

**UNITED UTILITIES GROUP PLC**

**DIRECTORS' AND PDMRS' SHAREHOLDINGS**

**NOTIONAL AND ACTUAL DIVIDEND REINVESTMENTS**

**5 FEBRUARY 2013**

**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 11.44 pence per share paid on 1 February 2013, the number of additional shares granted has been calculated using the closing share price on 1 February 2013 of 731.5 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 12 July 2010 - Performance period 1 April 2010 to 31 March 2013*

Name of director/person discharging managerial responsibilities	Original no. of Ordinary shares awarded	Cumulative balance on which notional dividend paid	Shares added for dividend paid 1 February 2013	Balance carried forward
Gaynor Kenyon	14,923	17,130	267	17,397
Steven Fraser	18,034	20,701	323	21,024
Russ Houlden	47,578	54,619	854	55,473

*Awarded 8 July 2011 - Performance period 1 April 2011 to 31 March 2014*

Name of director/person discharging managerial responsibilities	Original no. of Ordinary shares awarded	Cumulative balance on which notional dividend paid	Shares added for dividend paid 1 February 2013	Balance carried forward
Steve Mogford	75,020	81,399	1,273	82,672
Russ Houlden	46,166	50,091	783	50,874
Gaynor Kenyon	14,427	15,652	244	15,896
Steven Fraser	18,961	20,572	321	20,893
Sally Cabrini	17,724	19,230	300	19,530
Neil Colman	13,190	14,310	223	14,533
Tony Conway	13,190	14,310	223	14,533
Gary Dixon	12,937	14,036	219	14,255
Simon Gardiner	16,949	18,389	287	18,676
Janice Smethurst	7,796	8,454	132	8,586

*Awarded 15 June 2012 - Performance period 1 April 2012 to 31 March 2015*

Name of director/person discharging managerial responsibilities	Original no. of Ordinary shares awarded	Cumulative balance on which notional dividend paid	Shares added for dividend paid 1 February 2013	Balance carried forward
Sue Amies-King	9,404	9,696	151	9,847
Sally Cabrini	15,797	16,288	254	16,542
Neil Colman	11,756	12,121	189	12,310
Tony Conway	11,756	12,121	189	12,310
Gary Dixon	11,217	11,565	180	11,745
Steven Fraser	18,368	18,938	296	19,234
Simon Gardiner	14,695	15,151	236	15,387
Jonathan Hodgkin	12,490	12,878	201	13,079
Russ Houlden	42,174	43,484	680	44,164
Gaynor Kenyon	13,115	13,522	211	13,733
Steve Mogford	66,862	68,940	1,078	70,018
Janice Smethurst	6,759	6,969	108	7,077

#### **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 11.44 pence per share paid on 1 February 2013, the number of additional shares granted has been calculated using the closing share price on 1 February 2013 of 731.5 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 8 July 2011 – Performance period 1 April 2011 to 31 March 2014*

Name of director/person discharging managerial responsibilities	No. of Ordinary shares awarded	Cumulative balance on which notional dividend paid	Shares added for dividend paid 1 February 2013	Balance carried forward
Steve Mogford	16,313	17,699	276	17,975
Russ Houlden	21,140	22,937	358	23,295
Sally Cabrini	9,025	9,791	153	9,944
Steven Fraser	9,965	10,810	169	10,979
Gaynor Kenyon	2,595	2,814	44	2,858

*Awarded 15 June 2012 – Performance period 1 April 2012 to 31 March 2015*

Name of director/person discharging managerial responsibilities	No. of Ordinary shares awarded	Cumulative balance on which notional dividend paid	Shares added for dividend paid 1 February 2013	Balance carried forward
Sally Cabrini	6,575	6,779	106	6,885
Neil Colman	3,063	3,158	49	3,207

Tony Conway	4,459	4,597	71	4,668
Gary Dixon	2,014	2,076	32	2,108
Steven Fraser	7,415	7,645	119	7,764
Simon Gardiner	4,618	4,761	74	4,835
Russ Houlden	29,684	30,606	478	31,084
Gaynor Kenyon	2,491	2,568	40	2,608
Steve Mogford	48,151	49,647	776	50,423

### 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 11.44 pence per share paid on 1 February 2013, the number of additional shares awarded has been calculated using the closing share price on 1 February 2013 of 731.5 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 – 28 July 2010 – 28 July 2013*

Name of director/person discharging managerial responsibilities	No. of Ordinary shares awarded	Cumulative balance on which notional dividend paid	Shares added for dividend paid 1 February 2013	Balance carried forward
Sally Cabrini	6,631	7,611	119	7,730
Gary Dixon	13,621	15,633	244	15,877
Simon Gardiner	6,005	6,892	107	6,999

#### *Vesting period – 3 July 2012 – 3 July 2015*

Name of director/person discharging managerial responsibilities	No. of Ordinary shares awarded	Cumulative balance on which notional dividend paid	Shares added for dividend paid 1 February 2013	Balance carried forward
Steven Fraser	19,352	19,953	312	20,265

### Matched Share Investment Schemes

#### **Russ Houlden – awarded 1 October 2010**

As part of the terms of Russ Houlden's recruitment, the company established a matched share incentive scheme for him as sole participant by which the company undertook to match an investment of 36,710 shares made by Mr Houlden himself upon his appointment provided he remains with the company until October 2015. The award is subject to uplift for notional dividends made or paid during the period. In respect of the interim dividend of 11.44p per share paid on 1 February 2013, the number of additional shares granted has been calculated using the closing share prices on 1 February 2013 of 731.5 pence per share.

No. of Ordinary shares awarded	Cumulative balance on which notional dividend paid	Shares added for dividend paid 1 February 2013	Balance carried forward
36,710	40,554	634	41,188

#### Steve Mogford – awarded 27 May 2011

As part of the terms of Steve Mogford's recruitment, the company established a matched share incentive scheme for him as sole participant by which the company undertook to match an investment of 86,742 shares made by Mr Mogford himself upon his appointment provided he remains with the company until January 2016. The award is subject to uplift for notional dividends made or paid during the period. In respect of the interim dividend of 11.44p per share paid on 1 February 2013, the number of additional shares granted has been calculated using the closing share prices on 1 February 2013 of 731.5 pence per share.

No. of Ordinary shares awarded	Cumulative balance on which notional dividend paid	Shares added for dividend paid 1 February 2013	Balance carried forward
86,742	94,118	1,471	95,589

#### 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 1 February 2013, 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 740 pence per share.

Name of director/person discharging managerial responsibilities	Balance held prior to dividend purchase	No. of Shares purchased	Revised balance
Sally Cabrini	258	3	261
Steven Fraser	2,355	36	2,391
Simon Gardiner	3,379	52	3,431
Gaynor Kenyon	2,065	31	2,096
Neil Colman	3,099	48	3,147
Russ Houlden	826	13	839
Gary Dixon	2,740	42	2,782
Steve Mogford	815	12	827
Janice Smethurst	1,709	26	1,735

---

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 over the counter using the trading symbol "UUGRY"