

United Utilities Group PLC

Notice of Annual General Meeting 2025



Chair's letter

United Utilities Group PLC

Haweswater House,
Lingley Mere Business Park
Lingley Green Avenue, Great Sankey
Warrington, WA5 3LP

Registered in England and Wales

Registered Number 6559020

Sir David Higgins
Chair



Dear Shareholder

2025 Annual General Meeting

I am pleased to provide details of the annual general meeting of United Utilities Group PLC (the 'company') (the 'AGM' or 'annual general meeting', or the 'meeting'). The meeting will be held at the **Dovestone Conference Centre, Lingley Mere Business Park, Lingley Green Avenue, Great Sankey, Warrington WA5 3LP** (the 'venue'), on Friday 18 July 2025 at 11.00am.

The notice of annual general meeting is set out on pages 08 to 11, together with explanatory notes. The 31 March 2025 annual report and financial statements are available on our website along with an electronic copy of this notice of meeting at unitedutilities.com/corporate

I am looking forward to welcoming those shareholders able to join us to the annual general meeting which is being held on site at the group's main offices in Warrington. On the two occasions when virtual links were provided, very few shareholders used the electronic links, as a result, we are again opting for the approach of shareholders being present in-person. Light refreshments will be served before the meeting.

Voting

You are strongly encouraged to exercise your right to vote, you can do this by:

- going online at shareview.co.uk and voting electronically. To do this you will need to create an online portfolio using your Shareholder Reference Number (SRN) that is printed on your proxy form; or

- complete your proxy voting form and appoint the chair of the meeting to act in accordance with your instructions, and post it to the pre-printed address; or
- if you have already registered with Equiniti's online portfolio service, you can appoint the chair of the meeting as your proxy at shareview.co.uk; or
- vote during the meeting in person by attending the venue.

Proxy votes must be received by 11.00am on Wednesday 16 July 2025. Further information can be found on page 17. The results of the poll will be announced to the London Stock Exchange and will be published on our website as soon as reasonably practicable after the meeting.

Final dividend

Subject to approval at the annual general meeting, the final dividend for the financial year ended 31 March 2025 of 34.57 pence per ordinary share will be paid on 1 August 2025 to those members whose names appear on the register at the close of business on 20 June 2025.

The sending out of cheques for the company's dividend payments has been phased out. If you have not done so already, please therefore take action to have your dividend paid directly into your UK bank or building society account, as you will not receive any further dividend cheques. Shareholders resident outside the UK may wish to use the overseas payment service offered by Equiniti. Further Information can be found on page 26.

Other matters

Our current directors' remuneration policy was approved by shareholders in 2022. The board is proposing a resolution to approve a new policy in line with the requirement that it must be renewed at least every three years. The board is also proposing a special resolution adopting new articles of association of the company to implement changes which reflect current market practice.

At its 2022 AGM, the board proposed that the company's climate-related financial disclosures

for 2022 (as set out on pages 86 to 94 of the 2022 annual report and financial statements) be proposed to shareholders as a non-binding advisory vote, with the intention of proposing a similar resolution to shareholders not more than every three years (which period would be subject to review by the board from time to time). Following receipt of the final determination (FD) in January 2025, the board has concluded that, to ensure the group can properly consider the impact of the FD on its climate strategy, it would defer any non-binding advisory vote to the company's 2026 AGM.

Questions

Shareholders can submit questions relating to the business of the meeting in advance. We will seek to respond to questions received before the close of business on Monday 7 July 2025, by close of business on Monday 14 July 2025, ahead of the proxy voting deadline of Wednesday 16 July 2025. To submit a question, please see page 17.

Recommendation

The board is of the opinion that all resolutions to be proposed at the AGM are likely to promote the success of the company and are in the best interests of the company and its shareholders as a whole. Accordingly, the board unanimously recommends that you vote in favour of all the proposed resolutions.

In the event that the arrangements for the meeting have to be changed, information will be released via the regulatory news service and placed on the company's website. For the avoidance of doubt, unacceptable behaviour from those attending the meeting will not be tolerated and will be dealt with appropriately.

Yours faithfully



Sir David Higgins
Chair

Chief Executive Officer's review



Proud to lead a high-performing company into a period of transformation and growth

We have delivered a strong performance over the course of AMP7, making significant improvements and outperforming the regulatory contract. This year, we accepted the final determination for AMP8, which will see the largest investment in more than 100 years, helping us to deliver this step change in performance for customers, communities and the environment.

Louise Beardmore
Chief Executive Officer



We have, for some time, been preparing for AMP8 – building new capability, using an innovative five-county approach, and undertaking early supplier onboarding. Alongside our strong track record, this gives us confidence that we can successfully deliver our ambitious investment programme.

While all eyes are firmly looking ahead, as we conclude another busy year and close out AMP7 I want to reflect on the great progress we have made over the last five years.

Delivering improvements for customers

We are the only UK water and sewerage company to earn the Service Mark with Distinction from the Institute of Customer Service, the Chartered Institute of Credit Management excellence in credit management, and the BSI kitemark for inclusive service, maintaining our focus on service excellence for all customers.

We have maintained our position as the leading listed company on Ofwat's measure of customer satisfaction, C-MeX, and we have earned a reward against this metric in each year and the third highest reward across AMP7, demonstrating consistently strong performance for household customers. We also perform strongly on housing developer and business

retailer satisfaction, D-MeX and BR-MeX, meeting our targets since reporting began and expecting to place in an upper quartile position for both.

We have been driving improvements in water quality across the region, with a 29 per cent reduction in customer contacts over AMP7, achieving our lowest ever levels. This has been helped by our company-wide culture-change programme (Water Quality First), as well as some significant targeted investment in infrastructure.

We have recently reached the halfway point in our eight-year project upgrading the Vyrnwy Aqueduct to improve water quality for a million customers, which has been delivered on time and within budget. We also have a number of key strategic projects underway through AMP8 to deliver further improvements to water quality.

We saw periods of particularly intense rainfall in the winter of 2024, and the unprecedented heavy rainfall over the New Year caused a number of rivers to burst their banks and the collapse of part of the Bridgewater Canal, resulting in significant flooding. We took part in a multi-agency emergency response alongside emergency services, the Environment Agency (EA) and local councils, helping to minimise the impact and assist those affected.



This naturally impacted our weather-responsive wastewater performance measures – particularly sewer flooding and pollutions – but despite the heavy rainfall and challenging targets, we continue to deliver improvements, with internal sewer flooding 19 per cent lower than last year and our lowest ever level of sewer blockages. We have consistently been one of the strongest performers at minimising pollution, and the only company to have achieved ‘green’ status on serious pollution incidents in the EA’s Environmental Performance Assessment (EPA) every year since it began.

As well as improving our service for customers, we remain focused on supporting those experiencing affordability or vulnerability challenges. We have helped 414,000 customers with affordability support in the last five years, and around 540,000 customers are registered to receive additional tailored support through our Priority Services offering.

Driving improvements for the environment

Protecting and enhancing the natural environment remains a top priority, and we are really pleased to have consistently been one of the strongest performers in the EPA. We have achieved the upper ratings (3-star “good” and 4-star “industry-leading”) every year so far,

earning the top 4-star rating in six of the last nine years, including the latest assessment for 2023. As measurement standards continue to tighten, we are committed to doing more.

Rivers have been an area of particular focus, with improvements delivered through our AMP7 commitments, and the fast start we have made on tackling spills from storm overflows. Between the additional AMP7 investment, accelerating delivery of our Better Rivers programme, and AMP8 investment we have brought forward targeting some of the highest spilling sites, we have made big strides.

2024 saw almost 20,000 fewer spills than 2023 and a 31 per cent reduction in duration. Despite the intense periods of rainfall during the year, spills per overflow are down 39 per cent since 2020. While excellent progress and exceeding our target of a one-third reduction by 2025, there remains a long way to go and our industry-leading AMP8 spill reduction programme will help us deliver an even bigger step change.

Chief Executive Officer's review

We are at our lowest level of leakage in the North West. This year we have increased our find and fix rates by 70 per cent, using satellite imagery and AI capability to find and trace more leaks than ever before. This has been supported by a new 'no dig' repair capability, which has proven extremely reliable in trials in the last six months – increasing the speed to fix and reducing the costs of repair, both of which are key areas of focus as we drive further improvements against our stretching AMP8 targets.

The work we have been doing on our lowest bill guarantee – helping customers to reduce their bills and consumption by better understanding their usage, with targeted communications and water efficiency home audits – has helped to identify areas of high usage and internal leaks. Once fixed, this has helped reduce per capita consumption, where we are performing in the upper quartile.

We have made excellent progress with our carbon pledges, and scope 1 and 2 greenhouse gas emissions are down around 10.5 per cent since 2020. We have completed 3,000 hectares of peatland restoration, surpassing our 2030 target, and planted more than 640,000 trees in the last five years. We use 100 per cent renewable electricity, with 23 per cent generated by us or with partners, and have over 400 all-electric vehicles. We are the only UK water company taking part in the 'Electric Freightway' project, with four electric HGVs powered by renewable electricity generated at our Manchester Bioresource Centre.

Annual report and financial statements

Our 2025 annual report and financial statements can be accessed at: unitedutilities.annualreport2025.com or at: unitedutilities.com/corporate

Maintaining strong regulatory and financial performance

Our AMP7 performance commitment targets were stretching, but we have met or beaten around 80 per cent of them across AMP7. This includes strong performance across a range of water, wastewater, bioresources and customer measures. While we are pleased with our progress overall, we still have work to do in some areas, such as volatile weather-impacted measures like internal sewer flooding where, despite delivering a reduction of around 20 per cent, we fell short of the very stretching 73 per cent target.

As a result of the significant improvements we have delivered for customers and the environment, we have earned a cumulative net ODI reward of £129 million for AMP7, and a cumulative return on regulated equity (RoRE) of 6.1 per cent, outperforming the 4 per cent base return.

This strong track record, improving further on the outperformance we delivered in AMP6, demonstrates our continuous improvement and position as one of the best performing companies in the sector. This, alongside the investment we have made during AMP7 on targeted areas such as storm overflows, sets us up very well for another strong performance in AMP8.

We reported underlying profit after tax (PAT) of £338 million and underlying EPS of 49.6 pence for the year, up from £227 million and 33.3 pence last year due to higher regulatory revenue partially offset by increased operating costs and depreciation on our growing asset base. Reported PAT was £265 million and reported EPS at 38.8 pence. The difference to underlying mainly reflects deferred tax and fair value movements on underlying net finance expense. Our balance sheet remains strong, with 60 per cent gearing and liquidity to 2027.

Doing the right thing

We are committed to delivering these and future improvements in the best way possible for customers, the environment, colleagues, the North West, and all of our stakeholders.

We continue to prioritise providing a safe and great place to work. Colleague engagement of 87 per cent is seven points higher than the high performing norm. We have strong retention, successful graduate and apprentice schemes, and a continued focus on training, development, health, safety and wellbeing. Delivering as we go forward will depend on great people, and I am proud to know that we have such a highly engaged team with the right skills to help us ensure long-term success, with 91 per cent of our colleagues proud to work at United Utilities.

Spending money wisely is so important, and we are pleased that our capital delivery programme incentive – a key performance measure focused on efficiency, quality, delivery on time, and carbon impact – is very high at over 99 per cent. We work in strategic partnerships, leveraging opportunities and resources to accomplish more together, and we have directly invested more than £21 million in local communities during AMP7.

We continue to perform in the upper quartile across a range of trusted ESG indices, make use of our sustainable finance framework to raise efficient debt linked to environmental improvements, and have retained the Fair Tax Mark for six consecutive years.

Thank you

I remain grateful for the continued support and hard work of the entire team at United Utilities, who have been instrumental in delivering these incredible achievements over the last five years and who give me confidence and pride as we look to the next regulatory period, and the step change we will deliver in AMP8 and beyond.



Louise Beardmore
Chief Executive Officer

14 May 2025

Notice of Annual General Meeting

This document is important and requires your immediate attention

If you are in doubt as to the action you should take, you are recommended to seek your own financial advice from your stockbroker, bank manager, solicitor, accountant or other independent adviser who, if you are taking advice in the United Kingdom, is duly authorised under the Financial Services and Markets Act 2000 or an appropriately authorised independent financial adviser if you are in a territory outside the United Kingdom. If you have sold or otherwise transferred all your shares in United Utilities Group PLC, you should pass this document, together with all accompanying documents, to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Notice of 2025 annual general meeting (AGM)

Notice is given that the AGM of United Utilities Group PLC (the company) will be held at 11.00am on Friday 18 July 2025 at the **Dovestone Conference Centre, Lingley Mere Business Park, Lingley Green Avenue, Great Sankey, Warrington WA5 3LP** to transact the business set out below.

Resolutions 1 to 17 and 23 will be proposed as ordinary resolutions and resolutions 18 to 22 will be proposed as special resolutions.

The board considers each resolution to be proposed at the AGM would promote the success of the company for the benefit of its members as a whole, and unanimously recommends shareholders to vote in favour of all resolutions, as they intend to do in respect of their own shareholdings. The formal resolutions are set out on the following pages, along with explanatory notes given in respect of each resolution.

Resolution 1: annual report and financial statements

That the audited annual report and financial statements for the year ended 31 March 2025 be received.

Resolution 2: declaration of dividend

That the final dividend of 34.57 pence per ordinary share be declared.

Resolution 3: to approve the directors' remuneration report

That the directors' remuneration report (other than the part containing the directors'

remuneration policy) for the year ended 31 March 2025 be approved.

Resolution 4: to approve the directors' remuneration policy

That the directors' remuneration policy (as contained in the directors' remuneration report for the year ended 31 March 2025) be approved.

Resolution 5: reappointment of a director

That Sir David Higgins be reappointed as a director.

Resolution 6: reappointment of a director

That Louise Beardmore be reappointed as a director.

Resolution 7: reappointment of a director

That Phil Aspin be reappointed as a director.

Resolution 8: reappointment of a director

That Alison Goligher be reappointed as a director.

Resolution 9: reappointment of a director

That Liam Butterworth be reappointed as a director.

Resolution 10: reappointment of a director

That Kath Cates be reappointed as a director.

Resolution 11: reappointment of a director

That Clare Hayward be reappointed as a director.

Resolution 12: reappointment of a director

That Michael Lewis be reappointed as a director.

Resolution 13: reappointment of a director

That Doug Webb be reappointed as a director.

Resolution 14: election of a director

That Ian El-Mokadem be elected as a director.

Resolution 15: reappointment of auditor

That KPMG LLP be reappointed as auditor.

Resolution 16: remuneration of auditor

That the audit committee of the board be authorised to set the auditor's remuneration.

Resolution 17: authorising the directors to allot shares

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 a nominal amount of £11,364,806 (such amount to be reduced by any allotments or grants made 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 a nominal amount of £22,729,613 (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 power to apply until the end of the next AGM of the company or, if earlier, at the close of business on 1 October 2026 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.

Resolution 18: general power to disapply statutory pre-emption rights

That if resolution 17 is passed, the board be authorised to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority 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 17, 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) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (A) above) up to a nominal amount of £3,409,442; and

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(C) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (A) or paragraph (B) above) up to a nominal amount equal to 20 per cent of any allotment of equity securities or sale of treasury shares from time to time under paragraph (B) above, such authority to be used only for the purposes of making a follow-on offer which the board of the company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such authority to expire at the end of the next AGM of the company or, if earlier, at the close of business on 1 October 2026 but, in each case, prior to its expiry 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 authority expires and the board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

Resolution 19: specific power to disapply pre-emption rights in connection with an acquisition or specified capital investment

That if resolution 17 is passed, the board be authorised in addition to any authority granted under resolution 18 to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be:

(A) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £3,409,442 such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original

transaction) a transaction which the board of the company determines to be either an acquisition or a specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice; and

(B) limited to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (A) above) up to a nominal amount equal to 20 per cent of any allotment of equity securities or sale of treasury shares from time to time under paragraph (A) above, such authority to be used only for the purposes of making a follow-on offer which the board of the company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such authority to expire at the end of the next AGM of the company or, if earlier, at the close of business on 1 October 2026 but, in each case, prior to its expiry 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 authority expires and the board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

Resolution 20: authorising the company to make market purchases of its own shares

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 68,188,841 ordinary shares of five pence each; and
- (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 5 per cent above the middle market value of an ordinary share (as derived from the London Stock Exchange plc's Daily Official List) for the five business days immediately preceding the day on which that ordinary share is contracted to be purchased; and
 - (ii) the higher of (i) the price of the last independent trade of an ordinary share; and (ii) the highest current independent bid for an ordinary share on the trading venues where the purchase is carried out,

in each case, exclusive of expenses, such power to apply until the end of the next AGM of the company or, if earlier, at the close of business on 1 October 2026. 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.

Resolution 21: notice of general meeting

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

Resolution 22: articles of association

That with effect from the conclusion of the AGM the articles of association produced to the meeting and initialled by the Chair of the meeting (for the purposes of identification) be adopted as the company's articles of association in substitution for, and to the exclusion of, the existing articles of association of the company.

Resolution 23: authorising political donations and political expenditure

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;
- (B) to make political donations to political organisations other than political parties; and
- (C) to incur political expenditure;

in each case during the period beginning with the date of the passing of this resolution and ending on the conclusion of the next AGM or, if earlier, at the close of business on 1 October 2026. 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 £50,000.

For the purposes of this resolution the terms 'political donations', 'independent election candidates', 'political organisations', 'political expenditure' and 'political parties' have the meanings set out in sections 363 to 365 of the Act.

By order of the board:

Simon Gardiner
Company Secretary
14 May 2025

Registered office:

Haweswater House
Lingley Mere Business Park
Lingley Green Avenue
Great Sankey
Warrington
WA5 3LP

Explanatory notes of resolutions

Resolution 1: annual report and financial statements

The directors are required to lay before the meeting the annual report and financial statements of the company for the year ended 31 March 2025, the strategic report, the directors' report, the remuneration report and the audited parts thereof, and the auditor's report on the financial statements.

Resolution 2: declaration of dividend

The board is recommending a final dividend of 34.57 pence per ordinary share. If approved, it will be paid on 1 August 2025 to the shareholders on the register at the close of business on 20 June 2025.

Resolution 3: directors' remuneration report

In accordance with the Companies Act 2006, the company proposes an ordinary resolution to approve the directors' remuneration report for the financial year ended 31 March 2025. The directors' remuneration report can be found on pages 146 to 172 of the annual report and financial statements 2025 and, for the purposes of this resolution, does not include the parts of the directors' remuneration report containing the directors' remuneration policy which is set out on pages 154 to 159. The vote on resolution 3 is advisory only and the directors' entitlement to remuneration is not conditional on it being passed.

Resolution 4: directors' remuneration policy

In accordance with the Companies Act 2006, the company proposes an ordinary resolution to approve the directors' policy contained in the directors' remuneration report. The proposed policy is set out on pages 154 to 159 of the annual report and financial statements 2025. The vote on this resolution is binding and, if passed, will mean that remuneration payments and payments for loss of office can only be made to directors in accordance with the approved policy. The company is required to ensure that a vote on its remuneration policy takes place at least every three years unless it is proposed to change the policy before the end of the three year term. The

existing policy was approved in 2022 and is due to expire this year. Subject to approval at the meeting, the proposed directors' remuneration policy will take effect from 19 July 2025 and will replace the existing policy as approved by shareholders in 2022.

Resolutions 5 to 14: reappointment/ election of directors

The board is mindful of the recommendation contained within the Financial Reporting Council's 2018 UK Corporate Governance Code (the code) that all directors of FTSE 350 companies should be subject to annual appointment by shareholders. All directors retire at the AGM, the biographies of those offering themselves for reappointment/election are set out on the following pages along with the specific reasons why each director's contribution is, and continues to be, important to the company's long-term sustainable success.

With the exception of the Chair, who met the independence criteria as set out in provision 10 of the code when he was appointed, all our non-executive directors are determined to be independent in accordance with provision 10 of the code and free from any business or other relationship which could compromise their independent judgement.

Alison Goligher is seeking reappointment at the AGM beyond the ninth anniversary of her first appointment as a director, with the support of the board. The board were clear, notwithstanding the length of term served, that with her personal style and approach Alison continues to bring an independent mindset to board discussions and makes a consistent and effective contribution to the board's oversight role and providing effective challenge to management. If reappointed, Doug Webb will succeed Alison as the senior independent non-executive director with effect from the conclusion of the meeting.

Should they need it, the non-executive directors are supported in their role by the ability to seek independent specialist advice.

As supported by the internally conducted board evaluation exercise, the board fully endorses the reappointment of the directors offering themselves for the same at the AGM, all of whom are considered to be making a valuable and effective contribution to the board. All the non-executive directors were considered to be independent and demonstrating the expected level of commitment to their roles.

The board recommends that shareholders vote all the directors offering themselves for reappointment/election back into office at the 2025 AGM.

Resolutions 15 and 16: reappointment and remuneration of auditor

The board is recommending the reappointment of KPMG LLP as external auditor to the company. There are no contractual obligations that restrict the committee's choice of external auditor; the recommendation is free from third party influence and no auditor liability agreement has been entered into. An authority for the audit committee of the board to set the remuneration of the auditor will also be sought.

Resolution 17: authorising the directors to allot shares

Paragraph (A) of this resolution 17 would give the directors the authority to allot ordinary shares or grant rights to subscribe for or convert any securities into ordinary shares up to an aggregate nominal amount equal to £11,364,806 (representing 227,296,120 ordinary shares of five pence each). This amount represents approximately one-third of the issued ordinary share capital of the company as at 14 May 2025, the latest practicable date prior to publication of this notice.

In line with the Share Capital Management Guidelines issued by the Investment Association, paragraph (B) of this resolution would give the directors authority to allot ordinary shares or grant rights to subscribe for or convert any securities into ordinary shares in connection with a rights issue in favour of ordinary shareholders up to an aggregate nominal amount equal to £22,729,613

(representing 454,592,260 ordinary shares of five pence each), as reduced by the nominal amount of any shares issued under paragraph (A) of this resolution. This amount (before any reduction) represents approximately two-thirds of the issued ordinary share capital of the company as at 14 May 2025, the latest practicable date prior to publication of this notice.

The authorities sought under paragraphs (A) and (B) of this resolution will expire at the conclusion of the next AGM of the company or, if earlier, at the close of business on 1 October 2026.

The directors have no present intention to exercise the authorities sought under paragraph (B) of this resolution. As at the date of this notice, no ordinary shares are held by the company in treasury.

Resolutions 18 and 19: disapplying statutory pre-emption rights will be proposed as special resolutions

Resolutions 18 and 19 seek to give the directors the authority to allot ordinary shares (or sell any ordinary shares which the company elects to hold in treasury) for cash without first offering them to existing shareholders in proportion to their existing shareholdings.

The directors propose to adhere to the Pre-Emption Group Statement of Principles (the Statement of Principles) as published in November 2022, whereby the number of ordinary shares that could be issued without first offering those shares to current ordinary shareholders would be up to 10 per cent of the company's issued ordinary share capital. The 2022 Statement of Principles is available at pre-emptiongroup.org.uk.

At last year's AGM, similar resolutions were proposed and passed by shareholders enabling the directors to allot shares for cash without a prior offering to existing ordinary shareholders, the directors did not use the powers conferred in 2024. Resolutions 18 and 19 will renew these authorities.

Explanatory notes of resolutions

Resolution 18 will permit the directors to allot ordinary shares for cash (or sell treasury shares) on a non-pre-emptive basis up to a maximum nominal amount of £3,409,442, being approximately 10 per cent of the company's issued ordinary share capital at the latest practicable date.

Resolution 19 will permit the directors to allot ordinary shares for cash (or sell treasury shares) on a non-pre-emptive basis up to a further maximum nominal amount of £3,409,442, in connection with acquisitions and specified capital investments as contemplated by the Statement of Principles. This aggregate nominal amount represents approximately 10 per cent of the issued ordinary share capital of the company as at 14 May 2025, the latest practicable date prior to publication of this notice.

Resolutions 18 and 19 each, independently of the other, also permit the directors to allot ordinary shares for cash up to an additional 2 per cent of issued ordinary share capital, for the purposes of a follow-on offer as set out in Section 2B of the Statement of Principles.

The limits in resolutions 18 and 19 are in line with those set out in the Statement of Principles. If the powers are used in relation to a non-pre-emptive offer, the directors confirm their intention to follow the shareholder protections and, where relevant, the expected features of a follow-on offer, as set out in Part 2B of the Statement of Principles.

The powers under resolutions 18 and 19 will expire at the conclusion of the next AGM of the company or, if earlier, at the close of business on 1 October 2026.

Resolution 20: authorising the company to make market purchases of its own shares will be proposed as a special resolution

Authority is sought for the company to purchase up to 10 per cent of its issued ordinary shares (excluding any treasury shares), renewing the authority granted by the shareholders at previous annual general meetings. The directors have no present intention of exercising the authority to make market purchases, but the authority provides the flexibility to allow them to do so in the future. The directors will exercise this authority only when to do so would be in the best interests of the company, and of its shareholders generally, and could be expected to result in an increase in the earnings per share of the company.

The authority will expire at the conclusion of the next AGM of the company or, if earlier, at the close of business on 1 October 2026.

Ordinary shares purchased by the company pursuant to this authority may be held in treasury or may be cancelled. The directors would consider holding any ordinary shares the company may purchase as treasury shares. The company currently has no ordinary shares in treasury. The minimum price, exclusive of expenses, which may be paid for an ordinary share is its nominal value. The maximum price, exclusive of expenses, which may be paid for an ordinary share is the higher of:

- (i) an amount equal to 105 per cent of the middle market value for an ordinary share for the five business days immediately preceding the date of the purchase; and
- (ii) the higher of the price of the last independent trade and the highest current independent bid for an ordinary share on the trading venues where the purchase is carried out.

There are share awards outstanding over 2,143,856 ordinary shares, representing 0.32 per cent of the company's ordinary issued share capital as at 14 May 2025. If the authority to purchase ordinary shares was exercised in full and those shares were subsequently cancelled, these share awards would represent 0.35 per cent of the company's ordinary issued share capital.

Resolution 21: notice of general meeting will be proposed as a special resolution

The Companies Act 2006 requires the notice period for general meetings of the company to be at least 21 days. Under its articles of association, the company is currently able to call general meetings (other than an annual general meeting) on not less than 14 days' notice and would like to preserve this ability. In order to do so, shareholders must first approve the calling of meetings on 14 days' notice. The shorter notice period would not be used as a matter of routine, but only when the flexibility was merited by the business of the meeting and the circumstances requiring the business. The approval will be effective until the conclusion of the next AGM of the company, or, if earlier, at the close of business on 1 October 2026 when it is intended that a similar resolution will be proposed.

Resolution 22: articles of association will be proposed as a special resolution

It is proposed that the company will adopt new articles of association (the 'new articles') in order to update the company's current articles of association (the 'current articles').

The principal reason for adopting the new articles is to reflect changes in current market best practice which the board has considered necessary or desirable in the context of the nature, operations and activities of the company. The opportunity has also been taken generally to modernise, simplify and clarify certain provisions of the current articles. Set out below is a summary of the proposed changes included in the new articles:

1. Board delegation – clarifying that relevant powers of delegation shall not be interpreted restrictively, which is intended to remove any ambiguity as to the extent of any relevant delegation and provide sufficient flexibility to the board and the directors when exercising their powers to delegate.

2. Article 32 (Application of sale proceeds) – removing the two-year period following a sale of the shares of an untraced shareholder during which the former shareholder can seek payment of the sale proceeds, and confirming that the proceeds of any such sale will be forfeited by the former shareholder and will belong to the company immediately.

3. Article 50 (Security, health and safety, and order) – confirming that a notice of meeting need not include details of any arrangements made under Article 50 in relation to security, health and safety, or conduct at general meetings. This clarification supports the ability of the company to respond to evolving guidance and circumstances to ensure safe and orderly meetings.

4. Article 92 (Borrowing powers) – replacing the borrowing limit in Article 92, which is currently based on a complex calculation to derive a multiple of the adjusted capital and reserves of the company, with a fixed borrowing limit of £20,000,000,000 which is considered to be clearer and more straightforward. The company's external borrowings are already limited by existing internal controls, the need to maintain an acceptable credit rating and the principles of sound corporate governance and this amendment does not reflect any change in the group's strategy in relation to borrowing. The adoption of the new limit will not change the company's borrowing policy and the simpler wording of the borrowing limit is in line with other utility sector and peer group companies.

Explanatory notes of resolutions

5. Article 93 (Fees) – increasing the aggregate limit of fees payable to the directors under Article 93 from £1,000,000 to £1,500,000 in line with peer group companies, the first increase to this fee limit in the articles since 2008.

6. Article 135 (Communications to and from members) – including a clarification that the company need not send notices, documents or other communications to members where, on two consecutive occasions, any such notices, documents or communications sent by the company to such members have been returned to the company undelivered.

The new articles (and the current articles) are available for inspection as noted on page 17 of this notice.

Resolution 23: authorising political donations and political expenditure

Shareholder approval is required for donations to political parties, independent election candidates and other political organisations, and for other political expenditure. The company does not make, and does not intend to make, donations to political parties. However, the definition of political donations is very broad and includes expenses incurred as part of the process of having dialogue with members of parliament and opinion formers to ensure that the issues and concerns of United Utilities are considered and addressed. The resolution seeks to ensure that the company and its subsidiaries remain within the law in carrying out these activities. The approval will be effective until the conclusion of the next AGM of the company, or, if earlier, 1 October 2026 when it is intended that a similar resolution will be proposed.

General information

Questions

Shareholders have a statutory right in accordance with section 319A of the Companies Act 2006 to ask and to receive an answer to a question relating to the business of the meeting, although an answer need not be given if in doing so, among other things, it was considered undesirable in the interests of the company or the good order of the meeting or if it involved the disclosure of confidential information. Shareholders can submit questions relating to the business of the meeting to annualgeneralmeeting@uuplc.co.uk, a shareholder reference number must be provided when submitting a question. Questions and responses will be published on the annual general meeting page of the company's website.

Website

A copy of this notice of meeting and details of the company's share capital in accordance with section 311A of the Companies Act 2006 are available on the company's website at unitedutilities.com/corporate

Security

Security personnel will be on hand at the meeting and we reserve the right to search the bags of any person seeking to access the venue. No recording equipment must be used. The company also reserves the right to take appropriate measures in response to any government guidance in place, or which are otherwise required to ensure the safe and orderly conduct of the meeting, as appropriate.

Admission card

You should bring your admission card to the meeting if you are attending the venue, as it will speed up the registration process, it also serves as your poll card. If you do not have your admission card, you will need proof of identity before you can be admitted. The doors will open at 10.00am and the meeting will start at 11.00am.

Documents

Copies of executive directors' service contracts and non-executive directors' letters of appointment will be available for inspection at the venue for at least 15 minutes prior to, and until the close of, the meeting. Similarly, copies of the company's current articles of association and the proposed new articles of association, under resolution 22, are available for inspection at the company's registered office and the offices of Slaughter and May, One Bunhill Row, London EC1Y 8YY during normal business hours until the date of the AGM and will be available at the venue for at least 15 minutes prior to the start of, and until the close of, the meeting. Copies of the current and proposed articles of association will be available on the National Storage Mechanism at data.fca.org.uk/#/nsm/nationalstoragemechanism from the date that the notice of meeting is sent to shareholders. Some of these documents are ordinarily available on the company's website.

Voting

The record date for entry on the register of members for a member to have the right to attend and vote at the meeting is 6.30pm on Wednesday 16 July 2025 (or, if the meeting is adjourned, 6.30pm on the day two days before the date fixed for the reconvened meeting). A poll vote will be held on each resolution and scrutinised by Equiniti ensuring the votes cast are correctly recorded, including any proxy votes. The company believes that a poll is more representative of shareholders' voting intentions because shareholder votes are counted according to the number of ordinary shares held and all votes tendered are taken into account. One vote can be cast for each ordinary share held. Members have the right to request information to enable them to determine that their vote was validly recorded and counted. If you wish to receive this information, please contact Equiniti (see page 27).

General information

Proxy appointment

Every shareholder who is entitled to attend and vote has the right to appoint one or more persons as their proxy. A proxy need not be a shareholder. Shareholders can appoint the chair of the meeting as their proxy, or another person. More than one proxy may be appointed provided each proxy is appointed to exercise rights in respect of a different share or shares held by the shareholder. Where a member appoints multiple proxies but the proxy forms submitted by that member would give the appointed proxies the apparent right to exercise a number of votes on behalf of that member in a general meeting in excess of the number of shares actually held by that member, then each of those proxy forms will be invalid and none of the proxies appointed under those proxy forms will be entitled to attend, speak, or vote at the AGM.

You may appoint your proxy or proxies electronically or by completing, detaching and returning the proxy form enclosed with this notice.

To be valid, completed proxy forms must be received by the company's registrar, Equiniti, at Aspect House, Spencer Road, Lancing, West Sussex, United Kingdom, BN99 6DA by no later than 11.00am on Wednesday 16 July 2025. The return of a completed proxy form will not prevent a shareholder from attending the AGM and voting in person if they wish to do so. If a proxy form is lodged with the registrar, and a shareholder subsequently attended and wished to vote, the original proxy vote would be disregarded. To appoint more than one proxy, you may photocopy the form of proxy or request additional forms from the company's registrar, Equiniti, by telephone on **+44 (0)371 384 2041** (please use the country code when calling from outside the UK). Lines are open 8.30am to 5.30pm Monday to Friday excluding public holidays in England and Wales, or by writing to them at the above address. Multiple proxy appointments should be returned together in the same envelope.

The company is not under any obligation to investigate whether the exercise of any vote by any proxy accords with any instruction given by the appointor.

Persons nominated to enjoy information rights

If you are not a shareholder, but enjoy information rights under the Companies Act 2006, you are not entitled to appoint a proxy. However, there may be an agreement between you and your nominating shareholder which entitles you to be appointed, or to have someone else appointed, as their proxy. If you don't have this right, or don't wish to exercise it, you may still be entitled under such an agreement to give instructions to that shareholder as to how you would like them to vote.

Electronic proxy voting

Shareholders can register the appointment of a proxy for this meeting at shareview.co.uk which is run by Equiniti (the company's registrar). To do this, you will need to create an online portfolio using your Shareholder Reference Number that is quoted on your proxy form. Then follow the on-screen instructions on the website. If you have already registered with the company's registrar's online portfolio service, Shareview, you can submit your proxy by logging on to your portfolio at shareview.co.uk using your usual user ID and password. Once logged in simply click 'View' on the 'My Investments' page, click on the link to vote then follow the on screen instructions. The appointment of a proxy must be received by Equiniti no later than 11.00am on Wednesday 16 July 2025.

Please read the terms and conditions relating to the use of this facility before appointing a proxy. These terms and conditions may be viewed on the website. You may not use any electronic address provided in this notice to communicate with the company for any purpose other than those stated. Any electronic communication sent by a shareholder that is found to contain a virus will not be accepted.

CREST electronic proxy appointment service

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to act on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST manual (available via euroclear.com). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to an instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by Equiniti (ID RA19) no later than 11.00 am on Wednesday 16 July 2025 (or not less than 48 hours before any adjourned meeting).

For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST

member is a CREST personal member, or sponsored member, or has appointed a voting service provider(s) to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST manual concerning practical limitations of the CREST system and timings.

The company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the company and approved by the registrar. (For further information regarding Proxymity, please go to proxymity.io). Your proxy must be lodged by 11.00am on Wednesday 16 July 2025 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

Corporate representative

Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares. Where a member appoints more than one corporate representative in respect of its shareholding, but in respect of different shares, those corporate representatives can act independently of each other and validly vote in different ways. The company is not under any obligation to investigate whether the exercise of any vote by any corporate representative accords with any instruction given by the appointor.

General information

Issued share capital

As at 14 May 2025 (being the latest practicable date prior to the publication of this document):

- (i) the company's issued share capital consisted of 681,888,418 ordinary shares of five pence each and 273,956,180 deferred shares of 170 pence each; and
- (ii) the total voting rights in the company were 681,888,418.

Shareholder requests

Under section 527 of the Companies Act 2006 (the Act), members meeting the threshold requirements set out in that section have the right to require the company to publish on a website a statement setting out any matter relating to:

- (i) the audit of the company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the annual general meeting; or
- (ii) any circumstance connected with an auditor of the company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Act. The company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Act. Where the company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the annual general meeting includes any statement that the company has been required under section 527 of the Act to publish on a website.

Under sections 338 and 338A of the Act, shareholders may request the company to give notice of a resolution which is intended to be moved at an annual general meeting, or to include in the business of an annual general meeting other business which may properly be so included, provided that the resolution or other business would not be defamatory, frivolous or vexatious, and in the case of a proposed resolution, provided that the resolution would not be ineffective. The company will give notice of such a resolution or of such other business if sufficient requests have been received in accordance with sections 338(3) and 338A(3) of the Act.

Privacy

The company may collect and process personal data of attendees at the meeting. This may, for example, be done in the form of audio and video recordings, or through other means. The company shall process and handle all personal data in accordance with its privacy policy, which can be found at:

unitedutilities.com/privacy

Directors offering themselves for reappointment/election



Sir David Higgins
Chair



Louise Beardmore
Chief Executive Officer

Responsibilities: Leadership of the board, setting its agenda and ensuring its effectiveness on all aspects of its role.

Qualifications: BEng Civil Engineering, Diploma Securities Institute of Australia, Fellow of the Institute of Civil Engineers and the Royal Academy of Engineering.

Appointment to the board: May 2019; appointed as Chair in January 2020.

Skills and experience: Sir David has spent his career overseeing high profile infrastructure projects, including: the delivery of the Sydney Olympic Village and Aquatics centre; Bluewater Shopping Centre, Kent; and the delivery of the 2012 London Olympic Infrastructure Project.

Career experience: Sir David was previously chief executive of: Network Rail Limited; The Olympic Delivery Authority; and English Partnerships. He has held non-executive roles as chair of both High Speed Two Limited and Sirius Minerals plc, and as a non-executive director at the Commonwealth Bank of Australia.

Current directorships/business interests: Sir David is a non-executive director of Sydney Airport Limited and a board member for Gatwick Airport Limited, along with being a member of the Council at the London School of Economics. He is Chair of United Utilities Water Limited.

Independence: Sir David met the 2018 UK Corporate Governance Code's independence criteria (provision 10) on his appointment as a non-executive director and chair designate.

Specific contribution to the company's long-term success: Sir David has extensive knowledge of managing major infrastructure projects and working with regulators. As Chair of the nomination committee he is responsible for ensuring the succession plans for the board and senior management identify the right skill sets to face the challenges of the business.

Responsibilities: Manage the group's business and implement the strategies and policies approved by the board.

Qualifications: BSc (Hons) Business Management, Fellow of the Chartered Institute of Personnel Development, Vice-President of the Institute of Customer Service.

Appointment to the board: May 2022.

Skills and experience: Louise has a wealth of experience leading utility and infrastructure businesses both in the UK and internationally. She has a strong track record in driving transformational change and service improvements for the benefit of customers, stakeholders and the environment.

Career experience: Louise joined United Utilities on its graduate programme and has comprehensive experience of the company and the North West region we serve. She was appointed as customer service and people director in 2016, prior to which she held a number of senior positions, leading teams in business transformation, water operations, electricity and telecoms in the UK and overseas. She completed the corporate director programme at Harvard Business School in 2022.

Current directorships/business interests: Louise is Chief Executive Officer of United Utilities Water Limited and a non-executive director of Water Plus, a joint venture with Severn Trent serving business customers. She is a non-executive director of Water UK and a non-executive director of the UK Engage for Success Foundation, named on the Northern Power Women's 'Power List' and a member of the 30% Club.

Specific contribution to the company's long-term success: Louise's strategic vision and constant customer focus will continue to build on the group's significant performance and delivery for customers, communities and the environment.

Directors offering themselves for reappointment/election



Phil Aspin
Chief Financial Officer



Alison Goligher
Senior independent
non-executive director

Responsibilities: Manage the group's financial affairs and risk management and internal control systems, contribute to the management of the group's business and implement the strategy and policies approved by the board.

Qualifications: BSc (Hons) Mathematics, Chartered Accountant (ACA), Fellow of the Association of Corporate Treasurers (FCT).

Appointment to the board: July 2020.

Skills and experience: Phil has extensive experience of financial and corporate reporting, having qualified as a chartered accountant with KPMG and more latterly through his previous role as group controller. He has a comprehensive knowledge of capital markets and corporate finance underpinned through his earlier role as group treasurer and his FCT qualification, and has a strong understanding of the economic regulatory environment.

Career experience: Phil has over 25 years' experience working for United Utilities. Prior to his appointment as CFO in July 2020, he was group controller with responsibility for the group's financial reporting, and prior to that he was group treasurer with responsibility for funding and financial risk management. He has been a member of EFRAG TEG and chaired the EFRAG Rate Regulated Activities Working Group.

Current directorships/business interests: Phil was appointed as a member of the UK Accounting Standards Endorsement Board in March 2021. He is chair of the 100 Group pensions committee and a member of the 100 Group main committee. He is Chief Financial Officer of United Utilities Water Limited and a non-executive director of Water Plus, a joint venture with Severn Trent serving business customers.

Specific contribution to the company's long-term success: Phil has driven forward the financial performance of the group and delivered the group's competitive advantage in financial risk management and excellence in corporate reporting.

Responsibilities: Responsible, in addition to her role as an independent non-executive director, for discussing any concerns with shareholders that cannot be resolved through the normal channels of communication with the Chair or Chief Executive Officer. She is the current designated non-executive director for workforce engagement and chair of the compliance committee.

Qualifications: BSc (Hons) Mathematical Physics, MEng Petroleum Engineering.

Appointment to the board: August 2016.

Skills and experience: Alison has strong technical and capital project management skills, having been involved in large projects and the production side of Royal Dutch Shell's business. Her experience of engineering and industrial sectors provides the board with additional insight into delivering United Utilities' capital investment programme.

Career experience: Royal Dutch Shell (2006 to 2015), where Alison's most recent executive role was Executive Vice President Upstream International Unconventionals. Prior to that, she spent 17 years with Schlumberger, an international supplier of technology, integrated project management and information solutions to the oil and gas industry. She is a former non-executive director at Meggitt PLC and chair of Silixa Ltd.

Current directorships/business interests: Alison is a non-executive director of Technip Energies NV. She is an independent non-executive director of United Utilities Water Limited.

Specific contribution to the company's long-term success: Alison's understanding of the operational challenges of large capital projects and the benefits of deploying technology provides valuable insight into addressing the longer-term strategic risks faced by the business. Her role as the designated non-executive director for workforce engagement provides the board with a better understanding of the views of colleagues and greater clarity on the culture of the company.



Liam Butterworth
Independent
non-executive director



Kath Cates
Independent
non-executive director

Responsibilities: To constructively challenge the executive directors and monitor the delivery of strategy within the risk and control framework set by the board and to lead the board's agenda on ESG matters.

Qualifications: MBA Business Administration and Management, CIM Marketing, HND Mechanical Production Engineering.

Appointment to the board: January 2022.

Skills and experience: As a serving CEO, Liam brings strong engineering and industrial technology experience to the board, with a track record of managing performance and enhancing corporate culture.

Career experience: Liam is an experienced leader in the automotive industry. He started his career in 1986 at Lucas Industries as an apprentice toolmaker before moving into sales and marketing. He joined FCI Automotive in 2000 in France, where he lived for 18 years. From 2008, Liam was CEO of FCI Automotive and led the sale of the business to Delphi Automotive plc in 2012, which he then joined as Senior Vice President and the President of its Powertrain Division. He subsequently became group CEO of Delphi Technologies plc in December 2017 when he led its demerger from Aptiv plc (formerly Delphi Automotive) and admission to the New York Stock Exchange. In 2018, he became CEO of GKN Automotive before its demerger from Melrose Industries plc and became CEO of Dowlais Group plc on its listing on the London Stock Exchange in April 2023.

Current directorships/business interests: Liam is CEO of Dowlais Group plc. He is an independent non-executive director of United Utilities Water Limited.

Specific contribution to the company's long-term success: Liam's operational experience contributes to the board's continuing focus on improving the performance of the business.

Responsibilities: To constructively challenge the executive directors and monitor the delivery of strategy within the risk and control framework set by the board and to lead the board's activities concerning directors' remuneration.

Qualifications: Solicitor of England and Wales.

Appointment to the board: September 2020.

Skills and experience: Kath has spent most of her career working in a regulated environment in the financial services industry with responsibilities including risk, legal and compliance and operations. Since 2014, she has focused on her non-executive roles, chairing all the main board committees and undertaking the role of senior independent director.

Career experience: Kath was chief operating officer at Standard Chartered plc, before which she held a number of roles at UBS Limited over a 22-year period, prior to which, she qualified as a solicitor. She is a former non-executive director at Brewin Dolphin Holdings plc and RSA Insurance Group plc, where she chaired the remuneration committee.

Current directorships/business interests: Kath is a non-executive director at Columbia Threadneedle Investments where she chairs the TPEN audit committee. She is the senior independent director of TP ICAP Group plc and chairs the board at Brown Shipley. She is an independent non-executive director of United Utilities Water Limited.

Specific contribution to the company's long-term success: Kath's extensive board experience of regulated sectors enables her to contribute to board governance and risk management at United Utilities. As an experienced remuneration committee chair, she is focused on ensuring performance-related pay is linked to stretching delivery for customers and other stakeholders, and implementing robust pay governance mechanisms.

Directors offering themselves for reappointment/election



Clare Hayward
Independent
non-executive director



Michael Lewis
Independent
non-executive director

Responsibilities: To constructively challenge the executive directors and monitor the delivery of strategy within the risk and control framework set by the board.

Qualifications: BSc (Hons) Agricultural Marketing, MBA, DBA (h.c.).

Appointment to the board: April 2024.

Skills and experience: Clare's background is in strategy consulting having spent most of her career working with national and international blue-chip clients, co-founding two global consultancy businesses and having bought and sold a number of businesses globally.

Career experience: Clare was a co-founder of Cirrus, a leadership and talent consultancy, sold to Accenture in 2021. Prior to which, in 1993, she co-founded Academee developing it into a global leadership development consultancy. Alongside her executive responsibilities she has held several community interest non-executive roles including that of the Peaks and Plains Housing Trust, Cheshire and Warrington Local Enterprise Partnership (LEP) and was chair of The NP11 working across the North of England with the devolved and non-mayoral regions and as a business representative for Transport for the North.

Current directorships/business interests: Through her work with the LEPs, the public and private sectors Clare has developed strong links with local and central government where her focus is to drive prosperity and improve the lives of those living in the North of England. She is an independent non-executive director of United Utilities Water Limited.

Specific contribution to the company's long-term success: Clare's strong affinity with the North West and interest in supporting the economic growth of our region will be an asset to the board in ensuring the company's purpose and strategic priorities are fulfilled.

Responsibilities: To constructively challenge the executive directors and monitor the delivery of strategy within the risk and control framework set by the board.

Qualifications: BEng (Hons) Engineering Technology, MSc Pollution and Environmental Control, MA Environmental Law, Fellow of the Institution of Mechanical Engineers (FIMechE).

Appointment to the board: May 2023.

Skills and experience: Michael has spent his career in customer-facing regulated utilities and has considerable experience of working with both environmental and economic regulators. He has managed a wide range of capital investment projects aimed at improving the customer experience, and driving environmental sustainability has been a key focus throughout his career.

Career experience: Michael started his career at Wessex Water plc, prior to joining PowerGen plc, which was subsequently acquired by E.ON SE. In 2007 he joined the management board of E.ON Climate and Renewables being appointed as CEO in 2015. He was appointed as CEO of E.ON UK in 2017, where he led the company's transformation into a leading supplier of zero carbon energy solutions, stepping down from the role in June 2023. He is a former non-executive director of Equinor ASA.

Current directorships/business interests: Michael is CEO of Uniper SE, one of Europe's leading power generation and gas supply companies, and a Member of Council for the Natural Environment Research Council. He is an independent non-executive director of United Utilities Water Limited.

Specific contribution to the company's long-term success: Michael's extensive experience in regulated customer-facing utilities and his focus on sustainability will help the board deliver its AMP8 ambitions by 2050.



Doug Webb
Independent
non-executive director



Ian El-Mokadem
Independent
non-executive director

Responsibilities: To constructively challenge the executive directors and monitor the delivery of strategy within the risk and control framework set by the board and to lead the audit and treasury committees.

Qualifications: MA Geography and Management Science, Chartered Accountant (FCA).

Appointment to the board: September 2020.

Skills and experience: Doug has extensive career experience in finance, risk management and internal control from qualifying as a chartered accountant with Price Waterhouse, his executive roles as CFO of major listed companies and more recently through his non-executive positions and focus on audit committee activities.

Career experience: Doug was chief financial officer at Meggitt PLC from 2013 to 2018 and prior to that, he was chief financial officer at the London Stock Exchange Group plc and QinetiQ Group plc. He is a former non-executive director and audit committee chair at SEGRO plc and the Manufacturing Technology Group Ltd, and a former senior independent non-executive director and audit committee chair at BMT Group Ltd.

Current directorships/business interests: Doug currently serves as a non-executive director and audit committee chair at Johnson Matthey plc. He is an independent non-executive director of United Utilities Water Limited.

Specific contribution to the company's long-term success: Doug applies his financial capabilities and his technical knowledge and experience covering audit and treasury matters in his role as chair of both the audit and the treasury committee to strengthen the board's financial expertise.

Responsibilities: To constructively challenge the executive directors and monitor the delivery of strategy within the risk and control framework set by the board.

Qualifications: BSc (Hons) Economics and Statistics, MBA.

Appointment to the board: with effect from 1 June 2025.

Skills and experience: Ian is an experienced CEO, having spent his career in international, industrial and services businesses along with extensive experience of operating in regulated sectors.

Career experience: Ian recently retired as CEO of AIM listed RWS Holdings plc, a global market leader in the provision of technology enabled language, content and intellectual property services to clients across a range of industries including technology, life sciences, legal and financial services, a position held since 2021. Previous roles include CEO of V. Group and Exova Group plc and Group Managing Director, UK and Ireland of Compass Group plc. During his early career, Ian spent eight years with Centrica plc, including launching and then leading the Group's telecoms business, prior to that in strategy consulting with Andersen Consulting (now Accenture).

Current directorships/business interests: Ian joined the board of Diploma PLC as a non-executive director in January 2025 serving as a member of the nomination and audit committees. He was appointed as a non-executive director of Serco Group plc in 2017, where he chairs the risk committee and is a member of both the nomination and audit committees. He is a director of Roegate Consulting Limited. He is an independent non-executive director of United Utilities Water Limited.

Specific contribution to the company's long-term success: Ian's leadership experience of successfully transforming businesses and embracing technology to improve customer services and his knowledge of regulated environments and delivering essential public services will be invaluable as we deliver our ambitious £13 billion investment plan for the North West.

Shareholder information

Key dates

- **19 June 2025**
Ex-dividend date for 2024/25 final dividend
- **20 June 2025**
Record date for 2024/25 final dividend
- **11 July 2025**
DRIP election date for 2024/25 final dividend
- **18 July 2025**
Annual general meeting
- **1 August 2025**
Payment of 2024/25 final dividend to shareholders
- **13 November 2025**
Announcement of half-year results for the six months ending 30 September 2025
- **18 December 2025**
Ex-dividend date for 2025/26 interim dividend
- **19 December 2025**
Record date for 2025/26 interim dividend
- **12 January 2026**
DRIP election for the 2025/26 interim dividend to shareholders
- **2 February 2026**
Payment of 2025/26 interim dividend to shareholders
- **May 2026**
Announce the final results for the 2025/26 financial year
- **June 2026**
Publish the annual report and financial statements for the 2025/26 financial year

Electronic communications

We are encouraging our shareholders to receive their shareholder information by email and via our website. Not only is this a quicker way for you to receive information, it helps us to be more sustainable by reducing paper and printing materials and lowering postage costs.

Registering for electronic shareholder communications is very straightforward, and is done online via shareview.co.uk which is a website provided by our registrar, Equiniti.

Log on to shareview.co.uk and you can:

- Set up electronic shareholder communication;
- View your shareholdings;
- Update your address details if you change your address; and
- Keep your UK bank or building society account details up to date for dividends to be paid directly into your account.

Please do not use any electronic address provided in this notice or in any related document to communicate with the company for any purposes other than those expressly stated.

Dividends paid direct to your UK bank or building society account

The company no longer sends out dividend cheques by post. Dividends will be paid directly into a shareholder's UK bank or building society account. Please ensure that your account details held by Equiniti are kept up to date. Shareholders resident outside the UK may wish to use the overseas payment service (charges may apply) – please contact Equiniti via shareview.co.uk

You will receive one tax voucher each year. This will be issued with the interim dividend normally paid in February and will contain details of all the dividends paid in that tax year. If you would like to receive a tax voucher with each dividend payment, please contact Equiniti.

Registrar's details

The group's registrar, Equiniti, can be contacted on:

+44 (0)371 384 2041 (please use the country code when calling from outside the UK) or for deaf and speech impaired customers, we welcome calls via Relay UK. Please see **relayuk.bt.com** for more information. Lines are open 8.30am to 5.30pm, Monday to Friday excluding public holidays in England and Wales.

The address is:

Equiniti, Aspect House, Spencer Road,
Lancing, West Sussex, BN99 6DA.

Equiniti offers a share dealing service by telephone:

0345 603 7037 and online: **shareview.co.uk/dealing**

Equiniti also offers a stocks and shares ISA for United Utilities shares: call **0345 300 0430** or go to: **shareview.co.uk/dealing**

Keeping you in the picture

You can find information about United Utilities quickly and easily on our website:

unitedutilities.com/corporate including: the annual report and financial statements, company announcements, the half-year and final results and the accompanying presentations.

Warning to shareholders

Please be very wary of any unsolicited contact about your investments or offers of free company reports. It may be from an overseas 'broker' who could sell you worthless or high risk shares. If you deal with an unauthorised firm, you would not be eligible to receive payment under the Financial Services Compensation Scheme. Further information and a list of unauthorised firms that have targeted UK investors is available from the Financial Conduct Authority at: **fca.org.uk/consumers/unauthorised-firms**



The paper is Carbon Balanced with World Land Trust, an international conservation charity, who offset carbon emissions through the purchase and preservation of high conservation value land.

Through protecting standing forests, under threat of clearance, carbon is locked in that would otherwise be released. These protected forests are then able to continue absorbing carbon from the atmosphere, referred to as REDD (Reduced Emissions from Deforestation and forest Degradation). This is now recognised as one of the most cost-effective and swiftest ways to arrest the rise in atmospheric CO₂ and global warming effects. Additional to the carbon benefits is the flora and fauna this land preserves, including a number of species identified at risk of extinction on the IUCN Red List of Threatened Species.



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Registered number 6559020



Water for the North West