; the transaction is expected to offer greater financial flexibility to grow the business through increased investments and to compete more effectively across a national footprint and in a fragmented industry; the belief that the combined company will be able to continue and further SJW's historic practice of paying robust and stable quarterly dividends to stockholders; the expectation that the combined company would maintain SJW's strong credit profile, which would enable a share repurchase program of up to \$100 million; and the belief that all required regulatory approvals are capable of being obtained during the fourth quarter of 2018.

On April 16, 2018, the CF&I committee held a special telephonic meeting with members of CTWS management and representatives of Wells Fargo Securities and Sullivan & Cromwell in attendance. During the meeting, the members of CTWS management and representatives of Wells Fargo Securities provided the CF&I committee with an update on the most recent developments, including the outcome of the SJW board of directors meeting held on April 13, 2018 with respect to the unsolicited proposal from Cal Water. Representatives of Wells Fargo Securities then reviewed with the CF&I committee its preliminary financial analyses regarding the Eversource proposal as compared to the planned merger of equals with SJW, which analyses had been updated to reflect the latest SJW five-year projected financial plans. The CF&I committee asked questions throughout Wells Fargo Securities' presentation and requested additional financial analyses of the stock consideration component included in the Eversource proposal. The CF&I committee then engaged in further discussion regarding the Eversource proposal with Wells Fargo Securities and Sullivan & Cromwell. The CF&I committee determined to meet again in the near future to further discuss the Eversource proposal after receiving the additional financial analysis that the CF&I committee requested from Wells Fargo Securities.

On April 17, 2018, the chairman, chief executive officer and president of Eversource sent a follow up email to Mr. Benoit regarding the Eversource proposal, in which Eversource requested a substantive response to the Eversource proposal by the close of business on Thursday, April 19, 2018. Mr. Benoit responded that CTWS expects to be in a position to respond to the Eversource proposal by the end of the week or early the following week, but emphasized that the timing of a decision remains with the CTWS board of directors, which is carefully considering the Eversource proposal with CTWS management and its advisors.

On April 19, 2018 at 12:30 p.m., Eastern time, the CF&I committee held a special telephonic meeting with members of CTWS management and representatives of Wells Fargo Securities and Sullivan & Cromwell in attendance. During the meeting, the representatives of Wells Fargo Securities reviewed with the CF&I committee various information and analyses regarding the Eversource proposal as compared to the planned merger of equals

Table of Contents

with SJW, which analyses had been updated to include the stock consideration component included in the Eversource proposal that was requested by the CF&I committee during the April 16 committee meeting. Wells Fargo Securities compared the historical stock performance of SJW, CTWS and Eversource. Based on publicly available information and synergy assumptions provided by members of CTWS management, Wells Fargo Securities also performed hypothetical and illustrative calculations of potential share prices and dividends of the combinations of CTWS and Eversource and CTWS and SJW. Wells Fargo Securities noted to the CF&I committee that these calculations were illustrative and not formal valuations. The CF&I committee asked questions throughout Wells Fargo Securities presentation and engaged in further discussion regarding the Eversource proposal with representatives of Wells Fargo Securities and Sullivan & Cromwell. The CF&I committee discussed the reasons that it continues to believe that the planned merger of equals with SJW, as compared to the transaction contemplated by the Eversource proposal, is in the best interests of CTWS shareholders and has significant long-term benefits for CTWS's customers, employees and communities, which reasons are further described in the section entitled "CTWS's Reasons for the Merger; Recommendation of the CTWS Board of Directors." After discussion, the CF&I committee unanimously recommended to the CTWS board of directors that (i) the CTWS board of directors determine that the Eversource proposal does not constitute and is not reasonably likely to lead to a superior proposal and (ii) CTWS inform Eversource that CTWS is not permitted to participate in any discussions with, or furnish any information regarding CTWS to, Eversource in connection with the Eversource proposal pursuant to the terms of the merger agreement.

On April 19, 2018 at 1:30 p.m., Eastern time, the CTWS board of directors held a special telephonic meeting with members of CTWS management and representatives of Wells Fargo Securities and Sullivan & Cromwell in attendance. During the meeting, the representatives of Wells Fargo Securities reviewed with the CTWS board of directors various information and analyses regarding the Eversource proposal as compared to the planned merger of equals with SJW. Wells Fargo Securities compared the historical stock performance of SJW, CTWS and Eversource. Based on publicly available information and synergy assumptions provided by members of CTWS management, Wells Fargo Securities also performed hypothetical and illustrative calculations of potential share prices and dividends of the combinations of CTWS and Eversource and CTWS and SJW. Wells Fargo Securities noted to the CTWS board of directors that these calculations were illustrative and not formal valuations. The CTWS board of directors asked questions throughout Wells Fargo Securities' presentation and engaged in further discussion regarding the Eversource proposal with representatives of Wells Fargo Securities and Sullivan & Cromwell. The CTWS board of directors discussed the reasons that it continues to believe that the planned merger of equals with SJW, as compared to the transaction contemplated by the Eversource proposal, is in the best interests of CTWS shareholders and has significant long-term benefits for CTWS's customers, employees and communities, which reasons are further described in the section entitled "CTWS's Reasons for the Merger; Recommendation of the CTWS Board of Directors." After further discussion in executive session with the non-employee directors and Sullivan & Cromwell in attendance, the non-employee directors of the CTWS board of directors unanimously accepted the CF&I committee's recommendation and (i) determined that the Eversource proposal does not constitute and is not reasonably likely to lead to a superior proposal, (ii) authorized Mr. Benoit and CTWS's advisors to inform Eversource that CTWS is not permitted to participate in any discussions with, or furnish any information regarding CTWS to, Eversource in connection with the Eversource proposal pursuant to the terms of the merger agreement and (iii) reaffirmed its recommendation that the CTWS shareholders approve the merger agreement and such other matters that are submitted for their approval in connection with the merger agreement at the special meeting.

On April 19, 2018 at approximately 5:00 p.m., Eastern time, Eversource issued a press release to disclose the Eversource proposal.

On April 19, 2018 at approximately 6:00 p.m., Eastern time, Mr. Benoit telephoned the chairman, chief executive officer and president of Eversource to inform him that the CTWS board of directors had unanimously determined that the Eversource proposal does not constitute and is not reasonably likely to lead to a superior proposal. Mr. Benoit

noted that, pursuant to the terms of the merger agreement, CTWS is not permitted to

Table of Contents

participate in any discussions with, or furnish any information regarding CTWS to, Eversource in connection with the Eversource proposal.

On April 19, 2018 at approximately 6:15 p.m., Eastern time, CTWS issued a press release reaffirming the CTWS board of directors' intention to recommend that all CTWS shareholders approve the merger agreement. The press release also confirmed receipt of the Eversource proposal and disclosed that the CTWS board of directors had unanimously determined that the Eversource proposal is not a superior proposal and is not reasonably likely to lead to a superior proposal.

On April 19, 2018 at approximately 10:30 p.m., Eastern time, SJW issued a press release reaffirming its commitment to the existing merger agreement with CTWS and reiterating that the SJW board of directors continues to believe that the planned merger of equals provides the shareholders of both CTWS and SJW with the best opportunity for value creation over the long term.

On April 25, 2018, Mr. Thornburg delivered a letter to the chief executive officer and president and the chairman of the board of directors of Cal Water, informing them that the SJW board of directors had unanimously determined to reject the April 4 Cal Water indication.

On April 26, 2018, Cal Water issued a press release confirming its interest in acquiring SJW for \$68.25 per share in an all-cash transaction, which included the text of the letter sent to SJW the same day reiterating Cal Water's interest in such a transaction with SJW. Later that day, SJW issued a press release confirming its rejection of the April 4 Cal Water indication and reiterating its commitment to pursue its existing merger agreement with CTWS. SJW's press release included the text of the rejection letter sent to Cal Water the previous day explaining why the planned merger of equals with CTWS is superior to a potential acquisition of SJW by Cal Water for the shareholders as well as employees, customers and communities of both SJW and CTWS.

On April 27, 2018, Eversource filed with the SEC a preliminary proxy statement on Schedule 14A (the Eversource proxy) in connection with Eversource's solicitation of proxies for the CTWS special meeting, recommending that the CTWS shareholders vote against each of the proposals related to the planned merger of equals between SJW and CTWS, namely the proposals to approve the merger agreement, to approve, on a non-binding advisory basis, specific compensatory arrangements between CTWS and its named executive officers relating to the merger and to adjourn the CTWS special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the merger agreement. Later that day, Eversource issued a press release announcing the filing of the Eversource proxy and reiterating its interest in its proposal to acquire all of the outstanding shares of CTWS common stock for \$63.50 per share in cash and/or Eversource common stock at the election of CTWS shareholders.

On April 28, 2018, the CTWS board of directors held a special telephonic meeting with members of CTWS management and representatives of Sullivan & Cromwell in attendance to discuss the Eversource proxy, CTWS's proposed response to Eversource's actions, as well as other matters related to the planned merger of equals with SJW.

Later on April 28, 2018, CTWS issued a press release in response to the filing of the Eversource proxy, reiterating that the CTWS board of directors, in consultation with its financial and legal advisors, and in consideration of the numerous financial and strategic benefits of the contemplated merger with SJW, which are more fully described in the section entitled "The Merger - CTWS's Reasons for the Merger; Recommendation of the CTWS Board of Directors, carefully reviewed Eversource's unsolicited acquisition proposal and unanimously concluded that it is not a superior proposal or reasonably likely to lead to a superior proposal as defined in the merger agreement, and reaffirming its intention to recommend that all CTWS shareholders vote FOR the merger.

Table of Contents

On April 30, 2018, Eversource, through The Rocky River Realty Company, a Connecticut corporation and wholly owned subsidiary of Eversource and an owner of shares of CTWS common stock, sent a demand letter to CTWS to inspect and make copies of certain books, records and documents of CTWS.

On May 2, 2018, Cal Water filed with the SEC a preliminary proxy (the Cal Water proxy) in connection with Cal Water's solicitation of proxies to be used at the SJW special meeting, recommending that the SJW stockholders vote against the proposals related to the planned merger of equals between SJW and CTWS, namely to approve the issuance of shares of SJW common stock to CTWS shareholders pursuant to the merger, to adopt the SJW certificate of incorporation amendment and to adjourn the SJW special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the issuance of shares of SJW common stock to CTWS shareholders pursuant to the merger or the adoption of the SJW certificate of incorporation amendment. Later that day, Cal Water issued a press release announcing the filing of the Cal Water proxy and reiterating Cal Water's interest in acquiring SJW for \$68.25 per share in an all-cash transaction.

Also on May 2, 2018, SJW issued a press release reaffirming its intention to recommend that the SJW stockholders vote for the proposals related to the planned merger of equals between SJW and CTWS at the SJW special meeting and explaining why the planned merger of equals with CTWS is superior to a potential acquisition of SJW by Cal Water for the shareholders as well as employees, customers and communities of both SJW and CTWS.

Following such announcement, each of Cal Water and SJW have issued a number of communications and press releases and engaged in other activities related to the planned merger of equals between SJW and CTWS and Cal Water's proxy solicitation campaign in opposition, but during such time SJW and Cal Water have not engaged in any direct discussions or negotiations regarding the April 4 Cal Water indication. The SJW board of directors has not changed its determination that the April 4 Cal Water indication neither constituted nor was reasonably likely to lead to a superior proposal.

On May 3, 2018, following an earnings call held by Eversource during which several industry analysts questioned the merits and timing of the Eversource proposal, CTWS issued a statement noting the concerns raised by the industry analysts, further noting that, on the earnings call, Eversource did not directly address the impact on, or the relevance to, its expected growth in earnings per share of its proposed acquisition of CTWS and did not explain its rationale for pursuing an acquisition of CTWS so aggressively in a hostile manner, beyond noting generally that CTWS would constitute a strategic and geographic fit for its new water operations.

On May 4, 2018, Eversource sent an open letter to CTWS shareholders reiterating its belief that the CTWS board of directors should engage with Eversource regarding the Eversource proposal and its recommendation that the CTWS shareholders vote against the proposals related to the planned merger of equals between SJW and CTWS.

On May 7, 2018, CTWS sent an open letter to CTWS shareholders reiterating the reasons why the planned merger of equals with SJW would position CTWS to continue delivering value to its shareholders and fulfilling its commitment to its customers, employees and communities, and encouraging CTWS shareholders to disregard Eversource's actions to interfere with the planned merger of equals with SJW.

On May 8, 2018, CTWS and Eversource entered into a confidentiality agreement regarding Eversource's access to certain materials in response to requests in its April 30, 2018 demand letter that are required by CTWS to be provided pursuant to the CBCA and in the possession of CTWS.

On May 10, 2018, CTWS held its 2018 annual meeting of shareholders. Prior to the annual meeting, the CTWS board of directors held a regular meeting with members of CTWS management and representatives of Wells Fargo

Securities and Sullivan & Cromwell in attendance to discuss various matters related to the planned merger of equals between SJW and CTWS, including concerns expressed by certain CTWS shareholders since

Table of Contents

the planned merger of equals with SJW was announced regarding (i) their confidence in CTWS's strategic direction, including the value being delivered to CTWS shareholders and (ii) ensuring that CTWS has explored every viable alternative. The CTWS board of directors discussed with its advisors an idea to approach SJW regarding an amendment to the merger agreement that would allow CTWS to actively solicit alternative acquisition proposals for an alternative merger, acquisition or other strategic transaction involving CTWS for a certain period (the go-shop proposal). The CTWS board of directors discussed that while it continues to believe that the planned merger of equals with SJW is in the best interests of CTWS shareholders and provides substantial value to them in both the near-and long-term, based on conversations with CTWS stakeholders since the merger was announced, the CTWS board of directors believes that conducting a go-shop process is an appropriate step to allow CTWS shareholders to have full confidence in CTWS's strategic direction and to know that every viable alternative has been explored. Following the annual meeting, the CTWS board of directors met again in executive session and determined to authorize the representatives of Sullivan & Cromwell to discuss the go-shop proposal with SJW.

Also on May 10, 2018, Cal Water, as an owner of shares of SJW common stock, sent a demand letter to SJW to inspect and make copies of certain books, records and documents of SJW pursuant to DGCL Section 220.

On May 15, 2018, a representative of Eversource's outside legal counsel, Ropes & Gray LLP (Ropes & Gray), sent an email to representatives of Sullivan & Cromwell contending that, pursuant to Eversource's April 30, 2018 demand letter and Section 33-946 of the CBCA, Eversource is entitled to receive from CTWS's proxy solicitor on a weekly basis an updated list of the holders of CTWS common stock, and adding that CTWS's proxy solicitor has not delivered updated versions of such list.

On May 16, 2018, representatives of Sullivan & Cromwell discussed the go-shop proposal with representatives of Skadden.

On May 17, 2018, a representative of Sullivan & Cromwell responded to the May 15, 2018 email from the representative of Ropes & Gray noting that, pursuant to a letter dated May 4, 2018, CTWS had agreed to provide Eversource access to the information requested in its April 30, 2018 demand letter to the extent such information was required to be furnished by CTWS to a shareholder under applicable law. The representative of Sullivan & Cromwell further noted that CTWS is not required under the CBCA to provide Eversource with corporate records that are not in CTWS's possession.

On May 18, 2018, SJW and Cal Water entered into a confidentiality agreement regarding Cal Water's access to certain materials in response to requests in its May 10, 2018 demand letter.

Also on May 18, 2018, Eversource filed a motion with the PURA requesting party status in the proceeding in Connecticut for which SJW and CTWS filed a joint application for approval of the merger on May 7, 2018.

On May 21, 2018, the SJW finance committee held a meeting with members of SJW management and representatives of J.P. Morgan, Skadden and Georgeson in attendance. At the meeting, members of SJW management and Georgeson updated the SJW finance committee regarding the planned merger of equals with CTWS and certain recent communications with CTWS and its proxy solicitor regarding, among other things, certain CTWS shareholder concerns expressed since the planned merger of equals with SJW was announced. A representative of Skadden also provided the SJW finance committee with a legal presentation regarding the go-shop proposal. Following discussion, the SJW finance committee determined to recommend that the SJW board of directors accept the go-shop proposal, subject to CTWS agreeing to extend, to 24 months (from 12 months in the merger agreement as entered into on March 14, 2018), the tail period during which CTWS would be required to pay the \$28.1 million termination fee upon entering into an alternative acquisition agreement following termination of the merger agreement.

Later on May 21, 2018, representatives of Skadden informed representatives of Sullivan & Cromwell that the SJW finance committee recommended that SJW pursue the go-shop proposal, provided that any amendment

Table of Contents

to the merger agreement entered into to account for such go-shop proposal provide for an extension to 24 months (from 12 months in the merger agreement as entered into on March 14, 2018) of the time period for the cash termination fee in the amount of \$28.1 million that CTWS will be required to pay to SJW if each of the following three events occurs: (i) an alternative acquisition proposal is made to CTWS or becomes publicly known, or an intention to make such a proposal is publicly announced and not publicly withdrawn, after the date of the merger agreement as entered into on March 14, 2018 and prior to the CTWS shareholders meeting, (ii) the merger agreement is thereafter terminated by (A) either SJW or CTWS because the merger has not closed by March 14, 2019 (if the CTWS shareholders meeting has not been held) or the CTWS shareholders fail to approve the merger, or (B) SJW because CTWS materially breaches the merger agreement; and (iii) within 12 months of such termination of the merger agreement (the tail fee period), CTWS enters into a definitive agreement to consummate or consummates an alternative proposal, as more fully described under the section **The Merger Agreement Solicitation of Alternative Proposals**.

In the days that followed, members of CTWS management discussed with representatives of Sullivan & Cromwell the go-shop proposal, including SJW's proposed extension of the tail fee period.

On May 22, 2018, the representative of Ropes & Gray sent a follow-up email to the representatives of Sullivan & Cromwell restating its request that CTWS make an updated list of shareholders available to Eversource on a weekly basis in accordance with Eversource's April 30, 2018 demand letter.

Also on May 22, 2018, SJW and CTWS filed an objection to Eversource's motion requesting party status in their joint proceeding to approve the merger in Connecticut.

On May 23, 2018, Eversource filed a response to the objection of SJW and CTWS to Eversource's motion requesting party status in their joint proceeding to approve the merger in Connecticut.

Also on May 23, 2018, following the instructions of CTWS management, representatives of Sullivan & Cromwell sent a proposed amended and restated version of the merger agreement reflecting the go-shop proposal to Skadden.

On May 24, 2018, representatives of Skadden sent to Sullivan & Cromwell a revised amended and restated version of the merger agreement, which provided for an extension of the tail fee period to 18 months. The revised amended and restated version of the merger agreement also provided for an extension to five business days (from 96 hours in the merger agreement as entered into on March 14, 2018) of SJW's right to propose changes to the terms of the merger agreement and negotiate with CTWS regarding such proposed changes before CTWS is entitled to change its recommendation in order to accept a proposal that is superior to the merger. The revised amended and restated version of the merger agreement also provided for an extension to three business days (from 72 hours in the merger agreement as entered into on March 14, 2018) of such right to propose changes and negotiate with CTWS if any amendment is made to the financial terms or any other material terms of the superior proposal which forms the basis of the intention of the CTWS board of directors to change its recommendation. The revised amended and restated version of the merger agreement also provided that SJW would have the right to hold the SJW stockholders meeting on the business day following the CTWS shareholders meeting.

Also on May 24, 2018, a representative of Sullivan & Cromwell sent a letter via email to the representative of Ropes & Gray reiterating that, among other things, CTWS has no obligation under the CBCA to supplement its response to Eversource's April 30, 2018 demand letter as the CBCA nowhere contemplates seriatim inspections of records following a proper demand and that the CBCA makes clear that a demand for a shareholder list does not entitle the shareholder to an updated list or even to dictate the date of the shareholder list.

On May 25, 2018, following discussions with members of CTWS management, representatives of Sullivan & Cromwell sent a revised amended and restated version of the merger agreement to Skadden, rejecting (i) the

Table of Contents

proposed extension of the tail fee period and (ii) the provision allowing SJW to hold the SJW stockholders meeting on the business day following the CTWS shareholders meeting, but accepting the extension of the time periods for SJW's right to propose changes to the terms of the merger agreement and negotiate with CTWS before CTWS is entitled to change its recommendation in order to accept a proposal that is superior to the merger.

In the days that followed, representatives of Skadden and Sullivan & Cromwell continued to negotiate the terms of the amended and restated merger agreement.

On May 26, 2018, a representative of J.P. Morgan received an unsolicited call from a representative of Lazard Frères & Co. LLC (Lazard), who indicated that Lazard represented an unnamed strategic company that had noted its potential interest in an acquisition of SJW if the SJW board of directors were to pursue other strategic alternatives in the event the planned merger of equals with CTWS did not occur and believed that, in such case, it could provide superior value as compared to other potential acquirers.

On May 29, 2018, the CTWS board of directors held a special telephonic meeting with members of CTWS management and representatives of Wells Fargo Securities and Sullivan & Cromwell in attendance to discuss recent developments in connection with the planned merger of equals with SJW, including the go-shop proposal and the amended and restated merger agreement. Following discussion with its advisors, the CTWS board of directors determined to accept an extension of the tail fee period up to 15 months. The CTWS board of directors also unanimously determined that (i) the merger and the consummation of the transactions contemplated thereby are in the best interests of CTWS and its shareholders, (ii) declared advisable the amended and restated merger agreement and the transactions contemplated thereby, including the merger, and (iii) approved and adopted the amended and restated merger agreement and the transactions contemplated thereby, including the merger. The CTWS board of directors also unanimously resolved that the amended and restated merger agreement be submitted for consideration and approval by the CTWS shareholders entitled to vote at a special meeting of the CTWS shareholders and recommended that the CTWS shareholders approve the merger agreement at the CTWS special meeting. The CTWS board of directors also unanimously determined that it would not agree to a transaction with Eversource on the current terms of the Eversource proposal, regardless of the outcome of the planned merger of equals with SJW, because the CTWS board of directors believes that the current Eversource proposal substantially undervalues CTWS.

On May 30, 2018, the SJW board of directors held a meeting with members of SJW management and representatives of J.P. Morgan, Skadden and Georgeson in attendance. At the meeting, a member of SJW management updated the SJW board of directors regarding the planned merger of equals with CTWS and certain recent communications with CTWS and its proxy solicitor regarding, among other things, certain CTWS shareholder concerns expressed since the planned merger of equals with SJW was announced. Mr. More provided the SJW board of directors with an update of matters discussed by the SJW finance committee, including the go-shop proposal, during its May 21 meeting. A representative of Georgeson presented a situation update with regard to CTWS and Eversource's solicitation of proxies for the CTWS special meeting. A representative of Skadden provided a legal presentation and also summarized the terms of the proposed amended and restated merger agreement to be considered by the SJW board in connection with the go-shop proposal. Following discussion with SJW's advisors, the SJW board of directors unanimously declared advisable and in the best interests of SJW and its stockholders and determined to approve the amended and restated merger agreement and the transactions contemplated thereby. Also at the meeting, a member of SJW management noted Lazard's May 26 outreach. Following further discussion, the SJW board of directors also determined that the terms of the merger agreement did not, and the terms of the amended and restated merger agreement would not, permit SJW to respond to Lazard's contact.

Later on May 30, 2018, SJW and CTWS executed the amended and restated merger agreement. On the morning of May 31, 2018, CTWS issued a press release announcing the execution of the amended and restated merger agreement.

Table of Contents

Beginning on May 31, 2018, as part of the go-shop process, at the direction of the CTWS board of directors and CTWS management, Wells Fargo Securities directly contacted more than 50 parties, including more than 20 water and regulated utilities and more than 30 financial sponsors, to determine their interest in exploring a potential transaction with CTWS. Parties were encouraged to review CTWS's publicly-available information, including all regulatory and SEC filings made in connection with the planned merger of equals with SJW. Of the parties contacted, half sought and received additional details regarding CTWS. All parties were informed that June 13, 2018 was the deadline for submitting preliminary, non-binding indications of interest, after which selected parties would be provided additional information and access to management before the July 14, 2018 deadline for submitting final proposals.

On May 31, 2018, Cal Water filed with the SEC a definitive proxy statement and issued a press release announcing that Cal Water had sent a letter reiterating its interest in acquiring SJW for \$68.25 per share in an all-cash transaction and white proxy card to SJW stockholders.

Also on May 31, 2018, SJW issued a press release reaffirming the SJW board of directors' support of the merger of equals with CTWS and reiterating that the SJW board of directors had previously considered the April 4 Cal Water indication and determined that it was neither a superior proposal nor reasonably likely to lead to a superior proposal.

On June 4, 2018, Eversource filed with the PURA a supplement to its motion requesting party status in the joint proceeding of SJW and CTWS to approve the merger in Connecticut.

On June 5, 2018, CTWS filed with the PURA a response to Eversource's supplement to its motion requesting party status.

Also on June 5, 2018, Eversource issued a press release criticizing the go-shop process undertaken by CTWS pursuant to the amended and restated merger agreement and stating that it will not participate in the process.

On June 6, 2018, CTWS issued a statement reiterating its invitation for Eversource to participate in the go-shop process undertaken by CTWS pursuant to the amended and restated merger agreement and reaffirming that the CTWS board of directors is committed to the go-shop process and serving the best interests of all CTWS shareholders.

On June 7, 2018, Cal Water filed a Schedule TO with the SEC and issued a press release announcing that it had commenced the Cal Water tender offer to acquire all outstanding shares of SJW for \$68.25 per share in cash, subject to the Minimum Tender Condition, the Termination Condition, the Section 203 Condition, the State Regulatory Condition and the HSR Condition (each such condition as defined in such Schedule TO) and the other conditions described in Section 14 thereof.

Later on June 7, 2018, SJW issued a press release noting that the SJW board of directors would review Cal Water's announced tender offer and intended to advise SJW stockholders of its formal position regarding such tender offer within 10 business days by making available to stockholders and filing with the SEC a solicitation/recommendation statement on Schedule 14D-9 and advised its stockholders to take no action at the time in response to Cal Water's tender offer.

Also on June 7, 2018, the SJW board of directors held a meeting with members of SJW management and representatives of J.P. Morgan and Skadden in attendance. The SJW board of directors reviewed and discussed the terms of the Cal Water tender offer with management and its advisors. Following discussion, the SJW board of directors determined to reconvene at a later date to consider the Cal Water tender offer further and to receive additional advice from management and its advisors.

Table of Contents

On June 8, 2018, the PURA issued a draft decision to dismiss without prejudice the joint application for approval of the merger in Connecticut filed by SJW and CTWS on May 7, 2018. The draft decision stated that the joint application was not ripe for review by the PURA and that a new application may be filed after CTWS's go-shop process has concluded and CTWS has determined all of the details of any proposed change of control or merger for which it seeks PURA approval. Later on June 8, 2018, CTWS issued a statement expressing that it understood the PURA's interest in conserving its resources and conducting its review once the go-shop process has completed.

Also on June 8, 2018, Eversource and Aquarion Water Company, Eversource's water subsidiary, filed a petition with the MPUC requesting intervenor status in the proceeding in Maine for which The Maine Water Company filed an application for approval of the merger on May 4, 2018.

By letter dated June 8, 2018, the General Counsel of the CPUC directed SJW and San Jose Water Company to submit an application for approval by the CPUC of the planned merger of equals with CTWS.

On June 11, 2018, the CPUC published an agenda for a meeting to be held on June 21, 2018; included among the agenda items was a proposal to ratify the CPUC General Counsel's direction to SJW and San Jose Water Company to submit an application for approval.

On June 13, 2018, SJW and San Jose Water Company responded to the CPUC General Counsel's letter through its California regulatory counsel. In their response, SJW and San Jose Water Company stated their belief that, based on the relevant California statute and applicable CPUC precedent, CPUC approval is not required because the planned merger of equals with CTWS would entail neither a merger of a public utility doing business in California nor an acquisition of control over a public utility doing business in California.

On June 13, 2018, Eversource issued a press release reiterating the Eversource proposal and noting that it was not increasing its proposal.

On June 14, 2018 at 9:00 a.m., Eastern time, the CF&I committee held a special telephonic meeting with members of CTWS management and representatives of Wells Fargo Securities and Sullivan & Cromwell in attendance to discuss the go-shop process following the June 13, 2018 deadline for submitting preliminary, non-binding indications of interest. During the meeting, the representatives of Wells Fargo Securities reviewed with the CF&I committee the process that it had undertaken, at the direction of the CTWS board of directors and CTWS management, to actively solicit alternative acquisition proposals from more than 50 parties. Representatives of Wells Fargo Securities updated the CF&I committee that no alternative proposals or indications of interest were received. Following discussion among the CF&I committee with representatives of Wells Fargo Securities and Sullivan & Cromwell, the CF&I committee unanimously determined to recommend that the CTWS board of directors conclude the go-shop process and reaffirm its support for the planned merger of equals with SJW given the absence of any alternative proposals submitted during the go-shop process.

On June 14, 2018 at 1:00 p.m., Eastern time, the CTWS board of directors held a special telephonic meeting with members of CTWS management and representatives of Wells Fargo Securities and Sullivan & Cromwell in attendance to discuss the go-shop process following the June 13, 2018 deadline for submitting preliminary, non-binding indications of interest. During the meeting, representatives of Wells Fargo Securities reviewed with the CTWS board of directors the process that it had undertaken, at the direction of the CTWS board of directors and CTWS management, to actively solicit alternative acquisition proposals from more than 50 parties. Representatives of Wells Fargo Securities updated the CTWS board of directors that no alternative proposals or indications of interest were received. Mr. Forde informed the CTWS board of directors that the CF&I committee unanimously recommended that the CTWS board of directors conclude the go-shop process and reaffirm its support for the planned merger of

equals with SJW given the absence of any alternative proposals submitted during the go-shop process. Following additional discussion among the CTWS board of directors with representatives of Wells Fargo Securities and Sullivan & Cromwell, the CTWS board of directors unanimously

Table of Contents

accepted the CF&I committee's recommendation and (i) determined to conclude the go-shop process and (ii) reaffirmed its support for the planned merger of equals with SJW.

Also on June 14, 2018, Eversource filed with the SEC an amended version of the Eversource proxy in connection with Eversource's solicitation of proxies for the CTWS special meeting.

Also on June 14, 2018, the SJW board of directors held a meeting with members of SJW management and representatives of J.P. Morgan and Skadden in attendance. Following presentations by representatives of J.P. Morgan and Skadden, the SJW board of directors discussed and considered the terms of the Cal Water tender offer with management and its advisors. Thereafter, the SJW board of directors unanimously determined that the Cal Water tender offer did not constitute a superior proposal and was not in the best interests of SJW and its stockholders, recommended that SJW's stockholders reject the Cal Water tender offer and not tender their shares of SJW common stock into the Cal Water tender offer and reaffirmed the SJW board of directors' recommendation in favor of the planned merger of equals with CTWS and the transactions contemplated by the merger agreement.

On the morning of June 15, 2018, SJW filed a Schedule 14D-9 with the SEC and issued a press release announcing the SJW board of directors' recommendation that stockholders reject the Cal Water tender offer and not tender their Shares into the Cal Water tender offer and reaffirming SJW's commitment to the planned merger of equals with CTWS. For more information regarding the reasons that the SJW board of directors determined to recommend against the Cal Water tender offer, please refer to the section entitled "Reasons for the Recommendation" beginning on page 16 of such Schedule 14D-9.

On June 18, 2018, CTWS issued a press release announcing that the deadline to submit non-binding indicative proposals under CTWS's previously announced go-shop process had expired and that no proposals or indications of interest were received. CTWS noted that Eversource was among those contacted and invited to participate in the go-shop process, but that Eversource did not participate in the process and did not submit a proposal for consideration. The press release disclosed that given the absence of any alternative proposal submitted during the go-shop process, the CTWS board of directors unanimously determined to conclude the go-shop process and unanimously reaffirmed its support for the planned merger of equals with SJW.

On June 19, 2018, CTWS sent a letter to the PURA on behalf of SJW and CTWS withdrawing the joint application for approval of the merger in Connecticut filed by SJW and CTWS on May 7, 2018.

Also on June 19, 2018, Eversource issued a press release criticizing CTWS's go-shop process and reaffirming its commitment to the Eversource proposal.

On June 20, 2018, a representative of Eversource's financial advisor, Goldman Sachs Group, Inc. ("Goldman Sachs"), contacted a representative of Wells Fargo Securities in order to set up a meeting between Mr. Benoit and James J. Judge, the chairman, president and chief executive officer of Eversource. The representative of Goldman Sachs informed the representative of Wells Fargo Securities that the intended purpose of the meeting was to clarify aspects of the Eversource proposal. CTWS has determined to accept the meeting with Eversource and provide Eversource with the opportunity to clarify its proposal in order to confirm that every viable alternative has been explored. The meeting, which is expected to be attended by Mr. Benoit, Ms. Wallace and representatives of Wells Fargo Securities on behalf of CTWS, is currently scheduled to take place during the week of June 25, 2018.

On June 21, 2018, California Water filed an Amendment No. 1 to the Schedule TO with the SEC.

Also on June 21, 2018, the CPUC held a meeting, the published agenda for which included a proposal to ratify the CPUC General Counsel's direction to SJW and San Jose Water Company to submit for approval an application in connection with the planned merger of equals with CTWS. During this meeting, however, the

Table of Contents

CPUC did not address the General Counsel's letter and deferred any action with respect to the planned merger of equals until the CPUC's July 12, 2018 meeting. SJW is unable to predict what action, if any, the CPUC will take with respect to the planned merger of equals at the CPUC's July 12, 2018 meeting.

SJW's Reasons for the Merger; Recommendation of the SJW Board of Directors

In reaching its decision to approve the merger agreement and recommend approval of the issuance of shares of SJW common stock to CTWS shareholders pursuant to the merger and the adoption of the SJW certificate of incorporation amendment, the SJW board of directors consulted with SJW's management, as well as with SJW's legal and financial advisors, and also considered a number of factors that the SJW board of directors viewed as supporting its decisions, including, but not limited to, the following:

the combination of SJW's portfolio of regulated utilities in California and Texas with CTWS's portfolio of regulated utilities in Connecticut and Maine is expected to create the third largest investor-owned water and wastewater utility in the U.S., based on pro forma enterprise value (such pro forma enterprise value being based on SJW enterprise value at market close on March 14, 2018 and CTWS enterprise value at the exchange ratio) and combined rate base;

the SJW and CTWS combination should result in the combined company's earnings being derived from more diversified operations both from a geographic and regulatory perspective;

SJW expects the combined company to have an increased market capitalization, an improved and diversified investor base, enhanced access to capital, improved cash flow stability, increased investment opportunities and a strengthened balance sheet with total assets of approximately \$2.4 billion, providing incremental benefits to stockholders;

SJW expects that the combined company will be able to achieve meaningful earnings growth based on the five-year projected financial plans prepared by SJW management for SJW as a standalone company, the five-year projected financial plans prepared by CTWS management for CTWS as a standalone company, and the pro forma financial projections for the combined company, which include the Synergies (as defined below), in each case as summarized under Unaudited Financial Forecasts beginning on page 116 of this joint proxy statement/prospectus;

SJW expects the combined company to maintain a strong A credit profile, which in conjunction with the incremental debt capacity resulting from the merger, will enable the combined company to pursue a share repurchase program of up to \$100 million;

the potential that the merger, at the agreed-upon 1.1375 exchange ratio, factoring in the expected savings from the elimination of public company and other related costs, and assuming a contemplated share repurchase following the merger of approximately \$100 million, would generate an increase in 2020 earnings per share of approximately 5.5% to 6% for SJW, and 8.5% to 9% for CTWS, relative to forecasted

2020 earnings per share;

the financial terms of the merger, including the tax-free nature of the all-stock transaction, the value of the merger consideration based on the fixed exchange ratio of 1.1375 shares of SJW common stock for each share of CTWS common stock, and the fact that legacy stockholders of SJW will own approximately 60% of the common stock of the combined company upon completion of the merger;

its knowledge of SJW's business, operations, financial condition, earnings and prospects, as well as its assessment, of CTWS's business, operations, financial condition, earnings and prospects, taking into account the results of SJW's due diligence review of CTWS;

the belief that combination of the companies' management teams, both with successful and proven operational track records, should provide benefits from a broader set of skills in the combined company's workforce, and benefits to be obtained in the standardization of key processes by leveraging existing best practices at SJW and CTWS;

Table of Contents

the belief that the corporate cultures and goals of SJW and CTWS are compatible, in that both companies are committed to reliability, customer satisfaction, safety and diligent stewardship of economic, human and environmental resources;

the belief that the combined company will be able to better serve the customers and communities in which it will operate through sharing of best practices, operational expertise and more extensive resources within the combined company and continued local support;

the belief that there should be more opportunities for career development and geographic mobility for all employees of the combined company, which should be a larger, more competitive company, and anticipation of no significant changes in employee compensation or benefits packages;

the belief that the combined company can cost-effectively implement updated customer service tools across CTWS's Connecticut and Maine utility operations;

the commitment by SJW to cause the combined company to maintain SJW's and CTWS's historic levels of charitable contributions and community support, including continued focus on supporting economic development with investments in growth, safety and reliability;

the transaction is expected to offer greater flexibility to grow the business through investments across a national footprint and to compete more effectively in a fragmented industry;

the belief that the combined company will be able to continue and further SJW's historic practice of paying stable and growing quarterly dividends;

the general terms of the merger agreement, including the representations, warranties, obligations and rights of the parties under the merger agreement, the conditions to each party's obligations to complete the merger, and the circumstances under which each party is permitted to terminate the merger agreement, as described in more detail in the section entitled "The Merger Agreement" beginning on page 143 of this joint proxy statement/prospectus;

SJW would be entitled to a break-up fee or reimbursement of certain of its expenses under certain circumstances if the transaction is not consummated;

the fact that SJW is not required to take any action that would result in a Regulatory Material Adverse Effect in order to obtain the regulatory approvals required to consummate the merger;

the corporate governance terms of the merger agreement, including that, upon completion of the merger, the board of directors of the combined company will include seven directors from the SJW board of directors and five directors from the CTWS board of directors, the chairman, chief executive officer and president of the combined company will be Mr. Thornburg, the lead independent director will be selected by CTWS, and the key leadership positions of the combined company will be filled by current executives of each of CTWS and SJW, which are specified with respect to CTWS in an exhibit to the merger agreement, as described in more detail in the section entitled "Governance Matters After the Merger" beginning on page 154 of this joint proxy statement/prospectus;

the terms of the merger agreement permitting the SJW board of directors to fulfill its fiduciary duties with respect to a bona fide proposal to acquire SJW, including the ability to terminate the merger agreement under certain circumstances in order to accept a superior proposal, subject to certain terms and conditions, including the payment of a termination fee, as described in more detail in the sections entitled "The Merger Agreement - Solicitation of Alternative Proposals," "The Merger Agreement - Expenses and Termination Fees; Liability for Breach" beginning on pages 150 and 162, respectively, of this joint proxy statement/prospectus;

the fact that SJW stockholders will have an opportunity to vote on approval of the issuance of shares of SJW common stock to CTWS shareholders pursuant to the merger and the adoption of the SJW certificate of incorporation amendment;

Table of Contents

the fact that SJW and certain of its stockholders beneficially owning, in the aggregate, approximately 16% of the outstanding shares of SJW common stock entered into agreements pursuant to which, subject to certain conditions, such SJW stockholders have agreed to vote shares controlled by them in favor of the matters to be submitted to SJW stockholders at the SJW special meeting, as described in more detail in the section entitled "SJW Voting and Support Agreements" beginning on page 141 of this joint proxy statement/prospectus;

the belief that all required regulatory approvals are capable of being obtained, as described in more detail in the section entitled "Regulatory Clearances Required for the Merger" beginning on page 137 of this joint proxy statement/prospectus; and

the opinion of J.P. Morgan Securities LLC, dated March 14, 2018, addressed to the SJW board of directors to the effect that, as of such date and based upon and subject to the factors, assumptions, limitations and qualifications set forth in such opinion, the exchange ratio in the merger was fair, from a financial point of view, to SJW, as described in more detail in the section entitled "Opinion of SJW's Financial Advisor" beginning on page 94 of this joint proxy statement/prospectus.

The SJW board of directors weighed the foregoing against a number of risks and potentially negative factors, including:

the risks inherent to CTWS's business and operations;

the fixed exchange ratio of 1.1375 shares of SJW common stock for each share of CTWS common stock, which will not change even if the value of CTWS's businesses decline relative to the value of SJW's businesses prior to completion of the merger;

the restrictions on the conduct of SJW's business during the period between execution of the merger agreement and the consummation of the merger;

the potential effect of the merger on SJW's overall business, including its relationships with customers, employees, suppliers and regulators;

the challenges inherent in combining the businesses, operations and workforces of two businesses of the size, geographic diversity and complexity of SJW and CTWS, including the potential for (i) unforeseen difficulties in integrating operations and systems, (ii) the possible distraction of management's attention for an extended period of time and (iii) difficulties in assimilating employees;

the risk that the transaction and subsequent integration of the two businesses may preclude other business development opportunities;

the risk of losing key CTWS or SJW employees during the pendency of the merger and thereafter;

the substantial costs to be incurred in connection with the merger, including the costs of integrating the businesses of SJW and CTWS and the refinancing costs, transaction fees, expenses and other payments that will or may arise from the merger;

the risk that governmental entities may oppose or refuse to approve the merger or impose undesirable conditions on SJW and/or CTWS prior to approving the merger that may adversely impact the combined company;

the potential of negative regulatory outcomes in Connecticut, Maine, California and Texas following the merger;

the risk that the merger may not be completed despite the combined efforts of SJW and CTWS or that completion may be unduly delayed, even if the requisite approval is obtained from SJW stockholders and CTWS shareholders;

the fact that SJW is obligated to pay CTWS a termination fee of \$42.5 million in certain circumstances as described in more detail in the section entitled "The Merger Agreement - Expenses and

Table of Contents

Termination Fees; Liability for Breach beginning on page 162 of this joint proxy statement/prospectus;

the fact that SJW is obligated to reimburse CTWS for certain fees and expenses up to \$5 million under certain circumstances as described in more detail in the section entitled The Merger Agreement Expenses and Termination Fees; Liability for Breach beginning on page 162 of this joint proxy statement/prospectus;

the risk that the terms of the merger agreement, including provisions relating to the payment of a termination fee under specified circumstances, may have the effect of discouraging other parties that would otherwise be interested in a transaction with SJW from proposing such a transaction;

the fact that certain executive officers and directors of SJW may have interests with respect to the merger in addition to their interests as stockholders of SJW, as described in more detail in the sections entitled Interests of SJW Directors and Executive Officers in the Merger beginning on page 122 of this joint proxy statement/prospectus; and

the risks of the type and nature described under the heading Risk Factors, and the matters described under the heading Special Note Regarding Forward-Looking Statements.

In view of the wide variety of factors considered in connection with its evaluation of the merger and the complexity of these matters, the SJW board of directors did not find it useful and did not attempt to assign any relative or specific weights to the various factors that it considered in reaching its determination to approve the merger and the merger agreement and to recommend that SJW stockholders vote FOR the proposal to approve the issuance of shares of SJW common stock to CTWS shareholders pursuant to the merger, FOR the proposal to adopt the SJW certificate of incorporation amendment and FOR the proposal to approve any motion to adjourn the SJW special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the issuance of shares of SJW common stock to CTWS shareholders pursuant to the merger or the adoption of the SJW certificate of incorporation amendment. In addition, although the SJW board of directors did not find it useful and did not attempt to assign any relative or specific weights to the various factors, individual members of the SJW board of directors may have assigned different weights to different factors.

The SJW board of directors unanimously approved the merger agreement and determined that the merger agreement and the transactions contemplated thereby, including the merger, are advisable and in the best interests of SJW and its stockholders. The SJW board of directors unanimously recommends that SJW stockholders vote FOR the proposal to approve the issuance of shares of SJW common stock to CTWS shareholders pursuant to the merger, FOR the proposal to adopt the SJW certificate of incorporation amendment and FOR the proposal to approve any motion to adjourn the SJW special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the issuance of shares of SJW common stock to CTWS shareholders pursuant to the merger or the adoption of the SJW certificate of incorporation amendment.

Opinion of SJW's Financial Advisor Opinion of J.P. Morgan Securities LLC

Pursuant to an engagement letter dated October 27, 2016, as amended by an extension letter dated October 20, 2017, SJW retained J.P. Morgan as its financial advisor in connection with a review of potential strategic alternatives, including a potential transaction with CTWS.

At the meeting of the SJW board of directors on March 14, 2018, J.P. Morgan rendered its oral opinion to the SJW board of directors that, as of such date and based upon and subject to the factors, assumptions, limitations and qualifications set forth in its opinion, the exchange ratio in the proposed merger was fair, from a financial point of view, to SJW. J.P. Morgan has confirmed its oral opinion by delivering its written opinion to the SJW board of directors, dated March 14, 2018, that, as of such date, the exchange ratio in the proposed merger was fair, from a financial point of view, to SJW.

Table of Contents

The full text of the written opinion of J.P. Morgan dated as of March 14, 2018, which sets forth the assumptions made, matters considered and limitations and qualifications on the review undertaken, is attached as Annex B to this joint proxy statement/prospectus and is incorporated herein by reference. The summary of the opinion of J.P. Morgan set forth in this proxy statement is qualified in its entirety by reference to the full text of such opinion. SJW stockholders are urged to read the opinion in its entirety. J.P. Morgan's written opinion was addressed to the SJW board of directors (in its capacity as such) in connection with and for the purposes of its evaluation of the proposed merger, was directed only to the exchange ratio in the merger and did not address any other aspect of the merger. J.P. Morgan expressed no opinion as to the fairness of the exchange ratio to the holders of any class of securities, creditors or other constituencies of SJW or CTWS or as to SJW's or CTWS's underlying decision to engage in the proposed merger. The issuance of J.P. Morgan's opinion was approved by a fairness committee of J.P. Morgan. The opinion does not constitute a recommendation to any stockholder of SJW or CTWS as to how such stockholder should vote with respect to the proposed merger or any other matter.

In arriving at its opinions, J.P. Morgan, among other things:

reviewed a draft dated March 13, 2018 of the merger agreement;

reviewed certain publicly available business and financial information concerning SJW and CTWS and the industries in which they operate;

compared the financial and operating performance of SJW and CTWS with publicly available information concerning certain other companies J.P. Morgan deemed relevant and reviewed the current and historical market prices of the SJW common stock and the CTWS common stock and certain publicly traded securities of such other companies;

reviewed certain internal financial analyses and forecasts prepared by or at the direction of the managements of SJW and CTWS relating to their respective businesses, as well as the estimated amount and timing of the financial benefits expected to result from the elimination of duplicative public company and other related costs expected from the transaction (the "Synergies"); and

performed such other financial studies and analyses and considered such other information as J.P. Morgan deemed appropriate for the purposes of its opinion.

In addition, J.P. Morgan held discussions with certain members of the management of SJW and CTWS with respect to certain aspects of the merger, and the past and current business operations of SJW and CTWS, the financial condition and future prospects and operations of SJW and CTWS, the effects of the merger on the financial condition and future prospects of SJW and CTWS, and certain other matters J.P. Morgan believed necessary or appropriate to its inquiry.

In giving its opinion, J.P. Morgan relied upon and assumed the accuracy and completeness of all information that was publicly available or was furnished to or discussed with J.P. Morgan by SJW and CTWS or otherwise reviewed by or for J.P. Morgan, and J.P. Morgan did not independently verify (and did not assume responsibility or liability for independently verifying) any such information or its accuracy or completeness. J.P. Morgan did not conduct or was not provided with any valuation or appraisal of any assets or liabilities, nor did J.P. Morgan evaluate the solvency of

SJW or CTWS under any applicable laws relating to bankruptcy, insolvency or similar matters. In relying on financial analyses and forecasts provided to J.P. Morgan or derived therefrom (including the Synergies), J.P. Morgan assumed that they were reasonably prepared based on assumptions reflecting the best currently available estimates and judgments by management as to the expected future results of operations and financial condition of SJW and CTWS to which such analyses or forecasts relate. J.P. Morgan expressed no view as to such analyses or forecasts (including the Synergies) or the assumptions on which they were based. J.P. Morgan also assumed that the merger will qualify as a tax-free reorganization for United States federal income tax purposes, that the other transactions contemplated by the merger agreement will be consummated as described in the merger agreement and this joint proxy statement/prospectus, and that the definitive merger agreement would not differ in any material respect from the draft thereof furnished to J.P.

Table of Contents

Morgan. J.P. Morgan also assumed that the representations and warranties made by SJW and CTWS in the merger agreement and the related agreements were and will be true and correct in all respects material to its analysis. J.P. Morgan is not a legal, regulatory or tax expert and relied on the assessments made by advisors to SJW with respect to such issues. J.P. Morgan further assumed that all material governmental, regulatory or other consents and approvals necessary for the consummation of the merger will be obtained without any adverse effect on SJW or CTWS or on the contemplated benefits of the merger.

J.P. Morgan's opinion was necessarily based on economic, market and other conditions as in effect on, and the information made available to J.P. Morgan as of, the date of such opinion. J.P. Morgan's opinion noted that subsequent developments may affect J.P. Morgan's opinion, and that J.P. Morgan does not have any obligation to update, revise, or reaffirm such opinion. J.P. Morgan's opinion is limited to the fairness, from a financial point of view, to SJW of the exchange ratio in the proposed merger. Furthermore, J.P. Morgan expressed no opinion with respect to the amount or nature of any compensation to any officers, directors, or employees of any party to the proposed merger, or any class of such persons relative to the exchange ratio in the proposed merger or with respect to the fairness of any such compensation. J.P. Morgan expressed no opinion as to the price at which the SJW common stock or the CTWS common stock will trade at any future time.

The terms of the merger agreement, including the exchange ratio, were determined through arm's length negotiations between SJW and CTWS, and the decision to enter into the merger agreement was solely that of the SJW board of directors and the CTWS board of directors. J.P. Morgan's opinion and financial analyses were only one of the many factors considered by the SJW board of directors in its evaluation of the proposed merger and should not be viewed as determinative of the views of the SJW board of directors or management with respect to the proposed merger or the exchange ratio.

In accordance with customary investment banking practice, J.P. Morgan employed generally accepted valuation methodology in rendering its opinion to the SJW board of directors on March 14, 2018 and contained in the presentation delivered to the SJW board of directors on such date in connection with the rendering of such opinion and this summary does not purport to be a complete description of the analyses or data presented by J.P. Morgan. Some of the summaries of the financial analyses include information presented in tabular format. The tables are not intended to stand alone, and in order to more fully understand the financial analyses used by J.P. Morgan, the tables must be read together with the full text of each summary. Considering the data set forth below without considering the full narrative description of the financial analyses, including the methodologies and assumptions underlying the analyses, could create a misleading or incomplete view of J.P. Morgan's analyses.

Analysis of CTWS

Public Trading Multiples Analysis

Using publicly available information, J.P. Morgan compared selected financial data of CTWS with similar data for selected publicly traded companies engaged in businesses which J.P. Morgan judged to be sufficiently analogous to CTWS. The companies selected by J.P. Morgan were as follows:

American Water Works Company, Inc.

Aqua America, Inc.

California Water Service Group

American States Water Company

SJW

Middlesex Water Company

The York Water Company

Artesian Resources Corporation

Table of Contents

These companies were selected, among other reasons, because they are publicly traded companies with operations and businesses that, for purposes of J.P. Morgan's analysis, may be considered similar in certain respects to those of CTWS based on business sector participation, financial metrics and form of operations. The analyses necessarily involve complex considerations and judgments concerning differences in financial and operational characteristics of the companies involved and other factors that could affect the companies differently than would affect CTWS.

For each company listed above, J.P. Morgan calculated and compared the multiple of market price per share of its common equity based on research analysts' consensus estimates for earnings per share (EPS) for the calendar years 2018 (2018E P/E Multiple) and 2019 (2019E P/E Multiple) based on FactSet market prices, Institutional Brokers Estimate System consensus estimates, equity analyst research reports and other publicly available information as of March 9, 2018. In addition, with respect to CTWS, J.P. Morgan also calculated and compared the 2018E P/E Multiple and 2019E P/E Multiple based on the CTWS projections (as defined under Opinion of CTWS's Financial Advisor Opinion of Wells Fargo Securities, LLC).

Results of the analysis were presented for the selected companies, as indicated in the following table:

	2018E P/E Multiple	2019E P/E Multiple
American Water Works Company, Inc.	24.9x	23.1x
Aqua America, Inc.	24.0x	22.8x
California Water Service Group	26.6x	24.9x
American States Water Company	28.9x	27.4x
SJW	21.4x	19.8x
Middlesex Water Company	21.4x	20.6x
The York Water Company	31.0x	29.5x
Artesian Resources Corporation	22.3x	21.7x
Overall median	24.5x	22.9x
Overall mean	25.1x	23.7x
CTWS (consensus)	22.0x	21.0x
CTWS (management)	22.0x	21.3x

Based on the results of this analysis and J.P. Morgan's professional judgment, J.P. Morgan selected a multiple reference range of 21.5x – 31.0x for P/E for calendar year 2018 and a multiple reference range of 20.5x – 29.5x for P/E for calendar year 2019.

After applying such ranges to the respective estimated 2018 EPS and estimated 2019 EPS for CTWS based on the CTWS projections, the analysis indicated the following ranges of implied equity value per share for the CTWS common stock (rounded to the nearest \$0.25):

Public Trading Multiples Analysis	2018E	2019E
	\$ 50.00 – \$72.25	\$ 49.25 – \$71.00

The ranges of implied equity value per share for CTWS were compared to (1) the closing price per share of CTWS common stock of \$51.18 on March 9, 2018 and (2) the implied offer price of \$61.36 per share based on the exchange ratio of 1.1375 per share and the closing price per share of SJW common stock of \$53.94 on March 9, 2018.

Discounted Cash Flow Analysis

J.P. Morgan conducted a discounted cash flow analysis for the purpose of determining an implied fully diluted equity value per share for the CTWS common stock. A discounted cash flow analysis is a method of evaluating an asset using estimates of the future unlevered free cash flows generated by the asset, and taking into

Table of Contents

consideration the time value of money with respect to those future cash flows by calculating their present value. The unlevered free cash flows refers to a calculation of the future cash flows generated by an asset without including in such calculation any debt servicing costs. Present value refers to the current value of the future cash flows generated by the asset, and is obtained by discounting those cash flows back to the present using a discount rate that takes into account macro-economic assumptions and estimates of risk, the cost of capital and other appropriate factors. Terminal value refers to the present value of all future cash flows generated by the asset for periods beyond the projections period.

J.P. Morgan calculated the present value of unlevered free cash flows for CTWS (1) for the calendar years 2018 through 2022 using unlevered free cash flows that were based upon the CTWS projections and were reviewed and approved by the management of SJW for use by J.P. Morgan in connection with its financial analyses and rendering its fairness opinion and (2) for the calendar years 2023 through 2027 using unlevered free cash flows that were derived from a rate base model and were reviewed and approved by the management of SJW for use by J.P. Morgan in connection with its financial analyses and rendering its fairness opinion. J.P. Morgan also calculated a range of terminal values for CTWS at December 31, 2027 by applying a terminal growth rate ranging from 1.25% to 1.75% to the unlevered free cash flows of CTWS for calendar year 2027, which were adjusted by the management of SJW for valuation purposes. The unlevered free cash flows and the range of terminal values were then discounted to present values using a range of discount rates from 5.25% to 5.75%. The present values were then adjusted for CTWS's 2017 fiscal year end total debt and cash to derive implied equity values for CTWS. The discount rate range was based upon J.P. Morgan's analysis of the weighted average cost of capital for CTWS determined by applying the Capital Asset Pricing Model and based on considerations J.P. Morgan deemed relevant in its professional judgment and experience, including target capital structures, yields for U.S. Treasury notes, levered and unlevered betas for CTWS and the selected publicly traded companies identified above, market risk premium and tax rates.

This analysis indicated the following range of implied equity value per share for the CTWS common stock, rounded to the nearest \$0.25.

CTWS Implied Equity Value Per Share

Low	High
\$46.25	\$70.00

The range of implied equity values per share for the CTWS common stock was compared to (1) the closing price per share of CTWS common stock of \$51.18 on March 9, 2018 and (2) the implied value of the merger consideration of \$61.36 per share based on the exchange ratio of 1.1375 per share and the closing price per share of SJW common stock of \$53.94 on March 9, 2018.

*Other Information***Historical Trading Range**

For reference only and not as a component of its fairness analysis, J.P. Morgan reviewed the trading range for the CTWS common stock for the 52-week period ending March 9, 2018, which was \$48.86 per share to \$65.04 per share, and compared that to (1) the closing price per share of CTWS common stock of \$51.18 on March 9, 2018 and (2) the implied value of the merger consideration of \$61.36 per share based on the exchange ratio of 1.1375 per share and the closing price per share of SJW common stock of \$53.94 on March 9, 2018.

Analyst Price Targets

For reference only and not as a component of its fairness analysis, J.P. Morgan also reviewed certain publicly available equity research analyst share price targets for the CTWS common stock and noted that the range of such price targets was \$53.00 per share to \$64.00 per share, and compared that to (1) the closing price per share of CTWS common stock of \$51.18 on March 9, 2018 and (2) the implied value of the merger consideration of \$61.36 per share based on the exchange ratio of 1.1375 per share and the closing price per share of SJW common stock of \$53.94 on March 9, 2018.

Table of Contents

Analysis of SJW

Public Trading Multiples Analysis

Using publicly available information, J.P. Morgan compared selected financial data of SJW with similar data for selected publicly traded companies engaged in businesses which J.P. Morgan judged to be sufficiently analogous to SJW. The companies selected by J.P. Morgan were as follows:

American Water Works Company, Inc.

Aqua America, Inc.

California Water Service Group

American States Water Company

CTWS

Middlesex Water Company

The York Water Company

Artesian Resources Corporation

These companies were selected, among other reasons, because they are publicly traded companies with operations and businesses that, for purposes of J.P. Morgan's analysis, may be considered similar in certain respects to those of SJW based on business sector participation, financial metrics and form of operations. The analyses necessarily involve complex considerations and judgments concerning differences in financial and operational characteristics of the companies involved and other factors that could affect the companies differently than would affect SJW.

For each company listed above, J.P. Morgan calculated and compared the 2018E P/E Multiple and 2019E P/E Multiple based on FactSet market prices, Institutional Brokers' Estimate System consensus estimates, equity analyst research reports and other publicly available information as of March 9, 2018. In addition, with respect to SJW, J.P. Morgan also calculated and compared the 2018E P/E Multiple and 2019E P/E Multiple based on the SJW projections (as defined below under the section entitled "Miscellaneous Financial Forecasts Regarding SJW and CTWS").

Results of the analysis are as follows:

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	2018E P/E Multiple	2019E P/E Multiple
American Water Works Company, Inc.	24.9x	23.1x
Aqua America, Inc.	24.0x	22.8x
California Water Service Group	26.6x	24.9x
American States Water Company	28.9x	27.4x
CTWS	22.0x	21.0x
Middlesex Water Company	21.4x	20.6x
The York Water Company	31.0x	29.5x
Artesian Resources Corporation	22.3x	21.7x
Overall median	24.5x	22.9x
Overall mean	25.1x	23.9x
SJW (consensus)	21.4x	19.8x
SJW (management)	26.7x	24.7x

Based on the results of this analysis and J.P. Morgan's professional judgment, J.P. Morgan selected a multiple reference range of 21.5x – 31.0x for P/E for calendar year 2018 and a multiple reference range of 20.5x – 29.5x for P/E for calendar year 2019.

Table of Contents

After applying such ranges to the respective estimated 2018 EPS and estimated 2019 EPS for SJW, the analysis indicated the following ranges of implied equity value per share for the SJW common stock (rounded to the nearest \$0.25):

Public Trading Multiples Analysis	2018E		2019E	
	\$ 43.50	\$62.50	\$ 44.75	\$64.50

The ranges of implied equity value per share for SJW were compared to the closing price per share of SJW common stock of \$53.94 on March 9, 2018.

Discounted Cash Flow Analysis

J.P. Morgan conducted a discounted cash flow analysis for the purpose of determining an implied fully diluted equity value per share for the SJW common stock.

J.P. Morgan calculated the present value of unlevered free cash flows for SJW (i) for the calendar years 2018 through 2022 using unlevered free cash flows that were based upon the SJW projections and were reviewed and approved by the management of SJW for use by J.P. Morgan in connection with its financial analyses and rendering its fairness opinion and (ii) for the calendar years 2023 through 2027 using unlevered free cash flows that were derived from a rate base model and were reviewed and approved by the management of SJW in connection with J.P. Morgan's financial analyses and rendering its fairness opinion. J.P. Morgan also calculated a range of terminal values for SJW at December 31, 2027 by applying a terminal growth rate ranging from 1.25% to 1.75% to the unlevered free cash flows of SJW for calendar year 2027, which were adjusted by the management of SJW for valuation purposes. The unlevered free cash flows and the range of terminal values were then discounted to present values using a range of discount rates from 5.25% to 5.75%. The present values were then adjusted for SJW's 2017 fiscal year end total debt and cash to derive implied equity values for SJW. The discount rate range was based upon J.P. Morgan's analysis of the weighted average cost of capital for SJW determined by applying the Capital Asset Pricing Model and based on considerations J.P. Morgan deemed relevant in its professional judgment and experience, including target capital structures, yields for U.S. Treasury notes, levered and unlevered betas for SJW and the selected publicly traded companies identified above, market risk premium and tax rates.

This analysis indicated the following range of implied equity value per share for the SJW common stock, rounded to the nearest \$0.25.

<i>SJW Implied Equity Value Per Share</i>	
Low	High
\$40.75	\$62.00

The range of implied equity values per share for the SJW common stock was compared to the closing price per share of SJW common stock of \$53.94 on March 9, 2018.

Other Information

Historical Trading Range

For reference only and not as a component of its fairness analysis, J.P. Morgan reviewed the trading range for the SJW common stock for the 52-week period ending March 9, 2018, which was \$45.39 per share to \$69.29 per share, and compared that to the closing price per share of SJW common stock of \$53.94 on March 9, 2018.

Analyst Price Targets

For reference only and not as a component of its fairness analysis, J.P. Morgan also reviewed certain publicly available equity research analyst share price targets for the SJW common stock and noted that such price target was \$63.00 per share, and compared that to the closing price per share of SJW common stock of \$53.94 on March 9, 2018.

Table of Contents***Relative Value Analysis***

Based upon the implied equity values per share for CTWS and SJW calculated above in Analysis of CTWS Public Trading Multiples Analysis, Analysis of CTWS Discounted Cash Flow Analysis, Analysis of SJW Public Trading Multiples Analysis, and Analysis of SJW Discounted Cash Flow Analysis, J.P. Morgan calculated a range of implied exchange ratios based on a comparison of a share of CTWS common stock to a share of SJW common stock, as shown in the table below. For each comparison, J.P. Morgan divided the highest equity value per share for CTWS by the lowest equity value per share for SJW to derive the highest exchange ratio implied by each set of reference ranges. J.P. Morgan also divided the lowest equity value per share for CTWS by the highest equity value per share for SJW to derive the lowest exchange ratio implied by each set of reference ranges. The implied exchange ratios resulting from J.P. Morgan's analysis were:

<i>Range of Implied Exchange Ratios</i>		
	Low	High
Public Trading Multiples Analysis		
2018E	0.800x	1.661x
2019E	0.764x	1.587x
Discounted Cash Flow Analysis	0.746x	1.718x

The implied exchange ratios for CTWS and SJW were compared to (1) the exchange ratio of .9488 of a share of SJW common stock for a share of CTWS common stock, based on the respective closing prices per share on March 9, 2018 and (2) the proposed exchange ratio of 1.1375 shares of SJW common stock for a share of CTWS common stock in the merger.

Intrinsic Value Creation Analysis

J.P. Morgan conducted an illustrative implied intrinsic value creation analysis, based on the SJW projections and the CTWS projections, that compared the implied equity value per share of SJW common stock derived from a discounted cash flow valuation on a standalone basis to the implied equity value per share attributable to the existing holders of SJW common stock in the pro forma combined company.

J.P. Morgan determined the implied total equity value attributable to the existing holders of SJW common stock in the pro forma combined company (the Implied Value to Holders of SJW Common Stock) by calculating (a) the sum of (i) the implied equity values of SJW common stock and CTWS common stock using the midpoint values determined pursuant to J.P. Morgan's discounted cash flow analyses described above and (ii) the estimated present value of the Synergies, which were discounted to present value using a 5.50% discount rate and a 0.0% terminal growth rate, multiplied by (b) the equity ownership percentage of the pro forma combined company attributable to the existing holders of SJW common stock pursuant to the merger. J.P. Morgan then determined the implied equity value attributable to the existing holders of SJW common stock in the pro forma combined company on a per share basis by dividing the Implied Value to Holders of SJW Common Stock by the number of SJW shares outstanding, as provided by management of SJW. The analysis indicated that, on an illustrative basis, the merger created hypothetical incremental implied value per share to the holders of SJW common stock.

Miscellaneous

The foregoing summary of certain material financial analyses does not purport to be a complete description of the analyses or data presented by J.P. Morgan. The preparation of a fairness opinion is a complex process and is not

necessarily susceptible to partial analysis or summary description. J.P. Morgan believes that the foregoing summary and its analyses must be considered as a whole and that selecting portions of the foregoing summary and these analyses, without considering all of its analyses as a whole, could create an incomplete view of the processes underlying the analyses and its opinion. As a result, the ranges of valuations resulting from any

Table of Contents

particular analysis or combination of analyses described above were merely utilized to create points of reference for analytical purposes and should not be taken to be the view of J.P. Morgan with respect to the actual value of SJW or CTWS. The order of analyses described does not represent the relative importance or weight given to those analyses by J.P. Morgan. In arriving at its opinion, J.P. Morgan did not attribute any particular weight to any analyses or factors considered by it and did not form an opinion as to whether any individual analysis or factor (positive or negative), considered in isolation, supported or failed to support its opinion. Rather, J.P. Morgan considered the totality of the factors and analyses performed in determining its opinion.

Analyses based upon forecasts of future results are inherently uncertain, as they are subject to numerous factors or events beyond the control of the parties and their advisors. Accordingly, forecasts and analyses used or made by J.P. Morgan are not necessarily indicative of actual future results, which may be significantly more or less favorable than suggested by those analyses. Moreover, J.P. Morgan's analyses are not and do not purport to be appraisals or otherwise reflective of the prices at which businesses actually could be acquired or sold. None of the selected companies reviewed as described in the above summary is identical to SJW or CTWS. However, the companies selected were chosen because they are publicly traded companies with operations and businesses that, for purposes of J.P. Morgan's analysis, may be considered similar to those of SJW and CTWS. The analyses necessarily involve complex considerations and judgments concerning differences in financial and operational characteristics of the companies involved and other factors that could affect the companies compared to SJW and CTWS.

As a part of its investment banking business, J.P. Morgan and its affiliates are continually engaged in the valuation of businesses and their securities in connection with mergers and acquisitions, investments for passive and control purposes, negotiated underwritings, secondary distributions of listed and unlisted securities, private placements, and valuations for corporate and other purposes. J.P. Morgan was selected to advise SJW with respect to the merger on the basis of, among other things, such experience and its qualifications and reputation in connection with such matters and its familiarity with SJW, CTWS and the industries in which they operate.

For services rendered in connection with the merger (including the delivery of its opinion), SJW agreed to pay J.P. Morgan certain fees, which are payable in installments as follows: (i) \$1.5 million, upon the delivery of a fairness opinion by J.P. Morgan, (ii) a fee equal to \$2.5 million upon receipt of the upon receipt of approval by the stockholders of SJW of the issuance of shares of SJW common stock in the merger and the SJW certificate of incorporation amendment and (iii) a fee equal to \$3.5 million upon the consummation of the merger. Also, at its sole discretion, SJW may pay J.P. Morgan a discretionary fee of \$2.5 million based on its evaluation of J.P. Morgan's performance under the engagement letter, upon the consummation of the merger. In addition, SJW has agreed to reimburse J.P. Morgan for its expenses incurred in connection with its services, including the fees and disbursements of counsel, and will indemnify J.P. Morgan against certain liabilities arising out of J.P. Morgan's engagement.

During the two years preceding the date of J.P. Morgan's opinion, J.P. Morgan and its affiliates have not had any other material financial advisory or other material commercial or investment banking relationships with SJW or CTWS. In the ordinary course of their businesses, J.P. Morgan and its affiliates may actively trade the debt and equity securities of SJW or CTWS for their own accounts or for the accounts of customers and, accordingly, they may at any time hold long or short positions in such securities or other financial instruments.

Financial Forecasts Regarding SJW and CTWS

The management forecasts furnished to J.P. Morgan by SJW regarding SJW for the fiscal years ending December 31, 2018 through December 31, 2022 were prepared by the management of SJW (the "SJW projections") and were reviewed and approved by the management of SJW for use by J.P. Morgan in connection with its financial analyses and rendering its fairness opinion (see the section entitled "Unaudited Financial Forecasts - Certain Financial Projections

Utilized by the SJW Board of Directors and SJW's Financial Advisor (beginning on page 116 of this joint proxy statement/prospectus for more information). The management forecasts

Table of Contents

furnished to J.P. Morgan by SJW regarding CTWS were prepared by the management of CTWS and were reviewed and approved by the management of SJW for use by J.P. Morgan in connection with its financial analyses and rendering its fairness opinion (see the section entitled *Unaudited Financial Forecasts – Certain Financial Projections Utilized by the CTWS Board of Directors and CTWS’s Financial Advisor* beginning on page 119 of this joint proxy statement/prospectus for more information). The estimated Synergies furnished to J.P. Morgan were prepared by the management of SJW and were reviewed and approved by the management of SJW for use by J.P. Morgan in connection with its financial analyses and in rendering its fairness opinion (see the section entitled *Unaudited Financial Forecasts – Certain Financial Projections Utilized by the SJW Board of Directors and SJW’s Financial Advisor* beginning on page 116 of this joint proxy statement/prospectus for more information). Neither SJW nor CTWS publicly discloses long-term projections as to future revenues, earnings or other results of the type provided to J.P. Morgan in connection with J.P. Morgan’s analysis of the merger, and such forecasts were not prepared with a view toward public disclosure or soliciting proxies. These forecasts were based on numerous variables and assumptions that are inherently uncertain and may be beyond the control of SJW and CTWS, including, without limitation, factors related to general economic and competitive conditions and prevailing interest rates. As a result, actual results may differ materially from those contained in the financial projections. For more information regarding the use of forecasts, please refer to the sections entitled *Unaudited Financial Forecasts – Certain Financial Projections Utilized by the SJW Board of Directors and SJW’s Financial Advisor* beginning on page 116 in this joint proxy statement/prospectus.

CTWS’s Reasons for the Merger; Recommendation of the CTWS Board of Directors

The CTWS board of directors and CF&I committee held multiple meetings after receiving SJW’s proposal on December 8, 2017 during which SJW’s proposal and other strategic alternatives available to CTWS were evaluated and considered. CTWS’s outside legal counsel, Sullivan & Cromwell, and financial advisor, Wells Fargo Securities, participated in portions of many of such meetings. At certain of these meetings, the CTWS board of directors met in executive session without management or any advisors present.

After careful consideration, at a meeting held on March 14, 2018, the CTWS board of directors unanimously (i) determined that the merger agreement and the consummation of the transactions contemplated thereby, including the merger, are in the best interests of CTWS and its shareholders, (ii) declared advisable the merger agreement and the transactions contemplated thereby, including the merger, and (iii) approved and adopted the merger agreement and the transactions contemplated thereby, including the merger. The CTWS board of directors also unanimously recommended that CTWS shareholders approve the merger agreement at the CTWS special meeting.

In the course of evaluating the merger and reaching its decision to approve the merger agreement and recommend that its shareholders approve the merger agreement, the CTWS board of directors consulted with CTWS management and legal and financial advisors and considered a number of factors, both positive and negative, and a substantial amount of information.

The CTWS board of directors considered the following principal factors that weighed positively in favor of its decision to approve and recommend the merger:

Economic Terms of the Transaction

the value to be received by CTWS shareholders in the merger, including the fact that the per share value implied by the exchange ratio represented a premium over the trading price of CTWS common stock of

approximately 18% on March 14, 2018;

the material improvement in the exchange ratio, premium offered by SJW and resulting pro forma ownership stake in the combined company for CTWS shareholders as compared to the exchange ratio in SJW's initial December 8, 2017 proposal of 1.0 share of SJW common stock per share of CTWS common stock, which had represented a premium over the trading price of CTWS common stock of approximately 11.2%;

Table of Contents

CTWS shareholders will own approximately 40% of the combined company immediately following completion of the merger and with the opportunity to continue to participate in the future earnings and expected growth of the combined company and any future appreciation in the equity value of the combined company's common stock;

the oral opinion of Wells Fargo Securities delivered to the CTWS board of directors, which was confirmed by delivery of a written opinion dated March 14, 2018, to the effect that, as of such date and based upon and subject to the assumptions made, procedures followed, matters considered and limitations and qualifications on the review undertaken by Wells Fargo Securities in preparing the opinion, the exchange ratio in the proposed merger was fair, from a financial point of view, to the holders of CTWS common stock, other than the excluded shares, as more fully described below under the section entitled "Opinion of CTWS's Financial Advisor - Opinion of Wells Fargo Securities, LLC" beginning on page 110 of this joint proxy statement/prospectus. The full text of the written opinion of Wells Fargo Securities, dated March 14, 2018, which sets forth, among other things, the assumptions made, procedures followed, matters considered and limitations and qualifications on the review undertaken by Wells Fargo Securities in preparing the opinion, is attached as Annex C to this joint proxy statement/prospectus;

the fact that the merger is intended to qualify as a reorganization for U.S. federal income tax purposes, with the result that a U.S. holder of CTWS common stock generally would not recognize any gain or loss upon receipt of SJW common stock in exchange for CTWS common stock in the merger, except with respect to cash received in lieu of fractional shares of SJW common stock;

Financial Characteristics of the Combined Company

the merger is expected to be approximately 3% to 7% annually accretive on an earnings per share basis for the years 2019 through 2022, as compared to CTWS's expected stand-alone earnings per share for such years, based on forecasts prepared by CTWS management and SJW management as of February 14, 2018 and February 9, 2018, respectively, which reflected the impact of the CPUC's proposed decision on SJW's authorized return on equity, issued on February 6, 2018 (after reflecting the revised forecasts prepared by SJW management to reflect the CPUC's final decision issued on March 22, 2018, the merger is expected to be approximately 5% to 10% annually accretive on an earnings per share basis for the years 2019 through 2022, as compared to CTWS's expected stand-alone earnings per share for such years);

upon completion of the merger and subject to market conditions and board approval at the time, the combined company is expected to establish a dividend at least equivalent to SJW's announced 2018 annual dividend of \$1.12 per share, which represents an immediate dividend increase of approximately 7% for CTWS shareholders, when adjusted for the exchange ratio, based on an annualized quarterly cash dividend of \$0.2975 per share of CTWS common stock;

the combined company is expected to have total assets of approximately \$2.4 billion and benefit from a robust balance sheet, improved cash flow stability and diversity and enhanced financial flexibility, which is expected to result in increased capital markets access yielding a lower cost of capital and a strong credit profile, better enabling the combined company to compete for attractive growth opportunities on a national

level;

the merger will result in the combined company's earnings being derived from more diversified operations from both a geographic and regulatory perspective;

the belief that the combined company will be able to achieve meaningful earnings growth based on the five-year projected financial plans prepared by CTWS management for CTWS as a standalone company, the five-year projected financial plans prepared by SJW management for SJW as a standalone company, and the pro forma financial projections for the combined company, in each case as summarized under Unaudited Financial Forecasts beginning on page 116 of this joint proxy statement/prospectus;

Table of Contents

the merger preserves optionality for CTWS and SJW to sell the combined company at a later date from a stronger position, if and when the board of directors of the combined company determines that it is in the best interests of the combined company and its stockholders to do so;

the CTWS board of directors' knowledge of CTWS's business, financial condition, results of operations and prospects, as well as SJW's business, financial condition, results of operations and prospects, taking into account the results of CTWS's due diligence review of SJW;

Operational Considerations for CTWS

the combination of CTWS's portfolio of regulated utilities in Connecticut and Maine and SJW's portfolio of regulated utilities in California and Texas is expected to create the third largest investor- owned water and wastewater utility in the United States, based on pro forma enterprise value (such pro forma enterprise value being based on the closing share prices of CTWS and SJW at market close on March 14, 2018 and the exchange ratio) and combined rate base;

the combined company will have an increased market capitalization, an expanded market presence, a diversified investor base, increased scale and a greater geographic footprint, providing opportunities for the combined company to grow the business, compete more effectively in its industry and make investments in service and reliability that can enhance value for shareholders, customers and communities;

the expected benefits to CTWS shareholders from gaining access to attractive and high growth water utility markets in California and Texas, reflecting discussions among the members of the CTWS board of directors referencing 2016 statistics demonstrating that (i) the gross domestic product growth for the San Jose, California and San Antonio, Texas metropolitan areas was 5.9% and 3.1%, respectively, as compared to 1.5% for the United States as a whole, and (ii) the population of each of San Jose, California and San Antonio, Texas grew by 10,200 and 47,900, respectively;

customer and shareholder benefits are expected to be achieved through the reduction of public company costs, enhanced information technology services systems and procurement benefits, including the fact that the combined company is expected to be able to cost effectively implement updated customer service tools across Connecticut and Maine utility operations by leveraging the more sophisticated information services and technology systems that have been established at SJW;

the commitment of the combined company to maintain CTWS's and SJW's historic levels of charitable contributions and strong community ties, including participating in community events and organizations, with continued focus on supporting economic development with investments in growth, safety and reliability;

the belief that the combined company will benefit from the broader set of skills and proven operational track records of CTWS's and SJW's respective leadership teams and employees;

the fact that the CTWS board of directors had considered certain alternatives to the merger, including continuing to operate as an independent public company, including making strategic acquisitions, pursuing business combination transactions with a strategic partner or a whole-company sale of CTWS;

the challenges that the CTWS board of directors believes CTWS would face in the future as an independent public water utility company of its size based on its knowledge of economic and industry conditions;

Table of Contents

Governance Terms of the Transaction

the structure of the transaction as a merger of equals, including the following governance provisions more fully described under the section entitled Governance Matters After the Merger beginning on page 154 of this joint proxy statement/prospectus:

the combined company's headquarters will be located in San Jose, California, with the New England headquarters located in Clinton, Connecticut;

the combined company's board of directors will have five directors designated by CTWS and seven directors designated by SJW;

the lead independent director of the combined company's board of directors will be a CTWS designee;

the directors designated by CTWS will have the exclusive authority of the combined company's board of directors to nominate directors for election to fill the board seats designated to the CTWS continuing directors in connection with each stockholders meeting to elect directors through December 31, 2020;

the directors designated by CTWS will have the exclusive authority of the combined company's board of directors to fill vacancies in the board seats designated to the CTWS continuing directors until the termination of the term of office that commences following the annual meeting to elect directors during the calendar year ended December 31, 2020;

Mr. Benoit will serve as the president of the New England Region, overseeing Combined SJW's New England operations, and The Connecticut Water Company, through December 31, 2020;

the aforementioned governance rights related to the combined company's board of directors and Mr. Benoit's position in the combined company can only be amended by a supermajority vote of 75% of the combined company's board of directors;

Mr. Thornburg, the former chief executive officer of CTWS whom CTWS views favorably, will serve as the chairman, chief executive officer and president of the combined company; and

additional officers of CTWS will serve in significant roles at the combined company;

the belief that the proposed leadership team of the combined company, and the corporate cultures and goals of CTWS and SJW, are closely aligned in their commitment to serving customers, communities, employees, shareholders and the environment;

CTWS employees will have additional opportunities for career development and geographic mobility following the completion of the merger as part of a larger and more diverse organization, and SJW does not anticipate any significant changes in employee compensation or benefits packages as a result of the transaction;

Other Transaction Terms

the general terms of the merger agreement, including the representations, warranties, obligations and rights of the parties under the merger agreement, the conditions to each party's obligations to complete the merger, and the circumstances under which each party is permitted to terminate the merger agreement, as described in more detail under the section entitled "The Merger Agreement" beginning on page 143 of this joint proxy statement/prospectus;

the belief that all regulatory approvals required to consummate the merger are capable of being obtained on the terms set forth in the merger agreement, as described in more detail under the section entitled "Regulatory Clearances Required for the Merger" beginning on page 137 of this joint proxy statement/prospectus;

Table of Contents

the fact that CTWS is not required to take any action that would result in a Regulatory Material Adverse Effect, as defined in the merger agreement, in order to obtain the regulatory approvals required to consummate the merger;

the fact that CTWS shareholders will have an opportunity to vote on the approval of the merger agreement;

the fact that SJW is obligated to pay CTWS a termination fee of \$42.5 million in certain circumstances as summarized under the section entitled The Merger Agreement Expenses and Termination Fees; Liability for Breach beginning on page 162 of this joint proxy statement/prospectus;

the fact that SJW is obligated to reimburse CTWS for certain fees and expenses up to \$5 million if SJW fails to obtain the approvals of its stockholders required in connection with the merger as summarized under the section entitled The Merger Agreement Expenses and Termination Fees; Liability for Breach beginning on page 162 of this joint proxy statement/prospectus;

the fact that, in certain circumstances, the CTWS board of directors has the right under the merger agreement, subject to certain conditions (including certain rights of SJW to match a superior proposal and payment by CTWS of a termination fee), to terminate the merger agreement or withdraw its recommendation to CTWS shareholders that they adopt the merger agreement as summarized under the sections entitled The Merger Agreement Changes in Board Recommendations and The Merger Agreement Expenses and Termination Fees; Liability for Breach beginning on pages 152 and 162, respectively, of this joint proxy statement/prospectus; and

the fact that SJW and certain of its stockholders beneficially owning, in the aggregate, approximately 16% of the outstanding shares of SJW common stock entered into agreements pursuant to which, subject to certain conditions, such SJW stockholders have agreed to vote shares controlled by them in favor of the matters to be submitted for approval of SJW stockholders at the SJW special meeting, as described in more detail under the section entitled SJW Voting and Support Agreements beginning on page 141 of this joint proxy statement/prospectus.

The CTWS board of directors also weighed the factors described above against a number of risks and other factors identified in its deliberations as weighing negatively against the merger, including:

the exchange ratio of 1.1375 shares of SJW common stock per outstanding share of CTWS common stock is fixed and will not adjust upwards to compensate for declines, or downwards to compensate for increases, in SJW's stock price prior to completion of the merger, which could impact the value of the SJW common stock that CTWS shareholders will receive in the merger;

the fact that the designees from the CTWS board of directors will represent less than half of the members of the combined company's board of directors;

the risks inherent to SJW's business and operations;

the challenges inherent in combining the businesses, operations and workforces of CTWS and SJW based on their size, geographic diversity and complexity, including: (i) the possible diversion of management focus and resources from operational matters and other strategic opportunities for an extended period of time and (ii) unforeseen difficulties in integrating and retaining management and employees;

the fact that forecasts of future results of operations are necessarily estimates based on assumptions, and the risk that the anticipated benefits of the merger might not be realized;

the substantial costs to be incurred in connection with the merger, including the transaction expenses arising from the merger and any costs of integrating the businesses and operations of CTWS and SJW;

the potential effect of the announcement and pendency of the merger, or the failure to complete the merger, on CTWS's business and its relationships with shareholders, customers, employees, regulators and the communities it serves;

Table of Contents

the risk of losing key CTWS or SJW employees during the pendency of the merger and following consummation of the merger;

the risk that governmental entities may not approve the merger or may impose conditions on CTWS or SJW in order to gain approval for the merger that adversely impact the combined company or its ability to realize the anticipated benefits of the merger;

the possibility that the merger might not be completed, or that completion might be unduly delayed, for reasons beyond CTWS's or SJW's control, whether or not the requisite approvals are obtained from CTWS shareholders and SJW stockholders;

the potential for negative regulatory outcomes for the combined company in Connecticut, Maine, California and/or Texas following the merger;

the covenants in the merger agreement placing restrictions on the conduct of CTWS's business during the period between the signing of the merger agreement and the completion of the merger, which, subject to specific exceptions, could delay or prevent CTWS from undertaking capital expenditures and business opportunities it would otherwise undertake absent the pending merger as summarized under the section entitled "The Merger Agreement - Conduct of Business Pending the Effective Time" beginning on page 147 of this joint proxy statement/prospectus;

the risk that the terms of the merger agreement, including certain reciprocal provisions relating to the payment of termination fees under certain circumstances, may have the effect of discouraging alternative acquisition proposals from parties that would otherwise be interested in a transaction with CTWS;

the fact that, in certain circumstances, the SJW board of directors has the right under the merger agreement, subject to certain conditions (including certain rights of CTWS to match a superior proposal and payment by SJW of a termination fee), to terminate the merger agreement or withdraw its recommendation to SJW stockholders that they approve the issuance of shares of SJW common stock to CTWS shareholders pursuant to the merger and adopt the amendment to SJW's certificate of incorporation as summarized under the section entitled "The Merger Agreement - Changes in Board Recommendations" beginning on page 152 of this joint proxy statement/prospectus;

the fact that CTWS is obligated to pay SJW a termination fee of \$28.1 million in certain circumstances as summarized under the section entitled "The Merger Agreement - Expenses and Termination Fees; Liability for Breach" beginning on page 162 of this joint proxy statement/prospectus;

the fact that CTWS is obligated to reimburse SJW for certain fees and expenses up to \$5 million if CTWS fails to obtain the approval by its shareholders of the merger agreement as summarized under the section entitled "The Merger Agreement - Expenses and Termination Fees; Liability for Breach" beginning on page

162 of this joint proxy statement/prospectus;

the absence of appraisal rights for CTWS shareholders; and

the risks of the type and nature described under the section entitled "Risk Factors" beginning on page 31 of this joint proxy statement/prospectus.

The CTWS board of directors was also apprised of certain interests in the merger of CTWS's directors and executive officers that may be different from, or in addition to, the interests of CTWS shareholders generally as discussed in "Interests of CTWS Directors and Executive Officers in the Merger."

After careful consideration of the Eversource proposal as compared to the planned merger of equals with SJW, at a meeting held on April 19, 2018, the non-employee directors of the CTWS board of directors unanimously reaffirmed its recommendation that CTWS shareholders approve the merger agreement at the CTWS special meeting. In the course of reaching its decision to reaffirm its recommendation, the CTWS board of directors consulted with CTWS management and legal and financial advisors and considered a number of factors and a substantial amount of information.

Table of Contents

The reasons that the CTWS board of directors continues to believe that the planned merger of equals with SJW is in the best interests of CTWS shareholders and has significant long-term benefits for CTWS's customers, employees and communities, include, among other things, that:

the 1.1375 exchange ratio and stock consideration provide CTWS shareholders with a significant premium of approximately 21% based on SJW's stock price on April 19, 2018 and CTWS's unaffected stock price on March 14, 2018, as compared to the average premium of 5% for merger of equals transactions in the utility industry since 2005 (excluding the planned merger of equals with SJW), and also provides CTWS shareholders with the opportunity for continued substantial value creation. In contrast, Eversource's proposal of \$63.50 per share would constitute an actual or effective sale of CTWS but represented the same premium to CTWS shareholders of approximately 21% based on CTWS's unaffected stock price on March 14, 2018, and was lower than CTWS's closing stock price of \$64.53 on April 19, 2018;

the planned merger of equals is expected to be immediately accretive to CTWS's standalone earnings per share, achieving high-single digit accretion in the first fiscal year post-closing and maintaining mid- to high-single digit accretion over the next few years;

the combination of CTWS and SJW will create the third largest investor-owned water and wastewater utility in the United States with an enhanced growth platform and expanded rate base as a result of increased scale, geographic diversity and a strong financial foundation;

SJW has, and the combined company is expected to have, a robust stable dividend that represents an immediate dividend uplift of approximately 7% for CTWS shareholders, when adjusted for the agreed exchange ratio;

the combined company will be led by an experienced board of directors and leadership team with a record of strategic execution, superior value creation and regional focus; and

the merger with SJW will maintain CTWS's longstanding commitments to outstanding customer service, which will be enhanced by sharing of best practices, operational expertise and more extensive resources. Further, in considering the Eversource proposal, the CF&I committee discussed the financial and strategic benefits of the planned merger of equals with SJW as compared to the Eversource proposal, including, among other things, that:

the planned merger of equals with SJW is expected to create greater value for CTWS and its shareholders than pursuing the Eversource proposal, noting that over the past five years, CTWS has delivered a 154 percent total return to CTWS shareholders compared to only 57 percent for Eversource over the same period;

the planned merger of equals with SJW presents CTWS shareholders with the opportunity to benefit from enhanced future growth prospects, financial strength and a compelling total return profile for the pro forma combined company, while allowing CTWS shareholders to maintain their investment in a pure-play water utility company; and

CTWS shareholders will maintain a meaningful ownership position (approximately 40%) in the combined pure-play water company and continue to benefit from a proven management team who has a record of delivering superior value creation and world-class customer service that supports strong operations and regulatory relationships.

This discussion of the information and factors considered by the CTWS board of directors in reaching its conclusions and recommendation summarizes the material factors considered by the CTWS board of directors, but is not intended to be exhaustive or presented in any relative order of importance. In view of the wide variety of factors considered in connection with its evaluation of the planned merger of equals and the complexity of

Table of Contents

these matters, the CTWS board of directors did not find it practicable, and did not attempt, to quantify, rank or assign any relative or specific weights to the various factors that it considered in reaching its determination to approve the merger agreement and to recommend that CTWS shareholders vote in favor of the proposal to approve the merger agreement. In addition, individual members of the CTWS board of directors may have given differing weights to different factors. The CTWS board of directors conducted an overall review of the factors described above and based its recommendation on the totality of the information presented.

Portions of this explanation of the reasons for the merger and other information presented in this section are forward-looking in nature and, therefore, should be read in light of the matters described in the section entitled "Special Note Regarding Forward-Looking Statements" beginning on page 29 of this joint proxy statement/prospectus.

The CTWS board of directors unanimously approved the merger agreement and determined that the merger agreement and the transactions contemplated thereby, including the merger, are advisable and in the best interests of CTWS and its shareholders. The CTWS board of directors unanimously recommends that CTWS shareholders vote FOR the proposal to approve the merger agreement, FOR the proposal to approve, on a non-binding advisory basis, specific compensatory arrangements between CTWS and its named executive officers relating to the merger and FOR the proposal to adjourn the CTWS special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the merger agreement.

Opinion of CTWS's Financial Advisor – Opinion of Wells Fargo Securities, LLC

Pursuant to an engagement letter dated January 27, 2017, CTWS retained Wells Fargo Securities as the financial advisor to the CTWS board of directors in connection with a review of potential strategic alternatives, which would include a potential transaction with SJW.

On March 14, 2018, Wells Fargo Securities rendered its oral opinion to the CTWS board of directors, which was subsequently confirmed in writing by delivery of Wells Fargo Securities' written opinion dated the same date, that, as of March 14, 2018, the exchange ratio in the proposed merger was fair, from a financial point of view, to the holders of CTWS common stock, other than the excluded shares.

Wells Fargo Securities' opinion was for the information and use of the CTWS board of directors (in its capacity as such) in connection with its evaluation of the proposed merger. Wells Fargo Securities' opinion only addressed the fairness, from a financial point of view, to the holders of CTWS common stock, other than the excluded shares, of the exchange ratio in the proposed merger pursuant to the merger agreement and did not address any other aspect or implication of the proposed merger. The summary of Wells Fargo Securities' opinion in this joint proxy statement/prospectus is qualified in its entirety by reference to the full text of its written opinion, which is included as Annex C to this joint proxy statement/prospectus and sets forth the procedures followed, assumptions made, matters considered and limitations and qualifications on the review undertaken by Wells Fargo Securities in connection with the preparation of its opinion. However, neither Wells Fargo Securities' written opinion nor the summary of its opinion and the related analyses set forth in this joint proxy statement/prospectus is intended to be, and they do not constitute, advice or a recommendation to the CTWS board of directors or any holder of CTWS common stock as to how such holder should vote or act on any matter relating to the proposed merger.

In arriving at its opinion, Wells Fargo Securities, among other things:

reviewed a draft, dated March 13, 2018, of the merger agreement;

reviewed certain publicly available business and financial information relating to CTWS and SJW;

reviewed certain other information relating to CTWS and SJW, including financial forecasts for CTWS for the fiscal years ending December 31, 2018 through December 31, 2022 prepared by CTWS

Table of Contents

management (the CTWS projections), which were provided to Wells Fargo Securities and approved by CTWS management, the SJW projections, which were provided to Wells Fargo Securities and approved by CTWS management for use in Wells Fargo Securities opinion;

discussed with the managements of CTWS and SJW the respective businesses and prospects of CTWS and SJW;

compared certain financial and stock market data of CTWS and certain financial data of SJW with similar data for other companies with publicly traded equity securities in businesses that Wells Fargo Securities deemed relevant; and

considered such other information, financial studies, analyses and investigations and financial, economic and market criteria that Wells Fargo Securities deemed relevant.

In connection with its review, Wells Fargo Securities did not independently verify any of the foregoing information, and Wells Fargo Securities assumed and relied upon such information being complete and accurate in all respects. Wells Fargo Securities was advised, and at CTWS s direction, assumed, that the CTWS projections and the SJW projections were reasonably prepared on bases reflecting the best currently available estimates and judgments of the managements of CTWS and SJW as to the respective future financial performance of CTWS and SJW. At CTWS s direction, Wells Fargo Securities further assumed that the CTWS projections and SJW projections were a reasonable basis upon which to evaluate CTWS, SJW and the proposed merger and used and relied upon such forecasts for purposes of its analyses and opinion. Wells Fargo Securities expressed no view or opinion with respect to the CTWS projections and the SJW projections or the assumptions upon which they were based.

Neither CTWS nor SJW publicly discloses internal management projections of the type provided to Wells Fargo Securities in connection with Wells Fargo Securities analysis of the proposed merger, and the CTWS projections and SJW projections were not prepared with a view toward public disclosure. The CTWS projections and SJW projections were based on numerous variables and assumptions that are inherently uncertain and may be beyond the control of management, including, without limitation, factors related to general economic and competitive conditions and prevailing interest rates. Accordingly, actual results could vary significantly from those set forth in the CTWS projections and SJW projections. For more information regarding the use of the CTWS projections and SJW projections, please refer to the section entitled Unaudited Financial Forecasts Certain Financial Projections Utilized by the CTWS Board of Directors and CTWS s Financial Advisor beginning on page 119 of this joint proxy statement/prospectus.

For purposes of its analyses and opinion, Wells Fargo Securities, at CTWS s direction, assumed that, in the course of obtaining any regulatory or third party consents, approvals or agreements in connection with the proposed merger, no delay, limitation, restriction or condition would be imposed that would have an adverse effect on CTWS, SJW or the contemplated benefits of the proposed merger that was material to Wells Fargo Securities analyses or opinion. Wells Fargo Securities also assumed that the proposed merger would be consummated in compliance with all applicable laws and regulations and in accordance with the terms of the merger agreement without waiver, modification or amendment of any term, condition or agreement thereof that was material to its analyses or opinion and that the final form of the merger agreement would not differ from the draft reviewed by Wells Fargo Securities in any respect material to its analyses or opinion. In addition, Wells Fargo Securities was not requested to make, and did not make, an independent evaluation or appraisal of the assets or liabilities (contingent or otherwise) of CTWS or SJW, nor was Wells Fargo Securities furnished with any such evaluations or appraisals. Wells Fargo Securities did not undertake

any independent analysis of any potential or actual litigation or claims, regulatory action, possible unasserted claims or other contingent assets or liabilities, to which CTWS or SJW was or may have been a party or was or may have been subject, or of any governmental investigation of any possible unasserted claims or other contingent liabilities to which CTWS or SJW was or may have been a party or was or may have been subject.

Table of Contents

Wells Fargo Securities' opinion only addressed the fairness, from a financial point of view, to the holders of CTWS common stock, other than the excluded shares, of the exchange ratio in the proposed merger pursuant to the merger agreement and did not address any other aspect or implication (financial or otherwise) of the proposed merger, or any other agreement, arrangement or understanding entered into in connection with the proposed merger or otherwise, including, without limitation, the fairness of the amount or nature of, or any other aspect relating to, any compensation or consideration to be received by or otherwise payable to any officers, directors or employees of any party to the proposed merger, or class of such persons, relative to the exchange ratio or otherwise. Furthermore, Wells Fargo Securities did not express any advice or opinion regarding matters that require legal, regulatory, accounting, insurance, tax, environmental, executive compensation or other similar professional advice. Wells Fargo Securities assumed that CTWS had or would obtain such advice or opinions from appropriate professional sources.

Wells Fargo Securities' opinion was necessarily based upon information made available to Wells Fargo Securities as of the date of its opinion and financial, economic, market and other conditions as they existed and could be evaluated on the date of its opinion. Wells Fargo Securities did not undertake, and is under no obligation, to update, revise, reaffirm or withdraw its opinion, or otherwise comment on or consider events occurring or coming to its attention after the date of its opinion. Wells Fargo Securities' opinion did not address the relative merits of the proposed merger as compared to any alternative transactions or strategies that might have been available to CTWS, nor did it address the underlying business decision of the CTWS board of directors or CTWS to proceed with or effect the proposed merger. Wells Fargo Securities also did not express any opinion as to the price at which the CTWS common stock or the SJW common stock may be traded at any time.

Financial Analyses

In preparing its opinion to the CTWS board of directors, Wells Fargo Securities performed a variety of analyses, including those described below. The summary of Wells Fargo Securities' analyses is not a complete description of the analyses underlying Wells Fargo Securities' opinion. The preparation of such an opinion is a complex process involving various quantitative and qualitative judgments and determinations with respect to the financial, comparative and other analytical methods employed and the adaptation and application of these methods to the unique facts and circumstances presented. As a consequence, neither Wells Fargo Securities' opinion nor its underlying analyses is readily susceptible to summary description. Wells Fargo Securities arrived at its opinion based on the results of all analyses undertaken by it and assessed as a whole and did not draw, in isolation, conclusions from or with regard to any individual analysis, methodology or factor. Accordingly, Wells Fargo Securities believes that its analyses and the following summary must be considered as a whole and that selecting portions of its analyses, methodologies and factors, without considering all analyses, methodologies and factors or the narrative description of the analyses, could create a misleading or incomplete view of the processes underlying Wells Fargo Securities' analyses and opinion.

In performing its analyses, Wells Fargo Securities considered general business, economic, industry and market conditions, financial and otherwise, and other matters as they existed on, and could be evaluated as of, the date of its opinion. None of the selected companies used in Wells Fargo Securities' analyses is identical to CTWS or SJW and an evaluation of the results of those analyses is not entirely mathematical. The financial analyses performed by Wells Fargo Securities were performed for analytical purposes only and are not necessarily indicative of actual values or predictive of future results or values, which may be significantly more or less favorable than those suggested by the analyses. In addition, any analyses relating to the value of assets, businesses or securities do not purport to be appraisals or to reflect the prices at which businesses or securities actually may be sold, which may depend on a variety of factors, many of which are beyond the control of CTWS or SJW.

Table of Contents

While the results of each analysis were taken into account in reaching its overall conclusion with respect to fairness, Wells Fargo Securities did not make separate or quantifiable judgments regarding individual analyses. Much of the information used in, and accordingly the results of, Wells Fargo Securities' analyses are inherently subject to substantial uncertainty.

Wells Fargo Securities' opinion was only one of many factors considered by the CTWS board of directors in evaluating the proposed merger. Neither Wells Fargo Securities' opinion nor its analyses were determinative of the exchange ratio or of the views of the CTWS board of directors or management with respect to the proposed merger or the exchange ratio. The type and amount of consideration payable in the proposed merger were determined through negotiations between CTWS and SJW, and the decision to enter into the merger agreement was solely that of the CTWS board of directors.

The following is a summary of the material financial analyses performed by Wells Fargo Securities in connection with the preparation of its opinion rendered to, and reviewed with, the CTWS board of directors on March 14, 2018. The order of the analyses summarized below does not represent relative importance or weight given to those analyses by Wells Fargo Securities. The analyses summarized below include information presented in tabular format. The tables alone do not constitute a complete description of the analyses. Considering the data in the tables below without considering the full narrative description of the analyses, as well as the methodologies underlying, and the assumptions made, procedures followed, matters considered and limitations and qualifications affecting, each analysis, could create an incomplete view of Wells Fargo Securities' analyses.

The estimates of the future financial performance of the selected companies listed below were based on certain publicly available research analyst estimates for those companies and the estimates of the future financial performance of CTWS and SJW relied upon for the financial analyses described below were based on the CTWS projections and the SJW projections, respectively.

Selected Companies Analysis

Wells Fargo Securities reviewed certain data for selected companies with publicly traded equity securities that Wells Fargo Securities deemed relevant. None of the selected companies used in Wells Fargo Securities' analyses is identical to CTWS or SJW. The selected companies were selected by Wells Fargo Securities because they are comparably-sized, U.S. investor-owned public regulated water utilities and were deemed by Wells Fargo Securities similar to CTWS and SJW in one or more respects, including, among other things, services offered, customers, end-markets and financial performance.

The financial data reviewed for CTWS and SJW included:

the price as a multiple of the estimated earnings per share for the calendar year ending December 31, 2018, or 2018E EPS; and

the price as a multiple of the estimated earnings per share for the calendar year ending December 31, 2019, or 2019E EPS.

CTWS

For CTWS, the selected companies and median, mean, high and low of such financial data for the selected companies were:

American States Water Company

Artesian Resources Corporation

California Water Service Group

Middlesex Water Company

Table of Contents

SJW Group

The York Water Company

	Minimum	Mean	Median	Maximum
2018E EPS	22.5x	26.5x	26.5x	30.5x
2019E EPS	20.6x	24.8x	24.8x	28.4x

Taking into account the results of the selected companies analysis, Wells Fargo Securities applied multiple ranges of 22.5x to 27.0x to CTWS's 2018E EPS and 20.5x to 25.0x to CTWS's 2019E EPS. The selected companies analysis indicated the following implied price per share reference ranges for CTWS common stock:

	Implied Price per Share	
	Low	High
2018E EPS	\$ 52.39	\$ 62.87
2019E EPS	\$ 49.32	\$ 60.15

The implied price per share reference ranges were then compared to CTWS's closing price per share of \$52.19 as of March 13, 2018 and the implied offer price per share of \$61.62, based on the proposed exchange ratio of 1.1375x.

SJW

For SJW, the selected companies and median, mean, high and low of such financial data for the selected companies were:

American States Water Company

Artesian Resources Corporation

California Water Service Group

Connecticut Water Service, Inc.

Middlesex Water Company

The York Water Company

Minimum	Mean	Median	Maximum
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2018E EPS	22.4x	25.7x	24.7x	30.5x
2019E EPS	20.6x	24.3x	23.7x	28.4x

Taking into account the results of the selected companies analysis, Wells Fargo Securities applied multiple ranges of 22.5x to 28.0x to SJW's 2018E EPS and 20.5x to 26.0x to SJW's 2019E EPS. The selected companies analysis indicated the following implied price per share reference ranges for SJW common stock:

	Implied Price per Share	
	Low	High
2018E EPS	\$ 45.44	\$ 56.54
2019P EPS	\$ 44.82	\$ 56.85

The implied price per share reference ranges were then compared to SJW's closing price per share of \$54.17 as of March 13, 2018.

Table of Contents***Discounted Cash Flow Analysis***

Wells Fargo Securities performed a discounted cash flow analysis for each of CTWS and SJW by calculating the estimated net present value (as of January 1, 2018) of the projected unlevered free cash flows of each of CTWS and SJW for the calendar years ending December 31, 2018 through December 31, 2022, based on the CTWS projections and the SJW projections, respectively. Unlevered free cash flows were calculated as EBITDA (earnings before interest, taxes, depreciation and amortization) less cash taxes, capital expenditures and increases in net working capital.

CTWS

For CTWS's discounted cash flow analysis, Wells Fargo Securities applied a perpetuity growth rate of 1.50% and discount rates ranging from 5.65% to 6.70%, which were chosen by Wells Fargo Securities based on its experience and professional judgment taking into account an analysis of CTWS's weighted average cost of capital. The discounted cash flow analysis indicated the following implied price per share reference range for CTWS common stock:

	Implied Price per Share	
	Low	High
Discounted Cash Flow Analysis	\$ 40.42	\$ 61.38

The implied price per share reference range was then compared to CTWS's closing price per share of \$52.19 as of March 13, 2018 and the implied offer price per share of \$61.62, based on the proposed exchange ratio of 1.1375x.

SJW

For SJW's discounted cash flow analysis, Wells Fargo Securities applied a perpetuity growth rate of 2.00% and discount rates ranging from 6.21% to 6.93%, which were chosen by Wells Fargo Securities based on its experience and professional judgment taking into account an analysis of SJW's weighted average cost of capital. The discounted cash flow analysis indicated the following implied price per share reference range for SJW common stock:

	Implied Price per Share	
	Low	High
Discounted Cash Flow Analysis	\$ 37.59	\$ 50.26

The implied price per share reference range was then compared to SJW's closing price per share of \$54.17 as of March 13, 2018.

Exchange Ratio Analysis

Based upon the implied price per share for each of CTWS and SJW as described above under *Selected Companies Analysis* and *Discounted Cash Flow Analysis* and the fully diluted shares of CTWS common stock and SJW common stock, as provided by the managements of CTWS and SJW, respectively, Wells Fargo Securities calculated the implied exchange ratio reference ranges per share of CTWS common stock to a share of SJW common stock.

Table of Contents

Wells Fargo Securities calculated the implied exchange ratios for CTWS by dividing the low end of each range of the implied price per share of CTWS common stock by the high end of each range of the implied price per share of SJW common stock and by dividing the high end of each range of the implied price per share of CTWS common stock by the low end of each range of the implied price per share of SJW common stock. The exchange ratio analysis indicated the following implied exchange ratio reference ranges for CTWS:

	Implied Exchange Ratios	
	Low/High	High/Low
Discounted Cash Flow Analysis	0.804x	1.633x
Selected Public Companies Analysis		
2018E EPS	0.927x	1.384x
2019E EPS	0.868x	1.342x

The implied exchange ratio reference ranges were then compared to the proposed exchange ratio of 1.1375x.

Other Matters

Wells Fargo Securities is a trade name of Wells Fargo Securities, LLC, an investment banking subsidiary and affiliate of Wells Fargo & Company. CTWS retained Wells Fargo Securities as its financial advisor in connection with the proposed merger based on Wells Fargo Securities' experience and reputation. Wells Fargo Securities is regularly engaged to provide investment banking and financial advisory services in connection with mergers and acquisitions, financings, and financial restructurings. CTWS has agreed to pay Wells Fargo Securities an aggregate fee currently estimated to be approximately \$10.5 million, \$2.0 million of which became payable to Wells Fargo Securities at the time Wells Fargo Securities delivered its opinion and the remainder of which is contingent and payable upon the consummation of the proposed merger. Also, at its sole discretion, CTWS may pay Wells Fargo Securities a discretionary fee. In addition, CTWS has agreed to reimburse Wells Fargo Securities for certain expenses and to indemnify Wells Fargo Securities and certain related parties against certain liabilities and other items that may arise out of or relate to Wells Fargo Securities' engagement. The issuance of Wells Fargo Securities' opinion was approved by an authorized committee of Wells Fargo Securities.

Wells Fargo Securities and its affiliates provide a wide range of investment and commercial banking advice and services, including financial advisory services, securities underwritings and placements, securities sales and trading, brokerage advice and services, and commercial loans. During the two years preceding the date of Wells Fargo Securities' written opinion, neither Wells Fargo Securities nor its affiliates have had any other material investment, commercial banking or financial advisory relationships with CTWS or SJW. In the ordinary course of business, Wells Fargo Securities and its affiliates may trade or otherwise effect transactions in the securities or other financial instruments (including bank loans or other obligations) of CTWS, SJW and/or their respective affiliates for its own account and for the accounts of its customers and, accordingly, may at any time hold a long or short position in such securities or financial instruments. Wells Fargo Securities and its affiliates have adopted policies and procedures designed to preserve the independence of their research and credit analysts whose views may differ from those of the members of the team of investment banking professionals involved in preparing Wells Fargo Securities' opinion.

Unaudited Financial Forecasts**Certain Financial Projections Utilized by the SJW Board of Directors and SJW's Financial Advisor**

SJW does not, as a matter of course, publicly disclose long-term projections as to future revenues, earnings or other results due to, among other reasons, the uncertainty and subjectivity of the underlying assumptions and estimates. However, in connection with the SJW board of directors' consideration of the proposed merger, the SJW projections were prepared by SJW management for the fiscal years 2018 through 2022. In addition, SJW management provided J.P. Morgan with estimates of the Synergies expected to result from the merger.

Table of Contents

Specifically, SJW management estimated that the merger would result in approximately \$2 million per year of Synergies from the elimination of public company and other related costs. In the case of CTWS, CTWS management prepared the CTWS projections for the fiscal years 2018 through 2022 for its board of directors (see section entitled Unaudited Financial Forecasts – Certain Financial Projections Utilized by the CTWS Board of Directors and CTWS’s Financial Advisor), which were then provided to SJW. The SJW projections and the CTWS projections were independently prepared by SJW management and CTWS management, respectively, based on assumptions that SJW management or CTWS management, as applicable, believed to be reasonable at the time. The SJW projections and the CTWS projections were provided to the SJW board of directors and to SJW’s financial advisor for its use in connection with its financial analyses and rendering its opinion (see section Opinion of SJW’s Financial Advisor – Opinion of J.P. Morgan Securities LLC beginning on page 94 of this joint proxy statement/prospectus).

The SJW projections and the CTWS projections were not prepared with a view toward public disclosure or soliciting proxies, nor were they prepared with a view toward compliance with published guidelines of the SEC regarding forecasts, the guidelines established by the American Institute of Certified Public Accountants for preparation and presentation of financial projections, or compliance with U.S. GAAP. In addition, neither the SJW projections nor the CTWS projections were prepared with the assistance of, or reviewed, compiled or examined by, an independent auditor. Neither SJW’s independent auditors, nor any other independent accountants, have compiled, examined, or performed any procedures with respect to the SJW projections or the CTWS projections contained herein, nor have they expressed any opinion or any other form of assurance on such information or its achievability. The KPMG LLP (KPMG) report incorporated by reference into this joint proxy statement/prospectus relates to SJW’s historical financial information. It does not extend to the prospective financial information and should not be read to do so.

Although the SJW projections and the CTWS projections are presented with numerical specificity, they reflect numerous assumptions and estimates as to future events made by SJW management and/or CTWS management, as applicable, that they believed were reasonable at the time the SJW projections and the CTWS projections were prepared, taking into account the relevant information available to SJW’s management or CTWS management, as applicable, at the time. However, this information is not fact and should not be relied upon as being necessarily indicative of actual future results. Important factors that may affect actual results and cause the SJW projections and/or the CTWS projections not to be achieved include general economic conditions; changes in the general economic environment or social or political conditions that could affect the businesses; the effect of current or future water, utility, environmental and other governmental policies and regulations on SJW and CTWS or the industries in which they operate; SJW’s ability to achieve forecasted sales; accuracy of certain accounting estimates; changes in actual or projected cash flows; competitive pressures; reliance on and integration of information technology systems; the potential of international unrest, economic downturn or effects of currencies, tax assessments, tax adjustments, anticipated tax rates, raw material costs or availability, benefit or retirement plan costs, or other regulatory compliance costs; the ability to hire and retain key personnel; the risk that the credit ratings of SJW and CTWS may be different from SJW’s expectations; the outcomes of any litigation; changes in tax laws; the risk that the anticipated tax treatment of the transaction is not obtained; litigation relating to the transaction; unexpected costs, charges or expenses resulting from the transaction; potential adverse reactions or changes to business relationships resulting from the announcement or completion of the transaction; and the combined company’s ability to achieve some or all of the benefits expected to result from the elimination of duplicative public company and other related costs expected from the transaction, as well as delays, challenges and expenses associated with integrating the combined company’s existing businesses. Neither the SJW projections nor the CTWS projections take into account any circumstances or events occurring after the date they were prepared. As a result, none of SJW, CTWS or their respective affiliates, officers, directors or other representatives can provide any assurance that actual results will not differ materially from the financial projections set forth below, and none of them undertakes any obligation to update or otherwise revise or reconcile the financial projections to reflect circumstances existing after the date the financial projections were generated or to reflect the occurrence of future events, even in the event that any or all of the assumptions underlying the financial projections

are shown to be in error. The financial projections set forth below cover

Table of Contents

multiple years and such information by its nature becomes less predictive with each successive year. None of SJW, CTWS or their respective affiliates, officers, directors or other representatives has made or makes any representation to any stockholder or other person regarding SJW's or CTWS's ultimate performance compared to the information contained in the financial projections or that the projected results will be achieved.

The financial projections set forth below were based on numerous variables and assumptions that are inherently uncertain and are beyond the control of SJW and CTWS. The SJW projections and the CTWS projections are subject to many risks and uncertainties, including, but not limited to, relating to SJW's and CTWS's businesses, regulatory decisions and the regulatory environment generally, industry performance and market conditions, interest rates and corporate financing activities, competition, general business and financial conditions, the effective tax rate and other factors described under "Special Note Regarding Forward-Looking Statements" beginning on page 29 of this joint proxy statement/prospectus, and "Risk Factors" beginning on page 31 of this joint proxy statement/prospectus, all of which are subject to change. The financial projections set forth below also did not give effect to the merger. In addition, financial forecasts also reflect assumptions that are subject to change and do not reflect revised prospects for SJW's or CTWS's business, changes in general business or economic conditions or any other transaction or event that has occurred or that may occur and that was not anticipated at the time the financial forecasts were prepared, including assumptions with respect to the future prices of water. SJW's forecasts depend, in large part, upon sales volume, customer growth, major weather disturbances and the ability to manage expenses, uncollectibles, capital expenditures and recovery of costs through customer rates as permitted by applicable regulators. CTWS's forecasts depend, in large part, upon the ability to manage expenses, uncollectibles, capital expenditures and recovery of costs through customer rates as permitted by applicable regulators. As a result, actual results may differ materially from those contained in the financial projections.

SJW has made no representations to CTWS, and CTWS has made no representations to SJW, in the merger agreement or otherwise, concerning the financial projections or the estimates or budgets on which they are based. SJW and CTWS urge all stockholders to review SJW's and CTWS's most recent SEC filings for a description of SJW's and CTWS's reported financial results.

The SJW projections and the CTWS projections, based on the factors discussed above, are presented below:

SJW Projections

(\$ in millions, except for Fully Diluted Earnings Per Share)	For Fiscal Year Ending on December 31,				
	2018E	2019E	2020E	2021E	2022E
EBITDA ⁽¹⁾	\$ 128	\$ 138	\$ 147	\$ 156	\$ 171
Net Income	\$ 42	\$ 45	\$ 47	\$ 50	\$ 55
Capital Expenditures	\$ 116	\$ 125	\$ 134	\$ 145	\$ 156
Fully Diluted Earnings Per Share	\$ 2.02	\$ 2.19	\$ 2.29	\$ 2.43	\$ 2.65

(1) EBITDA means earnings before interest, taxes, depreciation and amortization.

CTWS Projections

(\$ in millions, except for Fully Diluted Earnings Per Share)	For Fiscal Year Ending on December 31,				
	2018E	2019E	2020E	2021E	2022E
EBITDA ⁽¹⁾	\$ 59	\$ 63	\$ 73	\$ 80	\$ 85

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Net Income	\$ 29	\$ 30	\$ 34	\$ 38	\$ 41
Capital Expenditures	\$ 68	\$ 99	\$ 78	\$ 73	\$ 67
Fully Diluted Earnings Per Share	\$2.33	\$ 2.41	\$ 2.53	\$ 2.88	\$ 3.06

(1) EBITDA means earnings before interest, taxes, depreciation and amortization.

SJW and CTWS calculate certain non-U.S. GAAP financial metrics using different methodologies. For more information regarding non-U.S. GAAP calculations, refer to the respective SEC filings for SJW and CTWS. Consequently, the financial metrics presented in each company s prospective financial projections and in

Table of Contents

sections of this document with respect to the opinions of the financial advisors of SJW and CTWS may not be directly comparable to one another.

Certain Financial Projections Utilized by the CTWS Board of Directors and CTWS's Financial Advisor

CTWS does not, as a matter of course, publicly disclose long-term projections as to future revenues, earnings or other results due to, among other reasons, the uncertainty and subjectivity of the underlying assumptions and estimates. However, in connection with the CTWS board of directors' consideration of the proposed merger, CTWS management prepared the CTWS projections, which are non-public financial projections regarding CTWS's anticipated future operations. The CTWS projections and the SJW projections were independently prepared by CTWS management and SJW management, respectively, based on assumptions that CTWS management or SJW management, as applicable, believed to be reasonable at the time. The CTWS projections and the SJW projections were provided to the CTWS board of directors in connection with its review and evaluation of the proposed merger and to CTWS's financial advisor for its use in connection with its financial analyses and opinion (see section "Opinion of CTWS's Financial Advisor" Opinion of Wells Fargo Securities, LLC beginning on page 110 of this joint proxy statement/prospectus).

The CTWS projections and the SJW projections were not prepared with a view toward public disclosure or soliciting proxies, nor were they prepared with a view toward compliance with published guidelines of the SEC regarding forecasts, the guidelines established by the American Institute of Certified Public Accountants for preparation and presentation of financial projections, or compliance with U.S. GAAP. In addition, neither the CTWS projections nor the SJW projections were prepared with the assistance of, or reviewed, compiled or examined by, an independent auditor. Neither CTWS's nor SJW's independent auditors, nor any other independent accountants, have compiled, examined, or performed any procedures with respect to the CTWS projections or the SJW projections contained herein, nor have they expressed any opinion or any other form of assurance on such information or its achievability. The Baker Tilly Virchow Krause, LLP ("Baker Tilly") report incorporated by reference into this joint proxy statement/prospectus relates to CTWS's historical financial information. It does not extend to the prospective financial information and should not be read to do so.

Although the CTWS projections and the SJW projections are presented with numerical specificity, they reflect numerous assumptions and estimates as to future events made by CTWS management or SJW management, as applicable, that they believed were reasonable at the time the CTWS projections and the SJW projections were prepared, taking into account the relevant information available to CTWS management or SJW management, as applicable, at the time. However, this information is not fact and should not be relied upon as being necessarily indicative of actual future results. Important factors that may affect actual results and cause the CTWS projections and/or the SJW projections not to be achieved include general economic conditions; changes in the general economic environment or social or political conditions that could affect the businesses; the effect of current or future water, utility, environmental and other governmental policies and regulations on CTWS and SJW or the industries in which they operate; CTWS's ability to achieve forecasted sales; accuracy of certain accounting estimates; changes in actual or projected cash flows; competitive pressures; reliance on and integration of information technology systems; the potential of international unrest, economic downturn or effects of currencies, tax assessments, tax adjustments, anticipated tax rates, raw material costs or availability, benefit or retirement plan costs, or other regulatory compliance costs; the ability to hire and retain key personnel; the risk that the credit ratings of CTWS and SJW may be different from CTWS's expectations; the outcomes of any litigation; changes in tax laws; the risk that the anticipated tax treatment of the transaction is not obtained; litigation relating to the transaction; unexpected costs, charges or expenses resulting from the transaction; potential adverse reactions or changes to business relationships resulting from the announcement or completion of the transaction; and the combined company's ability to achieve some or all of the benefits expected to result from the elimination of duplicative public company and other related costs expected from the transaction, as well as delays, challenges and expenses associated with integrating the combined company's

existing businesses. Neither the CTWS projections nor the SJW projections take into account any circumstances or events occurring after the date they were prepared. As a result, none of CTWS, SJW or their respective affiliates, officers,

Table of Contents

directors or other representatives can provide any assurance that actual results will not differ materially from the financial projections set forth below, and none of them undertakes any obligation to update or otherwise revise or reconcile the financial projections to reflect circumstances existing after the date the financial projections were generated or to reflect the occurrence of future events, even in the event that any or all of the assumptions underlying the financial projections are shown to be in error. The financial projections set forth below cover multiple years and such information by its nature becomes less predictive with each successive year. None of CTWS, SJW or their respective affiliates, officers, directors or other representatives has made or makes any representation to any shareholder or other person regarding CTWS's or SJW's ultimate performance compared to the information contained in the financial projections or that the projected results will be achieved.

The financial projections set forth below were based on numerous variables and assumptions that are inherently uncertain and are beyond the control of CTWS and SJW. The CTWS projections and the SJW projections are subject to many risks and uncertainties, including, but not limited to, relating to CTWS's and SJW's businesses, regulatory decisions and the regulatory environment generally, industry performance and market conditions, interest rates and corporate financing activities, competition, general business and financial conditions, the effective tax rate and other factors described under "Special Note Regarding Forward-Looking Statements" beginning on page 29 of this joint proxy statement/prospectus, and "Risk Factors" beginning on page 31 of this joint proxy statement/prospectus, all of which are subject to change. The financial projections set forth below also did not give effect to the merger. In addition, financial forecasts also reflect assumptions that are subject to change and do not reflect revised prospects for CTWS's business, changes in general business or economic conditions or any other transaction or event that has occurred or that may occur and that was not anticipated at the time the financial forecasts were prepared, including assumptions with respect to the future prices of water. CTWS's forecasts depend, in large part, upon the ability to manage expenses, uncollectibles, capital expenditures and recovery of costs through customer rates as permitted by applicable regulators. SJW's forecasts depend, in large part, upon sales volume, customer growth, major weather disturbances and the ability to manage expenses, uncollectibles, capital expenditures and recovery of costs through customer rates as permitted by applicable regulators. As a result, actual results may differ materially from those contained in the financial projections.

CTWS has made no representations to SJW, and SJW has made no representations to CTWS, in the merger agreement or otherwise, concerning the financial projections or the estimates or budgets on which they are based. CTWS and SJW urge all shareholders to review CTWS's and SJW's most recent SEC filings for a description of CTWS's and SJW's reported financial results.

SJW Projections

In connection with the SJW board of directors' consideration of the proposed merger, SJW management prepared the SJW projections (see the section entitled "Unaudited Financial Forecasts - Certain Financial Projections Utilized by the SJW Board of Directors and SJW's Financial Advisor"), which projections were then provided to CTWS management. These financial projections were utilized by the CTWS board of directors in connection with its review and evaluation of the merger and by CTWS's financial advisor in connection with its financial analyses and opinion to the CTWS board of directors. These financial projections are summarized in the following table:

	For Fiscal Year Ending on December 31,				
(\$ in millions, except for Fully Diluted Earnings Per Share)	2018E	2019E	2020E	2021E	2022E
EBITDA ⁽¹⁾	\$ 127.8	\$ 137.6	\$ 146.6	\$ 156.4	\$ 170.7

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Net Income	\$ 41.5	\$ 45.1	\$ 47.3	\$ 50.4	\$ 55.2
Capital Expenditures	\$ 116.0	\$ 124.5	\$ 134.0	\$ 144.5	\$ 156.0
Fully Diluted Earnings Per Share	\$ 2.02	\$ 2.19	\$ 2.29	\$ 2.43	\$ 2.65

(1) EBITDA means earnings before interest, taxes, depreciation and amortization.

Table of Contents

The unaudited financial projections for SJW prepared by SJW management are based on various assumptions, including the following principal assumptions:

The debt to equity ratio was assumed to be 47.42%/52.58%;

San Jose Water Company's authorized return on equity was assumed to be 8.30%, reflecting the impact of the CPUC's proposed decision, issued on February 6, 2018;

San Jose Water Company's overall return on rate base was assumed to be 7.19%, reflecting the impact of the CPUC's proposed decision, issued on February 6, 2018; and

The average effective tax rate for each of the fiscal years ending December 31, 2018 through December 31, 2022 was assumed to be 27%, reflecting the impact of the 2017 Tax Cuts and Jobs Act.

CTWS Projections

CTWS management prepared unaudited financial projections for CTWS for the fiscal years ending December 31, 2018 through December 31, 2022. These financial projections were utilized by the CTWS board of directors in connection with its review and evaluation of the proposed merger and CTWS's financial advisor for its use in connection with its financial analyses and opinion to the CTWS board of directors. These financial projections are summarized in the following table:

(\$ in millions, except for Fully Diluted Earnings Per Share)	For Fiscal Year Ending on December 31,				
	2018E	2019E	2020E	2021E	2022E
EBITDA ⁽¹⁾	\$ 59.3	\$ 62.6	\$ 72.8	\$ 79.9	\$ 85.0
Net Income	\$ 28.7	\$ 29.8	\$ 33.6	\$ 38.3	\$ 40.8
Capital Expenditures	\$ 68.3	\$ 99.5	\$ 78.3	\$ 72.5	\$ 67.0
Fully Diluted Earnings Per Share	\$ 2.33	\$ 2.41	\$ 2.53	\$ 2.88	\$ 3.06

(1) EBITDA means earnings before interest, taxes, depreciation and amortization.

The unaudited financial projections for CTWS prepared by CTWS management are based on various assumptions, including the following principal assumptions:

The Connecticut Water Company's authorized return on equity for the fiscal years ended December 31, 2018 and December 31, 2019 was based upon its current authorized return on equity, and its authorized return on equity for the fiscal years ended December 31, 2020, December 31, 2021 and December 31, 2022 was assumed to be lower than its current authorized return on equity, reflecting a lower interest rate environment;

\$36.3 million associated with The Connecticut Water Company's investments in the Rockville Water Treatment Facility, which amount The Connecticut Water Company is seeking to add into the rate base by a petition it filed with the PURA on February 6, 2018 to reflect its settlement agreement with the Connecticut Office of Consumer Counsel on February 6, 2018, is assumed to have been included in the rate base;

The Connecticut Water Company's Water Infrastructure Conservation Adjustment mechanism was assumed to have been reset to 0%, reflecting The Connecticut Water Company's settlement agreement with the Connecticut Office of Consumer Counsel on February 6, 2018;

It was assumed that no new base rates of The Connecticut Water Company will become effective before January 2020; and

The effective tax rate for each of the fiscal years ending December 31, 2018 through 2022 was assumed to be 4.5%, 3.3%, 12.5%, 6.0% and 6.3%, respectively, reflecting the impact of the 2017 Tax Cuts and Jobs Act.

Table of Contents

NEITHER SJW NOR CTWS INTENDS TO PUBLICLY UPDATE OR OTHERWISE REVISE THE ABOVE UNAUDITED FINANCIAL PROJECTIONS TO REFLECT CIRCUMSTANCES EXISTING AFTER THE DATE WHEN MADE OR TO REFLECT THE OCCURRENCE OF FUTURE EVENTS, EVEN IN THE EVENT THAT ANY OR ALL OF THE ASSUMPTIONS UNDERLYING SUCH UNAUDITED FINANCIAL PROJECTIONS ARE NO LONGER APPROPRIATE, EXCEPT AS MAY BE REQUIRED BY LAW.

Amendment to Certificate of Incorporation of SJW

The SJW board of directors has approved, subject to stockholder approval, the SJW certificate of incorporation amendment increasing the number of authorized shares of SJW common stock, par value \$0.001 per share, from 36 million to 72 million and increasing the total authorized SJW capital stock from 37 million shares to 73 million shares. A form of the SJW certificate of incorporation amendment is included in this joint proxy statement/prospectus as Annex D. The adoption of the SJW certificate of incorporation amendment by SJW stockholders is a condition to the completion of the merger. The SJW certificate of incorporation amendment will become effective immediately prior to the effective time of the merger. In the event this proposal is approved by SJW stockholders, but the merger is not completed, the SJW certificate of incorporation amendment may not be filed with the Secretary of State of the State of Delaware and may not become effective.

Amendment to Bylaws of SJW

The merger agreement provides that SJW and CTWS will take all actions necessary to effect the governance matters described in the section entitled "Governance Matters After the Merger" beginning on page 154 of this joint proxy statement/prospectus. Among other things, SJW will amend and restate its bylaws as of the effective time of the merger to include the amendment that is attached as Exhibit C to the merger agreement, which is included as Annex A to this joint proxy statement/prospectus.

Interests of SJW Directors and Executive Officers in the Merger

In considering the recommendation of the SJW board of directors that you vote to approve the issuance of shares of SJW common stock in connection with the merger and the adoption of the SJW certificate of incorporation amendment, you should be aware that SJW's directors and executive officers have certain interests in the merger that may be different from, or in addition to, those of SJW stockholders generally. The SJW board of directors was aware of and considered these potential interests, among other matters, in evaluating and negotiating the merger agreement and the merger and in recommending to you that you approve the issuance of shares of SJW common stock in connection with the merger and the adoption of the SJW certificate of incorporation amendment. These interests are further described below.

Immediately following the effective time of the merger, the board of directors of Combined SJW will consist of twelve members, comprised of: (i) seven of the directors of SJW immediately prior to the effective time of the merger, to be selected by the SJW board of directors, of which one will be Eric W. Thornburg and (ii) five of the directors of CTWS immediately prior to the effective time of the merger, to be selected by the CTWS board of directors. Unless otherwise determined by the affirmative vote of at least 75% of the entire board of directors of Combined SJW, such board composition will continue until the termination of the term of office that commences upon the close of the annual stockholders meeting at which directors of Combined SJW are elected during the calendar year ended December 31, 2020.

All of SJW's and its subsidiaries' current officers are expected to continue to serve as officers of Combined SJW or its subsidiaries following the completion of the merger. Furthermore, upon completion of the merger, Mr. Thornburg will

serve as chairman, chief executive officer and president of the combined company.

Messrs. Thornburg, Lynch, and Bishop each held shares of CTWS common stock as of May 25, 2018. Mr. Thornburg, who was the chairman, chief executive officer and president of CTWS until September 28, 2017

Table of Contents

and an employee of CTWS until October 15, 2017, held 25,749 shares of CTWS common stock and 126,662 CTWS DSUs. The shares subject to the CTWS DSUs will, in accordance with their terms, be issued to Mr. Thornburg on June 15, 2018. Mr. Lynch held 250 shares of CTWS common stock in an IRA account which were acquired on May 6, 2016. In addition, Mr. Lynch is the custodian of two custodial accounts established for the benefit of his children holding 46 shares of CTWS common stock, all of which were acquired on April 6, 2016. Mr. Bishop held 500 shares of CTWS common stock which were acquired on November 25, 2014. In connection with the merger, each share of CTWS common stock will be converted into the right to receive the merger consideration.

None of the non-employee directors or other executive officers of SJW have any interest in the merger other than shares of SJW common stock held by them and their entitlements as directors or employees as determined without regard to the merger.

Outstanding SJW Equity Incentive Awards

The following table presents the number of shares of SJW common stock underlying the SJW deferred stock awards and the restricted stock units held by each of SJW's non-employee directors and executive officers as of May 25, 2018 and the value of those shares based on the closing trading price of SJW common stock on such date (which is the assumed closing date of the merger solely for the purposes of this disclosure). All such awards will remain subject to the same terms and conditions that are applicable to the awards prior to the merger.

Name	SJW Deferred Stock Awards		SJW Restricted Stock Units (SJW RSUs)		Total Value of SJW Deferred Stock Awards and SJW RSUs
	Shares (#)	Value (\$)	Shares (#)	Value (\$)	RSUs (#)
Non-Employee Directors⁽¹⁾					