

**UNITED UTILITIES GROUP PLC**

**DIRECTORS' AND PDMRS' SHAREHOLDINGS**

**NOTIONAL AND ACTUAL DIVIDEND REINVESTMENTS**

**5 AUGUST 2015**

**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 final dividend of 25.14 pence per share paid on 3 August 2015, the number of additional shares granted has been calculated using the closing share price on 3 August 2015 of 885.5 pence per share.

No. of Ordinary shares awarded	Cumulative balance on which notional dividend paid	Shares added for dividend paid 3 August 2015	Balance carried forward
36,710	44,962	1,276	46,238

**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 final dividend of 25.14 pence per share paid on 3 August 2015, the number of additional shares granted has been calculated using the closing share price on 3 August 2015 of 885.5 pence per share.

No. of Ordinary shares awarded	Cumulative balance on which notional dividend paid	Shares added for dividend paid 3 August 2015	Balance carried forward
86,742	104,351	2,962	107,313

**Deferred Bonus Plan**

Under the rules of the deferred bonus plan ('the plan') vested shares are subject to uplift for dividend equivalents in respect of the dividend record dates occurring between the grant date and the vesting date. Accordingly the dividend equivalent shares shown below have been notionally added to the award. In respect of the final dividend of 25.14 pence per share paid on 3 August 2015, the number of additional shares awarded has been calculated using the closing share price on 3 August 2015 of 885.5 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 3 August 2015	Balance carried forward
Sue Amies-King	2,769	3,021	85	3,106
Sally Cabrini	4,778	5,213	148	5,361
Gary Dixon	3,285	3,584	101	3,685
Steven Fraser	5,396	5,888	167	6,055
Simon Gardiner	4,211	4,594	130	4,724
Jonathan Hodgkin	3,246	3,541	100	3,641
Russ Houlden	31,278	34,144	969	35,113
Gaynor Kenyon	3,600	3,927	111	4,038
Steve Mogford	49,573	54,116	1,536	55,652

*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 <sup>1</sup>	Dividend equivalent shares added for dividend paid on 3 August 2015	Balance carried forward
Sue Amies-King	5,410	5,477	155	5,632
Sally Cabrini	8,026	8,126	230	8,356
Gary Dixon	5,299	5,365	152	5,517
Steven Fraser	9,476	9,594	272	9,866
Simon Gardiner	6,961	7,048	200	7,248
Jonathan Hodgkin	5,475	5,543	157	5,700
Russ Houlden	24,615	24,923	707	25,630
Gaynor Kenyon	6,057	6,132	174	6,306
Steve Mogford	38,998	39,487	1,121	40,608

<sup>1</sup> Cumulative notional dividend equivalent shares adjusted to correct an administrative error to exclude previously allocated notional dividend paid on 1 August 2014.

*Awarded 16 June 2015 – Vesting date 16 June 2018*

Name of director/person discharging managerial responsibilities	Original conditional award of shares	Dividend equivalent shares added for dividend paid on 3 August 2015	Balance carried forward
Sue Amies-King	5,271	149	5,420
Sally Cabrini	7,576	215	7,791
Gary Dixon	4,852	137	4,989
Steven Fraser	8,992	255	9,247
Simon Gardiner	6,596	187	6,783
Jonathan Hodgkin	5,014	142	5,156
Russ Houlden	23,168	657	23,825
Gaynor Kenyon	5,475	155	5,630
Steve Mogford	36,700	1,041	37,741

## Long Term Plan

Under the rules of the long term plan ('the plan') vested shares are subject to uplift for dividend equivalents in respect of the dividend record dates occurring between the grant date and the vesting date. Accordingly the dividend equivalent shares shown below have been notionally added to the award. In respect of the final dividend of 25.14 pence per share paid on 3 August 2015, the number of additional shares awarded has been calculated using the closing share price on 3 August 2015 of 885.5 pence per share. The actual number of shares that will vest will depend upon the extent to which the established performance conditions are satisfied over the three-year 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 <sup>1</sup>	Dividend equivalent shares added for dividend paid on 3 August 2015	Balance carried forward
Sue Amies-King	15,631	16,540	469	17,009
Sally Cabrini	22,958	24,295	689	24,984
Gary Dixon	15,631	16,540	469	17,009
Steven Fraser	25,694	27,190	771	27,961
Simon Gardiner	20,516	21,711	616	22,327
Jonathan Hodgkin	16,608	17,574	498	18,072
Russ Houlden *	76,203	80,642	2,289	82,931
Gaynor Kenyon	17,859	18,898	536	19,434
Steve Mogford *	120,746	127,781	3,627	131,408

<sup>1</sup> Cumulative notional dividend equivalent shares adjusted to correct an administrative error to exclude previously allocated notional dividend paid on 2 August 2013.

### *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 <sup>1</sup>	Dividend equivalent shares added for dividend paid on 3 August 2015	Balance carried forward
Sue Amies-King	13,356	13,523	383	13,906
Sally Cabrini	19,875	20,124	571	20,695
Gary Dixon	13,038	13,201	374	13,575
Steven Fraser	23,850	24,149	685	24,834
Simon Gardiner	17,132	17,346	492	17,838
Jonathan Hodgkin	13,833	14,006	397	14,403
Russ Houlden *	63,560	64,357	1,827	66,184
Gaynor Kenyon	14,906	15,093	428	15,521
Steve Mogford *	100,692	101,955	2,894	104,849

<sup>1</sup> Cumulative notional dividend equivalent shares adjusted to correct an administrative error to exclude previously allocated notional dividend paid on 1 August 2014.

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

## Deferred Share Award Scheme

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 final dividend of 25.14 pence per share paid on 3 August 2015, the number of additional shares awarded has been calculated using the closing share price on 3 August 2015 of 885.5 pence per share. Under the terms of the scheme, awards (which are structured as options to acquire shares in the company with a zero exercise price) will 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 subject to satisfactory job performance.

*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 3 August 2015	Balance carried forward
Sue Amies-King	10,285	10,705	303	11,008

## 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 3 August 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 891 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	845	24	869
Sally Cabrini	556	16	572
Steven Fraser	3,227	91	3,318
Simon Gardiner	4,361	123	4,484
Gaynor Kenyon	2,905	82	2,987
Jonathan Hodgkin	281	8	289
Russ Houlden	1,531	43	1,574
Gary Dixon	3,652	103	3,755
Steve Mogford	1,520	43	1,563

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"