

UNITED UTILITIES GROUP PLC

RESOLUTIONS PASSED

25 JULY 2011

At the annual general meeting held on 22 July 2011, at the Midland Hotel, Manchester the following resolutions were duly passed. Resolutions 13 and 18 were passed as ordinary resolutions and resolutions 14, 15, 16 and 17 as special resolutions.

13. AUTHORITY TO ALLOT SHARES

IT WAS RESOLVED:

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 an aggregate nominal amount of £11,361,356 (such amount to be reduced by the aggregate nominal amount allotted or granted 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 an aggregate nominal amount of £22,722,712 (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 authorities to apply until the end of next year's annual general meeting or until the close of business on 21 January 2013, whichever is earlier, 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.

14. DISAPPLICATION OF STATUTORY PRE-EMPTION RIGHTS

IT WAS RESOLVED AS A SPECIAL RESOLUTION:

THAT the board be given 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,

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 an aggregate nominal amount of £1,704,203, such power to apply until the end of next year's annual general meeting or until the close of business on 21 January 2013, whichever is earlier, 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.

15. MARKET PURCHASE OF ITS OWN SHARES BY THE COMPANY

IT WAS RESOLVED AS A SPECIAL RESOLUTION:

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 68,168,136 ordinary shares;

(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 five per cent above the average market value of an ordinary share for the five business days immediately preceding the day on which that ordinary share is contracted to be purchased; and

(ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out,

in each case, exclusive of expenses;

such power to apply until the end of next year's annual general meeting or until the close of business on 21 January 2013, whichever is earlier, but in each case so that 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.

16. NOTICE OF GENERAL MEETING

IT WAS RESOLVED AS A SPECIAL RESOLUTION:

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

17. AMENDMENT TO THE ARTICLES OF ASSOCIATION

IT WAS RESOLVED AS A SPECIAL RESOLUTION:

THAT the articles of association be amended by the inclusion of the following as a new article 81A

81A

(1) If:

(a) at the annual general meeting in any year any resolution or resolutions for the election or reappointment of the persons eligible for election or reappointment as directors are put to the meeting and lost, and

(b) at the end of that meeting the number of directors is fewer than any minimum number of directors required under Article 62,

all retiring directors who stood for election or reappointment at that meeting (the Retiring Directors) shall be deemed to have been elected or reappointed as directors and shall remain in office, but the Retiring Directors may only:

(i) act for the purpose of appointing an additional director or directors (such appointment(s) to be ratified by the company at the next general meeting);

(ii) convene a general meeting of the company for the purpose of the appointment of additional directors and/or the ratification by the company of any directors appointed by the Retiring Directors; and

(iii) perform such duties as are essential to maintain the company as a going concern, but not for any other purpose.

(2) The Retiring Directors shall convene the general meeting referred to in Article 81A(1)(ii) as soon as reasonably practicable following the meeting referred to Article 81A (1)(a) and (b) and they shall retire from office at that meeting if the number of directors appointed or ratified by the company at that meeting is equal to or more than the minimum number of directors required under Article 62.

(3) If at the end of any meeting convened under Article 81A (2) the number of directors is fewer than any minimum number of directors required under Article 62, the provisions of Articles 81A (1) and 81A (2) shall also apply to that meeting.

18. AUTHORISATION OF POLITICAL DONATIONS AND POLITICAL EXPENDITURE

IT WAS RESOLVED:

THAT, 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 to which Part 14 of the Act applies, not exceeding £50,000 in total;

(B) to make political donations to political organisations other than political parties, not exceeding £50,000 in total; and

(C) to incur political expenditure, not exceeding £50,000 in total; in each case during the period beginning with the date of the passing of this resolution and ending on the conclusion of the next annual general meeting of the company or the close of business on 21 January 2013, whichever is earlier. 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 £150,000.

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