

UNITED UTILITIES GROUP PLC

DIRECTORS' AND PDMRS' SHAREHOLDINGS

NOTIONAL AND ACTUAL DIVIDEND REINVESTMENTS

3 FEBRUARY 2015

Performance Share Plan

Under the rules of the performance share plan ('the 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 12.56 pence per share paid on 2 February 2015, the number of additional shares granted has been calculated using the closing share price on 2 February 2015 of 1001 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. No further awards will be granted under this plan.

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 2 February 2015	Balance carried forward
Sue Amies-King	9,404	10,614	133	10,747
Sally Cabrini	15,797	17,833	223	18,056
Neil Colman	11,756	13,271	166	13,347
Gary Dixon	11,217	12,661	158	12,819
Steven Fraser	18,368	20,735	260	20,995
Simon Gardiner	14,695	16,587	208	16,795
Jonathan Hodgkin	12,490	14,100	176	14,276
Russ Houlden	42,174	47,614	597	48,211
Gaynor Kenyon	13,115	14,805	185	14,990
Steve Mogford	66,862	75,488	947	76,435
Janice Smethurst	6,759	7,629	95	7,724
Paula Steer	7,053	7,961	99	8,060

Matching Share Award Plan

Under the rules of the matching share award plan ('the 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 12.56 pence per share paid on 2 February 2015, the number of additional shares granted has been calculated using the closing share price on 2 February 2015 of 1001 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. No further awards will be granted under this plan.

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 2 February 2015	Balance carried forward
Sally Cabrini	6,575	7,422	93	7,515
Neil Colman	3,063	3,456	43	3,499
Gary Dixon	2,014	2,272	28	2,300
Steven Fraser	7,415	8,370	105	8,475
Simon Gardiner	4,618	5,211	65	5,276
Russ Houlden	29,684	33,511	420	33,931
Gaynor Kenyon	2,491	2,810	35	2,845
Steve Mogford	48,151	54,362	682	55,044

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 12.56 pence per share paid on 2 February 2015, the number of additional shares awarded has been calculated using the closing share price on 2 February 2015 of 1001 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.

Participants cannot be directors of the company at the time of grant. 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 – 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 2 February 2015	Balance carried forward
Steven Fraser	19,352	21,847	274	22,121

Vesting period – 1 July 2014 – 1 July 2017

Name of director/person discharging managerial responsibilities	No. of Ordinary shares awarded	Cumulative balance on which notional dividend paid	Shares added for dividend paid 2 February 2015	Balance carried forward
Sue Amies-King	10,285	10,573	132	10,705

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 12.56 pence per share paid on 2 February 2015, the number of additional shares granted has been calculated using the closing share price on 2 February 2015 of 1001 pence per share.

No. of Ordinary shares awarded	Cumulative balance on which notional dividend paid	Shares added for dividend paid 2 February 2015	Balance carried forward
36,710	44,405	557	44,962

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 12.56 pence per share paid on 2 February 2015, the number of additional shares granted has been calculated using the closing share price on 2 February 2015 of 1001 pence per share.

No. of Ordinary shares awarded	Cumulative balance on which notional dividend paid	Shares added for dividend paid 2 February 2015	Balance carried forward
86,742	103,058	1,293	104,351

Deferred Bonus Plan

Under the rules of the deferred bonus plan ('the plan') conditional awards are subject to uplift for notional dividends made or paid during the vesting period. Accordingly the dividend equivalent shares shown below have been notionally added to and form part of the award. In respect of the interim dividend of 12.56 pence per share paid on 2 February 2015, the number of additional shares awarded has been calculated using the closing share price on 2 February 2015 of 1001 pence per share. Under the terms of plan, conditional awards will normally be satisfied at the end of the vesting period by using shares purchased in the market. Newly issued or treasury shares cannot be used to satisfy awards under this plan. The conditional award of shares, as uplifted by dividend equivalent shares, will vest on the vesting date.

Awarded 17 June 2013 – Vesting date 17 June 2016

Name of director/person discharging managerial responsibilities	Original conditional award of shares	Cumulative balance on which notional dividend paid	Dividend equivalent shares added for dividend paid on 2 February 2015	Balance carried forward
Sue Amies-King	2,769	2,984	37	3,021
Sally Cabrini	4,778	5,149	64	5,213
Neil Colman	3,308	3,565	44	3,609
Gary Dixon	3,285	3,540	44	3,584
Steven Fraser	5,396	5,816	72	5,888
Simon Gardiner	4,211	4,538	56	4,594
Jonathan Hodgkin	3,246	3,498	43	3,541
Russ Houlden	31,278	33,721	423	34,144
Gaynor Kenyon	3,600	3,879	48	3,927
Steve Mogford	49,573	53,446	670	54,116

Awarded 30 June 2014 – Vesting date 30 June 2017

Name of director/person discharging managerial responsibilities	Original conditional award of shares	Cumulative balance on which notional dividend paid	Dividend equivalent shares added for dividend paid on 2 February 2015	Balance carried forward
Sue Amies-King	5,410	5,561	69	5,630
Sally Cabrini	8,026	8,251	103	8,354
Neil Colman	5,600	5,757	72	5,829
Gary Dixon	5,299	5,447	68	5,515
Steven Fraser	9,476	9,742	122	9,864
Simon Gardiner	6,961	7,156	89	7,245
Jonathan Hodgkin	5,475	5,628	70	5,698
Russ Houlden	24,615	25,306	317	25,623
Gaynor Kenyon	6,057	6,227	78	6,305
Steve Mogford	38,998	40,092	503	40,595

Long Term Plan

Under the rules of the long term plan ('the plan') conditional awards are subject to uplift for notional dividends made or paid during the vesting period. Accordingly the dividend equivalent shares shown below have been notionally added to and form part of the award. In respect of the interim dividend of 12.56 pence per share paid on 2 February 2015, the number of additional shares awarded has been calculated using the closing share price on 2 February 2015 of 1001 pence per share. The figures reflect the maximum number of shares which will vest. The actual number will depend upon the extent to which the established performance conditions are satisfied over the performance period. Executive directors are subject to a further two-year holding period.

Awarded 29 July 2013 – Performance period 1 April 2013 to 31 March 2016

Name of director/person discharging managerial responsibilities	Original conditional award of shares	Cumulative balance on which notional dividend paid	Dividend equivalent shares added for dividend paid on 2 February 2015	Balance carried forward
Sue Amies-King	15,631	16,852	211	17,063
Sally Cabrini	22,958	24,750	310	25,060
Neil Colman	16,022	17,272	216	17,488
Gary Dixon	15,631	16,852	211	17,063
Steven Fraser	25,694	27,700	347	28,047
Simon Gardiner	20,516	22,117	277	22,394
Jonathan Hodgkin	16,608	17,904	224	18,128
Russ Houlden *	76,203	82,156	1,030	83,186
Gaynor Kenyon	17,859	19,253	241	19,494
Steve Mogford *	120,746	130,180	1,633	131,813
Janice Smethurst	7,257	7,823	98	7,921
Paula Steer	6,699	7,221	90	7,311

Awarded 27 June 2014 – Performance period 1 April 2014 to 31 March 2017

Name of director/person discharging managerial responsibilities	Original conditional award of shares	Cumulative balance on which notional dividend paid	Dividend equivalent shares added for dividend paid on 2 February 2015	Balance carried forward
Sue Amies-King	13,356	13,730	172	13,902
Sally Cabrini	19,875	20,432	256	20,688
Neil Colman	13,912	14,302	179	14,481
Gary Dixon	13,038	13,404	168	13,572
Steven Fraser	23,850	24,519	307	24,826
Simon Gardiner	17,132	17,612	220	17,832
Jonathan Hodgkin	13,833	14,221	178	14,399
Russ Houlden *	63,560	65,344	819	66,163
Gaynor Kenyon	14,906	15,324	192	15,516
Steve Mogford *	100,692	103,518	1,298	104,816
Janice Smethurst	6,053	6,222	78	6,300
Paula Steer	5,451	5,604	70	5,674

* Denotes Executive Director subject to additional 2 year holding period.

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 2015, 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 1016 pence per share.

Name of director/person discharging managerial responsibilities	Balance held prior to dividend purchase	No. of Shares purchased	Revised balance
Sue Amies-King	723	8	731
Sally Cabrini	549	7	556
Steven Fraser	3,096	38	3,134
Simon Gardiner	4,215	52	4,267
Gaynor Kenyon	2,778	34	2,812
Neil Colman	3,910	48	3,958
Jonathan Hodgkin	185	2	187
Russ Houlden	1,421	18	1,439
Gary Dixon	3,516	43	3,559
Steve Mogford	1,410	17	1,427
Janice Smethurst	2,386	29	2,415
Paula Steer	2,852	35	2,887

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

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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 using the trading symbol "UUGRY"