

**UNITED UTILITIES GROUP PLC**

**DIRECTORS' AND PDMR'S SHAREHOLDINGS**

**NOTIONAL AND ACTUAL DIVIDEND REINVESTMENTS**

**2 FEBRUARY 2011**

**Performance Share Plan**

Under the rules of the performance share plan, awards are subject to uplift for notional dividends made or paid during the performance period. Accordingly, the dividend shares shown below have been notionally added to and form part of the award. In respect of the interim dividend of 10.00 pence per share paid on 2 February 2011, the number of additional shares granted has been calculated using the closing share price on 2 February 2011 of 550 pence per share. The figures reflect the maximum number of shares over which the option might be exercised. The actual number will depend upon the extent to which the established performance conditions are satisfied over the performance period. The awards are issued for nil consideration and may be exercised at nil cost to the participant.

*Awarded 5 August 2008 - Performance period 1 April 2008 to 31 March 2011*

Name of person discharging managerial responsibilities	Original no. of Ordinary shares awarded	Cumulative balance on which notional dividend paid	Shares added for dividend paid 2 February 2011	Balance carried forward
Philip Green	75,121	89,025	1,618	90,643
Gaynor Kenyon	11,872	14,066	255	14,321
Alison Clarke	19,368	22,951	417	23,368
Tom Keevil	20,803	24,652	448	25,100
Matthew Wright	15,602	18,487	336	18,823

*Awarded 23 June 2009 - Performance period 1 April 2009 to 31 March 2012*

Name of person discharging managerial responsibilities	Original no. of Ordinary shares awarded	Cumulative balance on which notional dividend paid	Shares added for dividend paid 2 February 2011	Balance carried forward
Philip Green	111,164	123,684	2,248	125,932
Gaynor Kenyon	16,467	18,320	333	18,653
Tom Keevil	28,855	32,104	583	32,687
Alison Clarke	26,865	29,889	543	30,432
Matthew Wright	23,631	26,292	478	26,770
Steven Fraser	19,900	22,139	402	22,541

*Awarded 13 July 2010 - Performance period 1 April 2010 to 31 March 2013*

Name of director/senior manager discharging managerial responsibilities	Original no. of Ordinary shares awarded	Cumulative balance on which notional dividend paid	Shares added for dividend paid 2 February 2011	Balance carried forward
Philip Green	100,739	104,684	1,903	106,587
Tom Keevil	26,149	27,173	494	27,667
Alison Clarke	24,346	25,299	459	25,758
Paul Worthington	22,091	22,956	417	23,373

Gaynor Kenyon	14,923	15,507	281	15,788
Matthew Wright	21,415	22,253	404	22,657
Steven Fraser	18,034	18,740	340	19,080

### Matching Share Award Plan

Under the rules of the matching share award plan, awards are subject to uplift for notional dividends made or paid during the performance period. Accordingly, the dividend shares shown below have been notionally added to and form part of the award. In respect of the interim dividend of 10.00 pence per share paid on 2 February 2011, the number of additional shares granted has been calculated using the closing share price on 2 February 2011 of 550 pence per share. The figures reflect the maximum number of shares over which the option might be exercised. The actual number will depend upon the extent to which the established performance conditions are satisfied over the performance period. The awards are issued for nil consideration and may be exercised at nil cost to the participant.

*Awarded 5 August 2008 Performance period 1 April 2008 to 31 March 2011*

Name of director/senior manager discharging managerial responsibilities	No. of Ordinary shares awarded	Cumulative balance on which notional dividend paid	Shares added for dividend paid 2 February 2011	Balance carried forward
Philip Green	65,755	77,925	1,416	79,341
Gaynor Kenyon	5,305	6,283	114	6,397
Alison Clarke	8,273	9,802	178	9,980
Tom Keevil	3,082	3,649	66	3,715

*Awarded 23 June 2009 Performance period 1 April 2009 to 31 March 2012*

Name of director/senior manager discharging managerial responsibilities	No. of Ordinary shares awarded	Cumulative balance on which notional dividend paid	Shares added for dividend paid 2 February 2011	Balance carried forward
Philip Green	33,956	37,780	686	38,466
Alison Clarke	4,073	4,530	82	4,612
Matthew Wright	2,595	2,886	52	2,938

*Awarded 13 July 2010 Performance period 1 April 2010 to 31 March 2013*

Name of director/senior manager discharging managerial responsibilities	No. of Ordinary shares awarded	Cumulative balance on which notional dividend paid	Shares added for dividend paid 2 February 2011	Balance carried forward
Tom Keevil	13,943	14,489	263	14,752
Matthew Wright	10,669	11,086	201	11,287

### Deferred Share Award Plan

Under the rules of the deferred share award scheme ('the scheme') awards are subject to uplift for notional dividends made or paid during the vesting period. Accordingly the dividend shares shown below have been notionally added to and form part of the award. In respect of the interim dividend of 10.00 pence per share paid on 2 February 2010, the number of additional shares awarded has been calculated using the closing share price on 2 February 2011 of 550 pence per share. Under the terms of the scheme, awards will (which are

structured as options to acquire shares in the company with a zero exercise price) be satisfied by using shares purchased in the market or by payment of a cash amount equal to the market value, on the date of exercise, of the shares (including dividend equivalent shares) held. Newly issued or treasury shares cannot be used to satisfy awards under this plan. No directors of the company can participate in the scheme. The awards will normally become capable of exercise after the end of the vesting period and must be exercised within 90 days thereafter. The ability to exercise an award is not subject to satisfying a performance target.

*Vesting period – 30 January 2009 – 5 August 2011*

Name of director/senior manager discharging managerial responsibilities	No. of Ordinary shares awarded	Cumulative balance on which notional dividend paid	Shares added for dividend paid 2 February 2011	Balance carried forward
Steven Fraser	6,767	7,671	139	7,810
Matthew Wright	8,555	9,696	176	9,872

*Vesting period – 23 June 2009 – 23 June 2012*

Name of director/senior manager discharging managerial responsibilities	No. of Ordinary shares awarded	Cumulative balance on which notional dividend paid	Shares added for dividend paid 2 February 2011	Balance carried forward
Steven Fraser	6,766	7,527	136	7,663

### **Share Incentive Plan**

Notification was been received today that the Trustee, Equiniti Share Plan Trustees Limited, purchased ordinary shares of 5p each on behalf of the following directors/PDMRs on 2 February 2011, as dividend reinvestment shares in accordance with the rules of the Company's HMRC approved share incentive plan. The shares were purchased at a price of 557.98 pence per share.

Director	Balance held prior to dividend purchase	No. of Shares purchased	Revised balance
Alison Clarke	1,068	18	1,086
Steven Fraser	1,591	27	1,618
Philip Green	1,705	30	1,735
Tom Keevil	1,178	21	1,199
Gaynor Kenyon	1,330	23	1,353

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Further information can be obtained from Jane Gilmore, Deputy Company Secretary 44 1 925 237052.

United Utilities Group's ordinary shares trade on the London Stock Exchange and its ADRs, each equal to two ordinary shares, trade OTC in the USA under the Trading Symbol "UUGRY".