

# United Utilities Group PLC

Notice of Annual General  
Meeting 2020



## Financial highlights

Total dividend  
per share

**42.60p**

2019: 41.28p

Reported  
operating profit

**£630.3m**

2019: £634.9m

Underlying  
operating profit

**£743.9m**

2019: £684.8m



Water for the North West

## From the Chairman and Chief Executive Officer



Sir David Higgins  
Chairman



Steve Mogford  
Chief Executive Officer

This year saw completion of the 2015-20 price review period in which we continued to make good progress on delivering our promises. The COVID-19 pandemic has required us to adapt the way we operate, and we are proud of the way our people have embraced that change and continued to deliver great service to customers at this time.

We are a purpose-led company, driven by what matters to customers and other stakeholders. This focus has helped us deliver a significant and sustainable transformation in our operational performance and customer service in recent years. We have exceeded our targets for the 2015–20 period (AMP6) and we exit this regulatory period as one of the best performers in the industry.

Since 2015, we have reduced significant water quality incidents by 69 per cent and reduced water supply interruptions by 39 per cent. We have been the joint top performing company over the last five years under the Environment Agency's (EA) annual assessment, and we are an industry leader in reducing pollution.

Our regulatory targets this year were the toughest to date, and we have risen to the challenge, earning a net outperformance

payment against our outcome delivery incentives (ODIs) for the year and a cumulative net outperformance payment for the five-year period in total.

Strong performance in 2019/20 was delivered in the face of many challenges. It has been a year of significant rainfall, culminating in severe flooding caused by storms Dennis and Ciara in February 2020. The COVID-19 (coronavirus) pandemic has created further challenges, with enormous practical implications on the way we work and economic impacts for our communities.

We are well prepared for the 2020–25 period (AMP7) and our fast-track business plan achievement allowed us to make a flying start on improving our performance towards our targets for the period. We are proud of the responsible way we have delivered this improvement, operating in an environmentally and socially conscious manner and upholding the highest standards of governance.

### **Maintaining service for customers while keeping our people safe**

We have an incredible group of people working at United Utilities who have shown themselves

to be great at embracing change, be that new technologies and innovation or the need to adapt quickly to an unexpected incident.

The flooding caused by Storm Ciara in February caused damage to a key water main that served thousands of properties in the Eden Valley area. The damage occurred where the water main crossed a river, and the conditions in the area were treacherous with continuing heavy rain and strong winds. Thanks to our contingency plans and the dedicated hard work of our people around the clock, we were able to repair the damage in just three days and restore supply fully in five days.

COVID-19 then challenged us to deliver an unprecedented level of change to working practices. Our primary concern at this time is the safety of our people and those they work alongside. We moved over half of our people to remote working and, of those remaining in offices and sites, many moved locations to maintain compliance with government guidelines on social distancing. Non-essential tasks have been postponed but we are continuing with our construction activity where we can do so safely for our people and those with whom they are in contact.

Many of our employees are designated as key workers, continuing to provide essential water and wastewater services at a time when sanitation is even more important. We are proud of the dedicated way in which they, like all the amazing key workers, have continued to leave their families each day in this difficult time to serve their communities.

We worked to ensure all our people have access to the correct equipment to comply with sanitation and personal protective equipment (PPE) requirements, and we rapidly increased our internal communications to ensure our people are kept informed about the latest national guidelines and what we are doing to respond to the pandemic. We set up a dedicated area of our intranet to assist with employees' mental health during the lockdown, recognising that this can be a particularly challenging time from a psychological perspective as well as a practical one.

Thanks to the flexibility and hard work of our employees we have maintained great water

services throughout this time, and it is pleasing to see that this is appreciated by customers as well. Our satisfaction scores have never been higher and the latest scores are the highest in the sector.

As well as maintaining our own services, we want to help where we can with the economic impacts COVID-19 is having. None of our employees have been furloughed, and we accelerated payments to suppliers as well as paying particular attention to the more fragile elements of our critical supply chain as part of the industry-wide incident response.

The most pressing economic impact for the sector is on non-household retail where the closure of businesses has interrupted payments to retailers, causing liquidity issues in this market. The potential implications on our non-household retail joint venture, Water Plus, have led to a reduction in the carrying value of our investment, along with other charges. Ofwat has introduced a number of measures to help support the industry and, while the pandemic is ongoing and we do not yet know the full impact it will have on the economy, as a result of these measures and the actions we have taken, Water Plus is now on a firmer footing.

## Delivering a strong financial performance

Our financial performance from an underlying statutory perspective has been strong again this year. Underlying earnings per share is 63.0 pence, an increase of 5 per cent and more than covering the dividend for the year. The main drivers of this increase are our allowed regulatory revenue profile and lower infrastructure renewals expenditure, partly offset by an increase in the underlying net finance expense due to higher RPI inflation applied to our index-linked debt, higher depreciation, and a share of small, underlying losses of joint ventures.

Our underlying tax charge at 13 per cent is lower than the headline rate of corporation tax at 19 per cent, reflecting a change in how we derive our underlying profit after tax and EPS figures. We now present our underlying profit measures excluding the impact of deferred tax to better reflect the regulatory revenue allowances. On our previous basis, including the impact of deferred tax, our underlying tax charge for

## From the Chairman and Chief Executive Officer

2019/20 would have been 19 per cent, in line with the headline rate of corporation tax.

Reported earnings per share is much lower at 15.7 pence due to around £300 million of adjusting items during the year. This includes non-cash impacts such as accelerated depreciation on bioresources assets we are no longer using and a significant deferred tax charge, as well as restructuring costs as we prepare for the next regulatory period and the expected impact of COVID-19.

The board has proposed a final dividend of 28.40 pence per ordinary share, taking the total dividend for 2018/19 to 42.60 pence. This is an increase of 3.2 per cent, in line with our policy for this regulatory period of targeting an annual growth rate of at least RPI inflation through to 2020.

We continue to maintain a strong balance sheet, healthy liquidity, and a low-dependency pension scheme that is in surplus on an IAS 19 basis. We accelerated around £100 million of deficit repair contributions in April 2019, getting us to this low-dependency funding position, which is a significant value driver for our business. We have a consistent policy of targeting gearing of 55–65 per cent, measured as net debt to regulatory capital value, which has been supportive of United Utilities Water Limited's (UUW) A3 stable credit rating with Moody's. At 62 per cent, our gearing is one of the lowest in the sector, our credit ratings are in line with our targets, and as at 31 March 2020 we have around £1.2 billion liquidity. This is a strong and responsible position to be in, mitigating financial risk for all our stakeholders and giving us a high degree of resilience and financial flexibility as we move into AMP7.

### Exceeding our targets for the 2015–20 period (AMP6)

We delivered outperformance against all four principal areas of our regulatory contract in AMP6.

In customer service, we continued to improve year on year in Ofwat's Service Incentive Mechanism (SIM). Last year was the final year of measurement for this mechanism, and we were scored as upper quartile in the sector and awarded a SIM outperformance payment of £6 million for our performance across AMP6.

Our outcome delivery incentives (ODIs) for AMP6 were heavily skewed to the downside, and we started the period with a significant challenge that saw the most likely net outcome at around a £90 million penalty. Our performance transformation and acceleration of investment, along with tremendous hard work from our people, has seen us earn a net £43.9 million cumulative outperformance payment over the period, which is a significant achievement against our original expectations and sees us as one of the top performers in the sector.

This year we earned a net ODI outperformance payment of £22.4 million. This included our West Cumbria pipeline project, a hugely complex project that is ahead of schedule, meeting or beating all its AMP6 targets, and earning an outperformance payment of £21.6 million.

We delivered total expenditure (totex) outperformance of around £100 million against the final determination allowance, in addition to the significant cost savings we were already delivering to close the gap between the allowance and our original business plan submission for AMP6.

Our industry-leading treasury management helped us lock in a low cost of debt, which has delivered significant financing outperformance compared with the industry allowed cost for AMP6.

The total outperformance across these areas has been shared with customers. We reinvested £350 million during AMP6, including £250 million that has helped increase our operational resilience and £100 million that we invested this year to target improving our performance against our most challenging ODIs for AMP7. We are in a strong position as we move into the next period.

## Well prepared for the 2020–25 period (AMP7)

Our embedded culture of innovation, including our pioneering Systems Thinking approach, alongside the acceleration of investment to deliver improvements earlier in the five-year period, underpins the business plan we submitted for AMP7, helping us to achieve fast-track status.

We made a number of representations to Ofwat during the year on the draft determinations, received in April for fast-track companies, and we accepted the final determination for 2020–25 in January 2020.

We announced that the board has set a group dividend policy for AMP7 of annual growth by CPIH inflation, based on expected returns from UUW for AMP7 performance, including the base dividend return of 4 per cent (nominal) on the equity portion of the shadow RCV, together with accumulated outperformance in prior periods that has been retained by the group after sharing with customers.

Alongside this, we announced our intention to continue with our 55–65 per cent target gearing range and to maintain long-term issuer credit ratings for UUW of A3 with Moody's and BBB+ with Standard & Poor's (S&P), and a senior unsecured debt rating for UUW of at least A- with Fitch.

The way Ofwat measures customer satisfaction is changing in AMP7, with higher outperformance payments available in this area. SIM will be replaced by C-MeX measuring household customer satisfaction and D-MeX measuring developer satisfaction. This year has been used as a pilot for C-MeX, and we were pleased that our contractor scores ranked third of 17 companies for the year, and first in the third and fourth quarter surveys. While we expect to see an upward trend in scores for the industry as a whole, this gives us confidence of being in a strong position in AMP7.

Acceleration of capital spend in AMP6 proved to be a successful strategy in delivering early benefit against ODIs, and we plan to do the same again in AMP7. Fast-track status gave us early visibility of our targets – we have robust plans for the common ODIs in AMP7, with the £100 million reinvestment of outperformance already showing improvement in our expected performance,

and our bespoke ODIs offer some unique opportunities. We have awarded the first tranche of our capital programme at a value of £300 million with the next tranche of £250 million to be awarded in the next few months, and we have continued with the majority of our construction programme throughout the COVID-19 lockdown.

The low cost of debt we have already locked in compares favourably with the cost of debt allowance for embedded debt, and we have historically demonstrated our ability to raise debt at efficient levels compared with the industry average, underpinned by our robust credit quality. We expect to continue to perform well against the rest of the industry in financing across AMP7.

## Strong environmental, social and governance (ESG) performance

Behaving in a responsible manner is one of our three strategic themes and has always been a core part of how we operate. We have a strong track record of performance across all the components of ESG.

We have reduced our carbon footprint by 73 per cent since 2005/06, ahead of the target we set ourselves for 2020, with 95 per cent of the electricity we use having zero emissions. We lead the sector in our approach to catchment management, including our award-winning sustainable catchment management programme (SCaMP) and more recently taking this further with Catchment Systems Thinking (CaST), which sees us working with the EA and other stakeholders to deliver the best overall approach to catchment management in the most efficient way. In the EA's annual assessment of performance we have demonstrated the best overall performance, achieving industry-leading 4 star status in three of the last four years and 3 star status this year, with particularly strong performance in the way we minimise pollution.

We focus on having a positive impact on society. We lead the industry in affordability and vulnerability assistance with a wide range of schemes for customers, many of which are firsts for the industry. This is more important than ever as we help those customers struggling as a result of the economic impacts of COVID-19. Over 120,000 customers benefit from the most comprehensive range of affordability schemes in the industry. We led the sector in establishing

## From the Chairman and Chief Executive Officer

Priority Services, a scheme designed to provide additional support to customers with health or financial difficulties during an incident. We now have over 100,000 customers registered for this service. We contributed over £35 million to communities and our Trust Fund during AMP6 and committed to provide £71 million to help customers in difficulty over AMP7.

Excellent governance is part of who we are. We were delighted to secure the Fair Tax Mark in July 2019, and have attained World Class ranking in the Dow Jones Sustainability Index for 13 consecutive years. Ofwat has awarded us top self-assurance status for three consecutive years – the only company in our sector to achieve this – reflecting the highest level of trust and confidence in our transparency and reporting. We place great value on financial resilience, with the strongest credit rating in the sector and a pension position that compares favourably to most, if not all, companies in the Financial Times Stock Exchange (FTSE) index. This means the obligations to our past and current employees are well funded, properly resourced, and on a sound footing for the future with minimal reliance on the company and protecting employees and shareholders from the risk of a large pension deficit.

### Outlook

We can reflect on our performance improvements across the last five-year price review period with satisfaction. We have shared £350 million of our outperformance through additional investment, providing better service to customers and enhancing the environment, and we have delivered financial performance that supports the payment of the final dividend in August 2020, in line with our AMP6 commitment.

The economic implications of COVID-19 will provide a challenging backdrop to the AMP7 regulatory period. United Utilities will continue to prioritise the implementation of its delivery plans, albeit reviewing and adapting these plans as necessary, and we fully intend to play our part in the recovery of the north west economy. It is, however, too early to predict the full impact of COVID-19 on inflation, the economy more generally and on our business, and we will review our dividend policy for AMP7 as a clearer picture of the post COVID-19 economic environment emerges.

### Grateful to our stakeholders for their support

We want to say a huge thank you to our employees for the dedication and hard work they have demonstrated this year, to the trade unions for their incredible support in helping us with the flexibility to arrive at safe working practices during COVID-19, and to customers and other stakeholders for their continued support.



**Sir David Higgins**  
Chairman



**Steve Mogford**  
Chief Executive Officer

### Annual report and financial statements

Our 2020 annual report and financial statements can be accessed directly at [corporate.unitedutilities.com](https://corporate.unitedutilities.com)

# Notice of Annual General Meeting

## This document is important and requires your immediate attention

If you are in doubt as to the action you should take, you are recommended to seek your own financial advice from your stockbroker, bank manager, solicitor, accountant or other independent adviser who, if you are taking advice in the United Kingdom, is duly authorised under the Financial Services and Markets Act 2000 or an appropriately authorised independent financial adviser if you are in a territory outside the United Kingdom. If you have sold or otherwise transferred all your shares in United Utilities Group PLC, you should pass this document, together with all accompanying documents, to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

## Arrangements for the 2020 Annual General Meeting

The health and wellbeing of the company's shareholders, customers and employees is of paramount importance and never more so with the extraordinary challenges presented by the COVID-19 pandemic. This significantly restricts our ability to follow our usual AGM format and the board has therefore taken the decision to hold the annual general meeting (AGM) at the company's offices in Warrington. Having regard to their own safety and that of others, in particular should 'stay at home' measures or other restrictions be in force at the time, **shareholders are respectfully asked not to attend the AGM**, especially as the meeting is being held at the company's offices where we do have a small number of key employees undertaking essential work.

Although the situation is constantly evolving, and whilst the Government is intending to introduce temporary legislation relating to AGMs, the board still intends to convene and hold the 2020 AGM in accordance with the planned timetable. It does seem likely that some form of social distancing will be necessary for the foreseeable future and we need to ensure the safety of the limited number of people whose attendance is essential, in particular those needed to comply with legal requirements. It may be that, should restrictions be lifted, shareholders choosing to attend will be allowed access to the AGM on the day, but should legislation be in place as envisaged, this will not be possible and the AGM will be a 'closed' meeting. In any event, the result of the poll vote will be made available as soon as possible after the meeting on our website.

## Voting

Whatever the restrictions, the board nonetheless strongly encourages you to exercise your right to vote, you can do this by:

- › going online at [sharevote.co.uk](http://sharevote.co.uk) and voting electronically. To do this you will need the three numbers (voting ID, task ID and shareholder reference number) that are printed on your proxy form; or
- › complete your proxy voting form and appoint the chairman of the meeting to act in accordance with your instructions, and post it to the pre-printed address, or scan or take a photograph of your completed proxy form and e-mail it to [proxyvotes@equiniti.com](mailto:proxyvotes@equiniti.com); or
- › if you have registered with Equiniti's online portfolio service, you can appoint the chairman as your proxy at [shareview.co.uk](http://shareview.co.uk).

Proxy votes must be received by 11 am on Wednesday 22 July 2020. Further information can be found on page 20.

# Notice of Annual General Meeting

## AGM questions

Should shareholders wish to raise any specific questions on the business of the AGM, questions can be submitted via the website at [unitedutilities.com/annual-general-meeting](http://unitedutilities.com/annual-general-meeting). Questions must be received by no later than 11 am on Wednesday 22 July 2020. Responses will be uploaded to questions submitted relevant to the business of the meeting on our website.

In the event that our meeting arrangements should change subsequent to the printing and publication of this notice of AGM, details will be published via the company's website [unitedutilities.com/corporate/](http://unitedutilities.com/corporate/) and where appropriate, by a regulatory information service announcement.

## Notice of 2020 annual general meeting (AGM)

Notice is given that the AGM of United Utilities Group PLC (the company) will be held at 11 am on Friday 24 July 2020 at **Haweswater House, Lingley Mere Business Park, Lingley Green Avenue, Great Sankey, Warrington, WA5 3LP** to transact the business set out below.

Resolutions 1 to 13, and 18 will be proposed as ordinary resolutions and resolutions 14 to 17 will be proposed as special resolutions.

The board considers each resolution to be proposed at the AGM would promote the success of the company for the benefit of its members as a whole, and unanimously recommends shareholders to vote in favour of all resolutions, as they intend to do in respect of their own shareholdings. The formal resolutions are set out on the following pages, along with explanatory notes given in respect of each resolution.

### Resolution 1: annual report and financial statements

That the audited annual report and financial statements for the year ended 31 March 2020 be received.

### Resolution 2: declaration of dividend

That the final dividend of 28.40 pence per ordinary share be declared.

### Resolution 3: to approve the directors' remuneration report

That the directors' remuneration report (other than the part containing the directors' remuneration policy) for the year ended 31 March 2020 be approved.

### Resolution 4: reappointment of a director

That Sir David Higgins be reappointed as a director.

### Resolution 5: reappointment of a director

That Steve Mogford be reappointed as a director.

### Resolution 6: reappointment of a director

That Mark Clare be reappointed as a director.

### Resolution 7: reappointment of a director

That Brian May be reappointed as a director.

### Resolution 8: reappointment of a director

That Stephen Carter be reappointed as a director.



### **Resolution 9: reappointment of a director**

That Alison Goligher be reappointed as a director.

### **Resolution 10: reappointment of a director**

That Paulette Rowe be reappointed as a director.

### **Resolution 11: reappointment of auditor**

That KPMG LLP be reappointed as auditor of the company.

### **Resolution 12: remuneration of auditor**

That the audit committee of the board be authorised to set the auditor's remuneration.

### **Resolution 13: authorising the directors to allot shares**

That the board be generally and unconditionally authorised to allot ordinary shares pursuant to section 551 of the Companies Act 2006 (the Act) in the company and to grant rights to subscribe for or convert any security into ordinary shares in the company:

- (A) up to a nominal amount of £11,364,806 (such amount to be reduced by any allotments or grants made under paragraph (B) below in excess of such sum); and
- (B) comprising equity securities (as defined in section 560(1) of the Act) up to a nominal amount of £22,729,613 (such amount to be reduced by any allotments or grants made under paragraph (A) above) in connection with an offer by way of a rights issue:
  - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
  - (ii) to holders of other equity securities as required by the rights of those securities or as the board otherwise considers necessary,

and so that the board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter, such power to apply until the end of the 2021 annual general meeting of the company but, in each case, during this period the company may make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends and the board may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not ended. All authorities vested in the board on the date of the notice of this meeting to allot shares or grant rights that remain unexercised at the commencement of this meeting are revoked.

### **Resolution 14: general power to disapply statutory pre-emption rights**

That, if resolution 13 is passed, the board be given the power to allot equity securities (as defined in the Companies Act 2006 (the Act)) for cash under the authority given by that resolution and/or to sell ordinary shares of five pence each held by the company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such power to be limited:

- (A) to the allotment of equity securities and sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (B) of resolution 13, by way of a rights issue only):
  - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
  - (ii) to holders of other equity securities, as required by the rights of those securities or, as the board otherwise considers necessary,

## Notice of Annual General Meeting

and so that the board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

- (B) in the case of the authority granted under paragraph (A) of resolution 13 and/or in the case of any sale of treasury shares for cash, to the allotment (otherwise than under paragraph (A) above) of equity securities or sale of treasury shares up to a nominal amount of £1,704,721,

such power to apply until the end of the 2021 annual general meeting of the company but, in each case, during this period the company may make offers and enter into agreements which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power ends and the board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

### **Resolution 15: specific power to disapply pre-emption rights in connection with an acquisition or specified capital investment**

That, if resolution 13 is passed, the board be given the power, in addition to any power granted, under resolution 14 to allot equity securities (as defined in the Companies Act 2006 (the Act)) for cash under the authority granted under paragraph (A) of resolution 13 and/or to sell ordinary shares held by the company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such power to be:

- (A) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £1,704,721; and
- (B) used only for the purposes of financing a transaction which the board of the company determines to be an acquisition or other capital investment of a kind

contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice or for the purposes of refinancing such a transaction within six months of its taking place,

such power to apply until the end of the 2021 annual general meeting but, in each case, during this period the company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power ends and the board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

### **Resolution 16: authorising the company to make market purchases of its own shares**

That the company be generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 (the Act) to make one or more market purchases (as defined in section 693(4) of the Act) of its ordinary shares of five pence each, such power to be limited:

- (A) to a maximum aggregate number of 68,188,841 ordinary shares of five pence each; and
- (B) by the condition that the minimum price which may be paid for an ordinary share is the nominal amount of that share and the maximum price which may be paid for an ordinary share is the higher of:
  - (i) an amount equal to 5 per cent above the middle market value of an ordinary share (as derived from the London Stock Exchange plc's Daily Official List) for the five business days immediately preceding the day on which that ordinary share is contracted to be purchased; and
  - (ii) the higher of (i) the price of the last independent trade of an ordinary share; and (ii) the highest current independent bid for an ordinary share on the trading venues where the purchase is carried out,

in each case, exclusive of expenses. Such power to apply until the end of the 2021 annual general meeting of the company. The company may enter into a contract to purchase ordinary shares which will or may be completed or executed wholly or partly after the power ends and the company may purchase ordinary shares pursuant to any such contract as if the power had not ended.

### **Resolution 17: notice of general meeting**

That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

### **Resolution 18: authorising political donations and political expenditure**

That, in accordance with Part 14 of the Companies Act 2006 (the Act), the company and each company which is or becomes a subsidiary of the company at any time during the period for which this resolution has effect, be and are hereby authorised:

- (A) to make political donations to political parties and/or independent election candidates;
- (B) to make political donations to political organisations other than political parties; and
- (C) to incur political expenditure;

in each case during the period beginning with the date of the passing of this resolution and ending on the conclusion of the 2021 annual general meeting of the company. In any event, the aggregate amount of political donations and political expenditure made or incurred by the company and its subsidiaries pursuant to this resolution shall not exceed £50,000. For the purposes of this resolution the terms 'political donations', 'independent election candidates', 'political organisations', 'political expenditure' and 'political parties' have the meanings set out in sections 363 to 365 of the Act.

**By order of the board:**  
Simon Gardiner  
Company Secretary  
21 May 2020

**Registered office:**  
Haweswater House  
Lingley Mere Business Park  
Lingley Green Avenue  
Great Sankey  
Warrington  
WA5 3LP

## Explanatory notes of resolutions

### Resolution 1: annual report and financial statements

The directors are required to lay before the meeting the annual report and financial statements of the company for the year ended 31 March 2020, the strategic report, the directors' report, the remuneration report and the audited parts thereof, and the auditor's report on the financial statements.

### Resolution 2: declaration of dividend

The board is recommending a final dividend of 28.40 pence per ordinary share. If approved, it will be paid on 3 August 2020 to the shareholders on the register at the close of business on 26 June 2020.

### Resolution 3: directors' remuneration report

In accordance with the Companies Act 2006, the company proposes an ordinary resolution to approve the directors' remuneration report for the financial year ended 31 March 2020. The directors' remuneration report can be found on pages 156 to 185 of the annual report and financial statements 2020 and for the purposes of this resolution, does not include the parts of the directors' remuneration report containing the directors' remuneration policy which is set out on pages 177 to 184. The vote on resolution 3 is advisory only and the directors' entitlement to remuneration is not conditional on it being passed.

### Resolutions 4 to 10: reappointment of directors

The board is mindful of the recommendation contained within the Financial Reporting Council's 2018 UK Corporate Governance Code (the code) that all directors of FTSE 350 companies should be subject to annual appointment by shareholders. All directors retire at the AGM, the biographies of those offering themselves for reappointment are set out on the following pages.

With the exception of the Chairman, who met the independence criteria as set out in provision 10 of the code when he was appointed, all our non-executive directors are determined to be independent in accordance with provision 10 of the code and free from any business or other relationship which could compromise their independent judgement. Should they need it, the non-executive directors are supported in their role by the ability to seek independent specialist advice.

As confirmed by the board evaluation exercise, the board fully endorses the reappointment of the directors offering themselves for the same at the AGM, all of whom are considered to be making a valuable and effective contribution to the board. All the non-executive directors were considered to be independent and demonstrating the expected level of commitment to their roles. The board recommends that shareholders vote all the directors, offering themselves for reappointment, back into office at the 2020 AGM. Biographical details of the directors can be found on pages 13 to 16 of this document along with the specific reasons why each director's contribution is, and continues to be, important to the company's long-term sustainable success.

## Executive and non-executive directors offering themselves for reappointment



**Sir David Higgins**  
Chairman

**Responsibilities:** Responsible for the leadership of the board, setting its agenda and ensuring its effectiveness on all aspects of its role.

**Qualifications:** BEng Civil Engineering, Diploma Securities Institute of Australia, Fellow of the Institute of Civil Engineers and the Royal Academy of Engineering.

**Appointment to the board:** 13 May 2019, assumed role of Chairman with effect from 1 January 2020.

**Committee membership:** Nomination (chair).

**Skills and experience:** Sir David has spent his career overseeing high profile infrastructure projects including: the delivery of the Sydney Olympic Village and Aquatics centre; Bluewater Shopping Centre, Kent; and the delivery of the 2012 London Olympic Infrastructure Project.

**Career experience:** Former chief executive of: Network Rail Limited; The Olympic Delivery Authority; and English Partnerships. Previous non-executive roles: chairman of High Speed Two Limited and Sirius Minerals plc. In December 2019 he stepped down as non-executive director and chair of the remuneration committee at Commonwealth Bank of Australia.

**Current directorships/business interests:** Chairman of Gatwick Airport Limited. He is also Chairman of United Utilities Water Limited.

**Independence:** Sir David met the 2018 UK Corporate Governance Code's independence criteria (provision 10) on his appointment as a non-executive director and chairman designate.

**Specific contribution to the company's long-term success:** Sir David's experience of major infrastructure projects and his knowledge and understanding of the role of regulators will be invaluable in meeting the challenges of the next regulatory period and beyond. As chairman of the nomination committee he is responsible for ensuring the succession plans for the board and senior management identify the right skillsets to face the challenges of the next asset management period.



**Steve Mogford**  
Chief Executive Officer

**Responsibilities:** To manage the group's business and to implement the strategy and policies approved by the board.

**Qualifications:** BSc (Hons) Astrophysics/Maths/Physics.

**Appointment to the board:** January 2011.

**Committee membership:** Corporate responsibility.

**Skills and experience:** Steve's experience of the highly competitive defence market and complex design, manufacturing and support programmes has driven forwards the board's strategy of improving customer service and operational performance at United Utilities. His perspective of the construction and infrastructure sector provides valuable experience and insight to support United Utilities' capital investment programme.

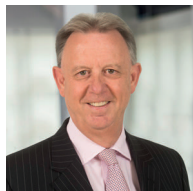
**Career experience:** Previously chief executive of SELEX Galileo, the defence electronics company owned by Italian aerospace and defence organisation Finmeccanica, chief operating officer BAE Systems PLC and a member of its PLC board. His early career was spent with British Aerospace PLC.

**Current directorships/business interests:** Non-executive and senior independent director G4S PLC and chair of the risk committee. He is also Chief Executive Officer of United Utilities Water Limited.

**Specific contribution to the company's long-term success:** As chief executive, Steve has driven a step change in the company's operational performance, which led to fast-track status in the PR19 price review process and a resulting efficient transition into the 2020–25 asset management period.

## Explanatory notes of resolutions

### Executive and non-executive directors offering themselves for reappointment



**Mark Clare**  
Senior independent  
non-executive director

**Responsibilities:** Responsible, in addition to his role as an independent non-executive director, for discussing any concerns with shareholders that cannot be resolved through the normal channels of communication with the Chairman or Chief Executive Officer.

**Qualifications:** Chartered Management Accountant (FCMA).

**Appointment to the board:** November 2013.

**Committee membership:** Nomination and remuneration.

**Skills and experience:** Through his previous roles at British Gas and BAA, Mark has a strong background operating within regulated environments. His extensive knowledge of customer-facing businesses is particularly valuable for United Utilities in the pursuit of our strategy to improve customer service.

**Career experience:** Previously chief executive Barratt Developments plc. A former trustee of the Building Research Establishment and the UK Green Building Council. Senior executive roles held in Centrica plc and British Gas. Former non-executive director: BAA plc and Ladbrokes Coral PLC.

**Current directorships/business interests:** Non-executive chairman Grainger plc and non-executive director Premier Marinas Holdings Limited. He is also an independent non-executive director of United Utilities Water Limited.

**Specific contribution to the company's long-term success:** As senior independent non-executive director, Mark led the selection process culminating in the appointment of Sir David Higgins, succeeding Dr John McAdam, as Chairman. He applies his own considerable board experience gained during his career to United Utilities and provides a sounding board to the executive in certain areas.



**Brian May**  
Independent  
non-executive director

**Responsibilities:** To challenge constructively the executive directors and monitor the delivery of the strategy within the risk and control framework set by the board and to lead the audit committee.

**Qualifications:** BSc (Hons) Actuarial Science, Chartered Accountant FCA.

**Appointment to the board:** September 2012.

**Committee membership:** Nomination, audit (chair), treasury (chair) and remuneration.

**Skills and experience:** Brian was appointed Group Finance Director of Bunzl plc in January 2006 and he retired from the Board of Bunzl plc on 31 December 2019. Brian's background and the various finance roles that he has held are major assets to the board.

**Career experience:** Brian has been chair of the audit committee since September 2013 and has considerable knowledge of the company and the specifics of the utilities sector.

**Current directorships/business interests:** Brian was appointed as non-executive director of ConvaTec Group Plc and a member of its audit and risk committee and its remuneration committee on 2 March 2020. He is also an independent non-executive director of United Utilities Water Limited.

**Specific contribution to the company's long-term success:** Brian contributes his considerable expertise in finance to the company primarily through the important roles as chair of both the audit committee and the treasury committee, which are important in overseeing the risk management of the group. The industry knowledge he has gained over the seven years he has been a board member enabled him to focus on, and contribute to key risk areas during the regulatory price review process for the 2020-25 regulatory period.

## Executive and non-executive directors offering themselves for reappointment



**Stephen Carter CBE**  
Independent  
non-executive director

**Responsibilities:** To challenge constructively the executive directors and monitor the delivery of the strategy within the risk and control framework set by the board and to lead the board's agenda on acting responsibly as a business.

**Qualifications:** Bachelor of Laws (Hons).

**Appointment to the board:** September 2014.

**Committee membership:** Nomination, audit and corporate responsibility (chair).

**Skills and experience:** As the chief executive of a FTSE 100 listed company, Stephen brings current operational experience to the board. His public sector experience provides additional insight in regulation and government relations. His day-to-day experience in the information and technology industries ensures that the board is kept abreast of these areas of the company's operating environment.

**Career experience:** Previously held senior executive roles at Alcatel Lucent Inc. and a number of public sector/service roles, including serving a term as the founding chief executive of Ofcom. Former chairman Ashridge Business School. A Life Peer since 2008.

**Current directorships/business interests:** Group chief executive Informa plc and non-executive director Department for Business, Energy and Industrial Strategy. He is also an independent non-executive director of United Utilities Water Limited.

**Specific contribution to the company's long-term success:** Stephen's experience as a current chief executive and his previous work in the public sector and government provides valuable insight.



**Alison Goligher**  
Independent  
non-executive director

**Responsibilities:** To challenge constructively the executive directors and monitor the delivery of the strategy within the risk and control framework set by the board.

**Qualifications:** BSc (Hons) Mathematical Physics, MEng Petroleum Engineering.

**Appointment to the board:** August 2016.

**Committee membership:** Nomination, remuneration and corporate responsibility.

**Skills and experience:** Alison has strong technical and capital project management skills, having been involved in large projects and the production side of Royal Dutch Shell's business. This experience of engineering and industrial sectors provides the board with additional insight into delivering United Utilities' capital investment programme.

**Career experience:** Royal Dutch Shell (2006 to 2015), her most recent executive role was Executive Vice President Upstream International Unconventionals. Prior to that she spent 17 years with Schlumberger, an international supplier of technology, integrated project management and information solutions to the oil and gas industry. Alison stepped down as a board member of Edinburgh Business School in October 2019.

**Current directorships/business interests:** Non-executive director Meggitt PLC and a part-time executive chair Silixa Ltd. She is also an independent non-executive director of United Utilities Water Limited.

**Specific contribution to the company's long-term success:** Alison's understanding of the operational challenges of large capital projects and the benefits of deploying technology provides valuable insight into addressing the longer-term strategic risks faced by the business. Her role as the designated non-executive director for workforce engagement will provide the board with a better understanding of the views of employees and greater clarity on the culture of the company.

## Explanatory notes of resolutions

### Executive and non-executive directors offering themselves for reappointment



**Paulette Rowe**  
Independent  
non-executive director

**Responsibilities:** To challenge constructively the executive directors and monitor the delivery of the strategy within the risk and control framework set by the board.

**Qualifications:** MEng + Man (Hons), MBA.

**Appointment to the board:** July 2017.

**Committee membership:** Nomination and audit.

**Skills and experience:** Paulette has spent most of her career in the regulated finance industry and so provides the board with additional perspective and first-hand regulatory experience. Her experience of technology-driven transformation will contribute to United Utilities' customer experience programme and its Systems Thinking approach.

**Career experience:** Previously held senior executive roles in banking and technology at Facebook, Barclays and the Royal Bank of Scotland/NatWest. Former trustee and chair of children's charity The Mayor's Fund for London.

**Current directorships/business interests:** CEO of Integrated and Ecommerce Solutions and member of the Paysafe Group executive since January 2019. Paysafe, a former FTSE 250 company, is now privately owned by PE firms CVC and Blackstone. She is also an independent non-executive director of United Utilities Water Limited.

**Specific contribution to the company's long-term success:** Paulette's wide-ranging experience in regulated sectors, profit and loss management, technology and innovation enables her to provide a first-hand contribution to many board topics of discussion. In her current executive role she often faces many of the same issues, and has been able to provide support to senior management at United Utilities.



## **Resolutions 11 and 12: reappointment and remuneration of auditor**

The board is recommending the reappointment of KPMG LLP as external auditor to the company. There are no contractual obligations that restrict the committee's choice of external auditor; the recommendation is free from third party influence and no auditor liability agreement has been entered into. An authority for the audit committee of the board to set the remuneration of the auditor will also be sought. An audit tender process was conducted during the year resulting in KPMG being reappointed as auditors for the provision of the group's external audit services for a further term, subject to annual reappointment.

## **Resolution 13: authorising the directors to allot shares**

Paragraph (A) of this resolution 13 would give the directors the authority to allot ordinary shares or grant rights to subscribe for or convert any securities into ordinary shares up to an aggregate nominal amount equal to £11,364,806 (representing 227,296,120 ordinary shares of five pence each). This amount represents approximately one-third of the issued ordinary share capital of the company as at 21 May 2020, the latest practicable date prior to publication of this notice.

In line with the Share Capital Management Guidelines issued by the Investment Association, paragraph (B) of this resolution would give the directors authority to allot ordinary shares or grant rights to subscribe for or convert any securities into ordinary shares in connection with a rights issue in favour of ordinary shareholders up to an aggregate nominal amount equal to £22,729,613 (representing 454,592,260 ordinary shares of five pence each), as reduced by the nominal amount of any shares issued under paragraph (A) of this resolution. This amount (before any reduction) represents approximately two-thirds of the issued ordinary share capital of the company as at 21 May 2020, the latest practicable date prior to publication of this notice.

The authorities sought under paragraphs (A) and (B) of this resolution will expire at the

conclusion of the annual general meeting of the company held in 2021.

The directors have no present intention to exercise the authorities sought under paragraph (B) of this resolution. As at the date of this notice, no ordinary shares are held by the company in treasury.

## **Resolutions 14 and 15: disapplying statutory pre-emption rights will be proposed as special resolutions**

Resolutions 14 and 15 seek to give the directors the authority to allot ordinary shares (or sell any ordinary shares which the company elects to hold in treasury) for cash without first offering them to existing shareholders in proportion to their existing shareholdings.

The power set out in resolution 14 would be limited to: (i) allotments or sales in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of those shares, or as the board otherwise considers necessary, or (ii) otherwise up to an aggregate nominal amount of £1,704,721 (representing 34,094,420 ordinary shares of five pence each). This aggregate nominal amount represents approximately 5 per cent of the issued ordinary share capital of the company as at 21 May 2020, the latest practicable date prior to publication of this notice.

In respect of the power under resolution 14(B), the directors confirm their intention to follow the provisions of the Pre-Emption Group's Statement of Principles (the Principles) regarding cumulative usage of authorities within a rolling three-year period where the Principles provide that usage in excess of 7.5 per cent of the issued ordinary share capital of the company should not take place without prior consultation with shareholders.

Resolution 15 is intended to give the company flexibility to make non pre-emptive issues of ordinary shares in connection with acquisitions and other capital investments as contemplated by the Principles. The power under resolution 15 is in addition to that proposed by resolution 14 and would be limited to allotments or sales of up to an aggregate nominal amount of £1,704,721

## Explanatory notes of resolutions

(representing 34,094,420 ordinary shares of five pence each) in addition to the power set out in resolution 14. This aggregate nominal amount represents an additional 5 per cent of the issued ordinary share capital of the company as at 21 May 2020, the latest practicable date prior to publication of this notice.

The powers under resolutions 14 and 15 will expire at the conclusion of the annual general meeting of the company held in 2021.

### **Resolution 16: authorising the company to make market purchases of its own shares will be proposed as a special resolution**

Authority is sought for the company to purchase up to 10 per cent of its issued ordinary shares (excluding any treasury shares), renewing the authority granted by the shareholders at previous annual general meetings. The directors have no present intention of exercising the authority to make market purchases, but the authority provides the flexibility to allow them to do so in the future. The directors will exercise this authority only when to do so would be in the best interests of the company, and of its shareholders generally, and could be expected to result in an increase in the earnings per share of the company. The authority will expire at the conclusion of the annual general meeting of the company held in 2021.

Ordinary shares purchased by the company pursuant to this authority may be held in treasury or may be cancelled. The directors would consider holding any ordinary shares the company may purchase as treasury shares. The company currently has no ordinary shares in treasury. The minimum price, exclusive of expenses, which may be paid for an ordinary share is its nominal value. The maximum price, exclusive of expenses, which may be paid for an ordinary share is the higher of:

- (i) an amount equal to 105 per cent of the middle market value for an ordinary share for the five business days immediately preceding the date of the purchase; and
- (ii) the higher of the price of the last independent trade and the highest current independent bid for an ordinary share on

the trading venues where the purchase is carried out.

There are share options outstanding over 1,807,172 ordinary shares, representing 0.27 per cent of the company's ordinary issued share capital as at 21 May 2020. If the authority to purchase ordinary shares was exercised in full and those shares were subsequently cancelled, these share options would represent 0.29 per cent of the company's ordinary issued share capital.

### **Resolution 17: notice of general meeting will be proposed as a special resolution**

The Companies Act 2006 requires the notice period for general meetings of the company to be at least 21 days. Under its articles of association, the company is currently able to call general meetings (other than an annual general meeting) on not less than 14 days' notice and would like to preserve this ability. In order to do so, shareholders must first approve the calling of meetings on 14 days' notice. The shorter notice period would not be used as a matter of routine, but only when the flexibility was merited by the business of the meeting and the circumstances requiring the business. The approval will be effective until the end of the 2021 annual general meeting of the company, when it is intended that a similar resolution will be proposed.

### **Resolution 18: authorising political donations and political expenditure**

Shareholder approval is required for donations to political parties, independent election candidates and other political organisations, and for other political expenditure. The company does not make, and does not intend to make, donations to political parties. However, the definition of political donations is very broad and includes expenses incurred as part of the process of having dialogue with members of parliament and opinion formers to ensure that the issues and concerns of United Utilities are considered and addressed. The resolution seeks to ensure that the company and its subsidiaries remain within the law in carrying out these activities.

## General information

### Questions

Shareholders have a statutory right in accordance with section 319A of the Companies Act 2006 to ask and to receive an answer to a question relating to the business of the meeting, although an answer need not be given if in doing so, among other things, it was considered undesirable in the interests of the company or the good order of the meeting or if it involved the disclosure of confidential information.

### Website

A copy of this notice of meeting and details of the company's share capital in accordance with section 311A of the Companies Act 2006 are available on the company's website at [corporate.unitedutilities.com](http://corporate.unitedutilities.com)

### Security

Security personnel will be on hand at the meeting and we reserve the right to search the bags of any person seeking to access the venue. No recording equipment must be used.

### Documents

The company's articles of association will be available for inspection for at least 15 minutes prior to, and until the close of the meeting along with copies of executive directors' service contracts and non-executive directors' letters of appointment. Some of these documents are ordinarily available on the company's website.

### Voting

The record date for entry on the register of members for a member to have the right, if restrictions are lifted, to attend and vote at the meeting is 6.30 pm on Wednesday 22 July 2020 (or, if the meeting is adjourned, 6.30 pm on the day two days before the date fixed for the reconvened meeting). A poll vote will be held on each resolution and scrutinised by Equiniti ensuring the votes cast are correctly recorded, including any proxy votes. One vote can be cast for each ordinary share held.

### Proxy appointment

Every shareholder who is entitled to attend and vote has the right to appoint one or more persons as their proxy. Under the circumstances, the

board recommend that shareholders appoint the chairman of the meeting as their proxy, more than one proxy may be appointed provided each proxy is appointed to exercise rights in respect of a different share or shares held by the shareholder. Where a member appoints multiple proxies but the proxy forms submitted by that member would give the appointed proxies the apparent right to exercise a number of votes on behalf of that member in a general meeting in excess of the number of shares actually held by that member, then each of those proxy forms will be invalid and none of the proxies appointed under those proxy forms will be entitled to attend, speak, or vote at the AGM.

You may appoint your proxy or proxies electronically (see page 20) or by completing, detaching and returning the proxy form enclosed with this notice. You can scan or take a photograph of your completed proxy form and email to [proxyvotes@equiniti.com](mailto:proxyvotes@equiniti.com). The deadline for receipt by email by Equiniti is no later than 11 am on Wednesday 22 July 2020.

To be valid, completed proxy forms must be received by the company's registrar, Equiniti, at Aspect House, Spencer Road, Lancing, West Sussex, United Kingdom, BN99 6DA by no later than 11 am on Wednesday 22 July 2020. If a proxy form is lodged with the registrar, and a shareholder subsequently attended and wished to vote, the original proxy vote would be disregarded. To appoint more than one proxy, you may photocopy the form of proxy or request additional forms from the company's registrar, Equiniti, by telephone on **0371 384 2041**. Lines are open 8.30 am to 5.30 pm Monday to Friday excluding public holidays in England and Wales or for overseas shareholders **+44 121 415 7048**, or by writing to them at the above address. Multiple proxy appointments should be returned together in the same envelope.

The company is not under any obligation to investigate whether the exercise of any vote by any proxy accords with any instruction given by his appointor.

## General information

### Persons nominated to enjoy information rights

If you are not a shareholder, but enjoy information rights under the Companies Act 2006, you are not entitled to appoint a proxy. However, there may be an agreement between you and your nominating shareholder which entitles you to be appointed, or to have someone else appointed, as their proxy. If you don't have this right, or don't wish to exercise it, you may still be entitled under such an agreement to give instructions to that shareholder as to how you would like them to vote.

### Electronic proxy voting

Shareholders can register the appointment of a proxy for this meeting at [sharevote.co.uk](http://sharevote.co.uk) which is run by Equiniti. To do this, you'll need the three numbers (voting ID, task ID and shareholder reference number) that are quoted on your proxy form. Then follow the instructions on the website. If you have already registered with the company's registrars' online portfolio service, Shareview, you can submit your proxy by logging on to your portfolio at [shareview.co.uk](http://shareview.co.uk) using your usual user ID and password. Once logged in simply click 'View' on the 'My Investments' page, click on the link to vote then follow the on screen instructions. The appointment of a proxy must be received by Equiniti no later than 11 am on Wednesday 22 July 2020.

Please read the terms and conditions relating to the use of this facility before appointing a proxy. These terms and conditions may be viewed on the website. You may not use any electronic address provided in this notice to communicate with the company for any purpose other than those stated. Any electronic communication sent by a shareholder that is found to contain a virus will not be accepted.

### CREST electronic proxy appointment service

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST

manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to act on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST manual (available via [www.euroclear.com](http://www.euroclear.com)). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to an instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by Equiniti (ID RA19) no later than 11 am on Wednesday 22 July 2020 (or not less than 48 hours before any adjourned meeting).

For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider(s) to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by

any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST manual concerning practical limitations of the CREST system and timings.

The company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

### **Corporate representative**

Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares. Where a member appoints more than one corporate representative in respect of its shareholding, but in respect of different shares, those corporate representatives can act independently of each other and validly vote in different ways. The company is not under any obligation to investigate whether the exercise of any vote by any corporate representative accords with any instruction given by his appointor.

### **Issued share capital**

As at 21 May 2020 (being the latest practicable date prior to the publication of this document):

- (i) the company's issued share capital consisted of 681,888,418 ordinary shares of five pence each and 273,956,180 deferred shares of 170 pence each; and
- (ii) the total voting rights in the company were 681,888,418.

### **Shareholder requests**

Under section 527 of the Companies Act 2006 (the Act), members meeting the threshold requirements set out in that section have the right to require the company to publish on a website a statement setting out any matter relating to:

- (i) the audit of the company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the annual general meeting; or

- (ii) any circumstance connected with an auditor of the company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Act. The company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Act. Where the company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the annual general meeting includes any statement that the company has been required under section 527 of the Act to publish on a website.

Under sections 338 and 338A of the Act, shareholders may request the company to give notice of a resolution which is intended to be moved at an annual general meeting, or to include in the business of an annual general meeting other business which may properly be so included, provided that the resolution or other business would not be defamatory, frivolous or vexatious, and in the case of a proposed resolution, provided that the resolution would not be ineffective. The company will give notice of such a resolution or of such other business if sufficient requests have been received in accordance with sections 338(3) and 338A(3) of the Act.

### **Privacy**

Visit [unitedutilities.com/privacy](http://unitedutilities.com/privacy) for details of how we handle your personal details.

## Shareholder information

### Key dates

- › **25 June 2020**  
Ex-dividend date for 2019/20 final dividend
- › **26 June 2020**  
Record date for 2019/20 final dividend
- › **24 July 2020**  
Annual general meeting
- › **3 August 2020**  
Payment of 2019/20 final dividend to shareholders
- › **25 November 2020**  
Announcement of half-year results for the six months ending 30 September 2020
- › **17 December 2020**  
Ex-dividend date for 2020/21 interim dividend
- › **18 December 2020**  
Record date for 2020/21 interim dividend
- › **1 February 2021**  
Payment of 2020/21 interim dividend to shareholders
- › **May 2021**  
Announce the final results for the 2020/21 financial year
- › **June 2021**  
Publish the Annual Report and Financial Statements for the 2020/21 financial year

### Electronic communications

We're encouraging our shareholders to receive their shareholder information by email and via our website. Not only is this a quicker way for you to receive information, it helps us to be more sustainable by reducing paper and printing materials and lowering postage costs.

Registering for electronic shareholder communications is very straightforward, and is done online via [shareview.co.uk](https://shareview.co.uk) which is a website provided by our registrar, Equiniti.

Log on to [shareview.co.uk](https://shareview.co.uk) and you can:

- › set up electronic shareholder communication;
- › view your shareholdings;
- › update your address details if you change your address; and
- › get your dividends paid directly into your bank account.

Please do not use any electronic address provided in this notice or in any related document to communicate with the company for any purposes other than those expressly stated.

### Dividends paid direct to your bank account

Make life easier and have your dividends paid straight into your bank account

- › The dividend goes directly into your bank account and is available immediately;
- › No need to pay dividend cheques into your bank account;
- › No risk of losing cheques in the post;
- › No risk of having to replace spoiled or out-of-date cheques; and
- › It's cost-effective for your company.

To take advantage of this, please contact Equiniti via [shareview.co.uk](https://shareview.co.uk) or complete the dividend mandate form that you receive with your next dividend cheque.

If you choose to have your dividend paid directly into your bank account you'll receive one tax voucher each year. This will be issued with the interim dividend normally paid in February and will contain details of all the dividends paid in that tax year. If you'd like to receive a tax voucher with each dividend payment, please contact Equiniti.

## Registrar's details

The group's registrar, Equiniti, can be contacted on:

**0371 384 2041** or textphone for those with hearing difficulties:

**0371 384 2255**. Lines are open 8.30 am to 5.30 pm, Monday to Friday excluding public holidays in England and Wales.

The address is:

Equiniti, Aspect House, Spencer Road,  
Lancing, West Sussex, BN99 6DA.

Overseas shareholders may contact them on:

**+44 (0)121 415 7048**

Equiniti offers a share dealing service by telephone:

**0345 603 7037** and online: [shareview.co.uk/dealing](http://shareview.co.uk/dealing)

Equiniti also offers a stocks and shares ISA for United Utilities shares: call **0345 300 0430** or go to:

[shareview.co.uk/dealing](http://shareview.co.uk/dealing)

## Keeping you in the picture

You can find information about United Utilities quickly and easily on our website: [unitedutilities.com/corporate](http://unitedutilities.com/corporate). Here the Annual Report and Financial Statements, responsible business performance, company announcements, the half-year and final results and presentations are published.

## Warning to shareholders

Please be very wary of any unsolicited contact about your investments or offers of free company reports. It may be from an overseas 'broker' who could sell you worthless or high risk shares. If you deal with an unauthorised firm, you would not be eligible to receive payment under the Financial Services Compensation Scheme. Further information and a list of unauthorised firms that have targeted UK investors is available from the Financial Conduct Authority at: [fca.org.uk/consumers/protect-yourself/unauthorised-firms](http://fca.org.uk/consumers/protect-yourself/unauthorised-firms)

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Printed by Park Communications on FSC® certified paper.

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**Registered office:**

**United Utilities Group PLC**

Haweswater House, Lingley Mere Business Park  
Lingley Green Avenue, Great Sankey  
Warrington, WA5 3LP

Registered in England and Wales  
Registered number 6559020

Stock Code: UU.

**[unitedutilities.com](https://www.unitedutilities.com)**

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