

# Directors' report

## Statutory and other information

Our directors present their management report, including the strategic report, on pages 08 to 119 and the audited financial statements of United Utilities Group PLC (the company) and its subsidiaries (together referred to as the group) for the year ended 31 March 2023.

**Business model** A description of the company's business model can be found within the strategic report on pages 20 to 83.

**Dividends** Our directors are recommending a final dividend of 30.34 pence per ordinary share for the year ended 31 March 2023, which, together with the interim dividend of 15.17 pence, gives a total dividend for the year of 45.51 pence per ordinary share (the interim and final dividends paid in respect of the 2021/22 financial year were 14.50 pence and 29.00 pence per ordinary share respectively). Subject to approval by our shareholders at our AGM, the final dividend will be paid on 1 August 2023 to shareholders on the register at the close of business on 23 June 2022.

**Directors** The names of our directors who served during the financial year ended 31 March 2023 can be found on pages 122 to 125 and on page 134.

**Reappointment** Our articles of association provide that our directors must retire at every annual general meeting following their last election or reappointment by our shareholders, which is consistent with the recommendation contained within the 2018 UK Corporate Governance Code (the code) that all directors should be subject to annual election by shareholders. This has been the case at all the AGMs since 2011. Information regarding the appointment of our directors is included in our corporate governance report on pages 140 to 148.

**Interests** Details of the interests in the company's shares held by our directors and persons connected with them are set out in our directors' remuneration report on pages 170 to 203, which is hereby incorporated by reference into this directors' report.

**Corporate governance statement** The corporate governance report on pages 122 to 203 is hereby incorporated by reference into this directors' report and includes details of our application of the principles and reporting against the provisions of the code. Our statement includes a description of the main features of our internal control and risk management systems in relation to the financial reporting process and forms part of this directors' report. A copy of the 2018 version of the code, as applicable to the company for the year ended 31 March 2023, can be found at the Financial Reporting Council's website [frc.org.uk](http://frc.org.uk). Copies of the matters reserved for the board and the terms of reference for each of the main board committees can be found on our website.

**Share capital** At 31 March 2023, the issued share capital of the company was £499,819,926 divided into 681,888,418 ordinary shares of 5 pence each and 273,956,180 deferred shares of 170 pence each. Details of our share capital and movements in our issued share capital are shown in note 22 to the financial statements on page 258. The ordinary shares represented 71.3 per cent and the deferred shares represented 28.7 per cent respectively of the shares in issue as at 31 March 2023.

All our ordinary shares have the same rights, including the rights to one vote at any of our general meetings, to an equal proportion of any dividends we declare and pay, and to an equal amount of any surplus assets, which are distributed in the event of a winding-up.

Our deferred shares convey no right to income, no right to vote and no appreciable right to participate in any surplus capital in the event of a winding-up. The rights attaching to our shares in the company are provided by our articles of association, which may be amended or replaced by means of a special resolution of the company in general meeting. The company renews annually its power to issue and buy back shares at our AGM and such resolutions will be proposed at our 2023 AGM. Our directors' powers are conferred on them by UK legislation and by the company's articles. At the AGM of the company held on 22 July 2022, the directors were authorised to issue relevant securities up to an aggregate nominal amount of £11,364,806 and were empowered to allot equity securities for cash on a non-pre-emptive basis to an aggregate nominal amount of £1,704,721.

**Voting** Electronic and paper proxy appointment and voting instructions must be received by our registrar, Equiniti, no less than 48 hours before a general meeting and when calculating this period, the directors can decide not to take account of any part of a day that is not a working day.

**Transfers**

There are no restrictions on the transfer of our ordinary shares in the company, nor any limitations on the holding of our shares in the company, save: (i) where the company has exercised its right to suspend their voting rights or to prohibit their transfer following the omission of their holder or any person interested in them to provide the company with information requested by it in accordance with Part 22 of the Companies Act 2006; or (ii) where their holder is precluded from exercising voting rights by the Financial Conduct Authority's Listing Rules or the City Code on Takeovers and Mergers.

There are no agreements known to us between holders of securities that may result in restrictions on the transfer of securities or on voting rights. All our issued shares are fully paid.

**Major shareholdings**

At 24 May 2023, our directors had been notified of the following interests in the company's issued ordinary share capital in accordance with the Disclosure and Transparency Rules of the Financial Conduct Authority:

	Per cent of issued share capital	Direct or indirect nature of holding
Lazard Asset Management LLC	9.93	Indirect
BlackRock Inc.	10.88	Indirect

**Purchase of own shares**

At our AGM held on 22 July 2022, our shareholders authorised the company to purchase, in the market, up to 68,188,841 of our ordinary shares of 5 pence each. We did not purchase any shares under this authority during the year. We normally seek such an authority from our shareholders annually. At our 2023 AGM, we will again seek authority from our shareholders to purchase up to 68,188,841 of our ordinary shares of 5 pence each with such authority expiring at the end of our AGM held in 2024.

**Change of control**

As at 31 March 2023, Ocorian Corporate Services (UK) Limited was the trustee that administered our executive share plans and had the ability to exercise voting rights at its discretion, which related to shares that it held under the trust deed constituting the trust. In the event of a takeover offer, which could lead to a change of control of the company, the trustee must consult with the company before accepting the offer or voting in favour of the offer. Subject to that requirement, the trustee may take into account a prescribed list of interests and considerations prior to making a decision in relation to the offer, including the interests of the beneficiaries under the trust.

In the event of a change of control, the participants in our all-employee share incentive plan (ShareBuy) would be able to direct the trustee of ShareBuy, Equiniti Share Plan Trustees Limited, how to act on their behalf.

**Information required by UK Listing Rule 9.8.4**

Details of the amount of interest capitalised by the group during the financial year can be found in note 6 to the financial statements on page 245. In line with current UK tax legislation, the amount is fully deductible against the group's corporation tax liability, resulting in tax relief of £24.2 million.

There are no other disclosures to be made under Listing Rule 9.8.4.

**Directors' indemnities and insurance**

We have in place contractual entitlements for the directors of the company and of its subsidiaries to claim indemnification by the company in respect of certain liabilities which might be incurred by them in the course of their duties as directors. These arrangements, which constitute qualifying third-party indemnity provision and qualifying pension scheme indemnity provision, have been established in compliance with the relevant provisions of the Companies Act 2006 and have been in force throughout the financial year. They include provision for the company to fund the costs incurred by directors in defending certain claims against them in relation to their duties as directors of the company or its subsidiaries. The company maintains an appropriate level of directors' and officers' liability insurance.

# Directors' report

## Statutory and other information continued

### Political donations

It is the company's policy position that we do not support any political party and do not make what are commonly regarded as donations to any political party or other political organisations. The wide definition of donations in the Political Parties, Elections and Referendums Act 2000, however, covers activities that form part of the necessary relationship between the group and our political stakeholders. This can include promoting United Utilities' activities at the main political parties' annual conferences, as well as occasional stakeholder engagement in Westminster. The group incurred expenditure of £11,465 (2021/22): £15,834; 2020/21: £5,801) as part of this process. At the 2022 AGM, an authority was taken to cover such expenditure. A similar resolution will be put to shareholders at the 2023 AGM to authorise the company and its subsidiaries to make such expenditure.

Relationships with regional MPs is very important to United Utilities, and as the provider of an essential service to seven million people across the North West, customers do raise issues with their constituency MP. In 2022/23, we received 482 such MP contacts covering a wide range of topics, particularly as we face challenging times from an economic, environmental and social perspective. Our approach is to always have an open door policy with our MPs and members of their offices, to meet with us, visit our sites or land at any time. We are readily available to discuss topics, whether that is about service, climate change, environmental performance, flooding or quality, and regularly meet our MPs face to face.

We engage regularly with the two devolved administrations in the North West – the Greater Manchester Combined Authority (GMCA) and the Liverpool City Region (LCR) – as well as the region's local authorities, on a range of topics of shared interest, such as tackling flooding risk and enhancing the North West's natural capital. Our sponsorship of the All Party Political Groups for GMCA and LCR helps bring MPs and peers of all parties together with key leaders to help maximise future investment in these areas for the benefit of local communities.

In addition, the company's activities to engage with political stakeholders on matters relevant to the water industry and its operating footprint of North West England extend to its membership of trade associations. This is described in the section below.

### Trade associations

We are members of a small number of trade associations. Some have a national focus, such as Water UK, the representative body of the UK water industry. Others focus on specific professions such as the 100 Group representing the views of the finance directors of FTSE 100 and large UK private companies and the GC100, the voice of general counsel and company secretaries in FTSE 100 companies. The company is a member of regional bodies, such as the North West Business Leadership Team, which encourages engagement across the public and private sectors. Our total contribution to these associations in 2022/23 was £418,561 (2021/22 £408,441; 2020/21:£420,403).

Through Water UK, the company has supported efforts to interact with parliamentary bodies, such as Select Committees and Chairs of specific committees, to provide information on a range of topics. In the past twelve months, we have worked closely with Water UK to share data in our storm overflow performance and what this means for river water quality in the North West. On behalf of the sector, we were pleased to host its first Pollution Summit to share best practice on measures being taken by companies to reduce the frequency of pollution events. Water UK convened a session on the emerging pollution roadmap for the sector.

Through our membership with the North West Business Leadership Team, we have engaged with regional MPs and political stakeholders, such as local authorities and metro mayors, to explore how the business community can work more effectively with the public sector to drive economic growth in the region and tackle some of the North West's pressing social issues. For example, we participated in discussions on unlocking regional growth/levelling up agenda, and colleague resilience and wellbeing. We were pleased to sponsor its North West parliamentary reception, providing a platform to update regional MPs on our efforts to improve river water quality.

<b>Colleagues</b>	<p>Our policies on employee consultation and on equal opportunities for all colleagues can be found on pages 35 and 100. Applicants with disabilities are given equal consideration in our application process, and disabled colleagues have equipment and working practices modified for them as far as possible and where it is safe and practical to do so. Importance is placed on strengthening colleagues' engagement (see page 97). The effect of our regard towards colleagues in relation to the decisions taken during the financial year is included in our S172(1) Statement on pages 58 to 59.</p> <p>Colleagues are encouraged to own shares in the company through the operation of an all employee share incentive plan (ShareBuy).</p> <p>Information on our average number of employees during the year can be found in note 3 on page 243.</p>
<b>Environmental, social and community matters</b>	<p>Details of our approach, as a responsible business, is set out in the strategic report, in particular where we describe our approach to our purpose and strategic themes on page 38, and our core values on page 50, and how we create value for stakeholders on page 76 to 77. Our approach to engagement with our environmental stakeholders and those in the communities we serve can be found on pages 56 to 57. Further information is available on our website at <a href="https://unitedutilities.com/corporate/responsibility">unitedutilities.com/corporate/responsibility</a>. The effect of our regard towards the environment, social and community matters in relation to the decisions taken during the financial year is included in our S172(1) Statement on pages 58 to 59.</p>
<b>Customers and suppliers and key stakeholders</b>	<p>Our approach to engagement with customers, suppliers, regulators and other key stakeholders can be found on pages 56 to 57. The effect of our regard towards customers, suppliers, regulators and other key stakeholders in relation to the decisions taken during the financial year is included in our S172(1) Statement on pages 58 to 59.</p> <p>Our United Supply Chain approach sets out how we work with our suppliers, which can be found on our website at <a href="https://unitedutilities.com/corporate/about-us/governance/suppliers/delivering-value/united-supply-chain">unitedutilities.com/corporate/about-us/governance/suppliers/delivering-value/united-supply-chain</a>. We are a signatory to the Prompt Payment Code. We publish key statistics and other information on our payment practices in line with the Duty to Report on Payment Practices and Performance on the Department for Business, Energy &amp; Industrial Strategy's website. Information is published on a six-monthly basis. For the six months to 31 March 2023, our average time taken to pay invoices was 11 days; in the previous six months it was 12 days.</p>
<b>Energy and carbon report</b>	<p>Our energy and carbon report can be found on page 95 and is hereby incorporated by reference into this directors' report.</p>
<b>Approach to technology development</b>	<p>We are committed to using innovative, cost effective and practical solutions for providing high-quality services and we recognise the importance of ensuring that we focus our investment on the development of technology and that we have the right skills to apply technology to achieve sustainable competitive advantage and we continue to be alert to emerging technological opportunities.</p>
<b>Financial instruments</b>	<p>Our risk management objectives and policies in relation to the use of financial instruments can be found in note A4 on page 265.</p>
<b>Slavery and human trafficking</b>	<p>Our statement can be found on our website at <a href="https://unitedutilities.com/humanrights">unitedutilities.com/humanrights</a></p>
<b>Events occurring after the reporting period</b>	<p>Details of events after the reporting period are included in note 24 on page 258.</p>



# Directors' report

## Statutory and other information continued

### Annual General Meeting

Our 2023 annual general meeting (AGM) will be held on 21 July. Full details of the resolutions to be proposed to our shareholders, and explanatory notes in respect of these resolutions, can be found in our notice of AGM. A copy can be found on our website.

At our 2023 AGM, resolutions will be proposed, among other matters: to receive the integrated annual report and financial statements; to approve the directors' remuneration report; to declare a final dividend; to approve the directors' general authority to allot shares; to grant the authority to issue shares without first applying statutory rights of pre-emption; to authorise the company to make market purchases of its own shares; to authorise the making of limited political donations by the company and its subsidiaries; and to enable the company to continue to hold general meetings on not less than 14 clear days' notice.

### Information given to the auditor

Each of the persons who is a director at the date of approval of this report confirms that:

- so far as they are aware, there is no relevant audit information of which the company's auditor is unaware; and
- they have taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information. This confirmation is given, and should be interpreted, in accordance with the provisions of s418 of the Companies Act 2006.

### Reappointment of the auditor

Our board is proposing that our shareholders reappoint KPMG LLP as our auditor at the forthcoming AGM and authorises the audit committee of the board to set the auditor's remuneration.

Approved by the board on 24 May 2023 and signed on its behalf by:

**Simon Gardiner**  
Company Secretary



# Statement of directors' responsibilities in respect of the annual report and the financial statements

The directors are responsible for preparing the annual report and the group and parent company financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare group and parent company financial statements for each financial year. Under that law they are required to prepare the group financial statements in accordance with international accounting standards in conformity with the requirements of the Companies Act 2006 / UK-adopted international accounting standards and applicable law and have elected to prepare the parent company financial statements on the same basis. In addition the group financial statements are required under the UK Disclosure Guidance and Transparency Rules to be prepared in accordance with International Financial Reporting Standards adopted pursuant to Regulation (EC) No 1606/2002 as it applies in the European Union ('IFRSs as adopted by the EU').

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the group and parent company and of the group's profit or loss for that period. In preparing each of the group and parent company financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable, relevant and reliable;
- state whether they have been prepared in accordance with UK-adopted international accounting standards;
- assess the group and parent company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the group or the parent company or to cease operations, or have no realistic alternative but to do so.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the parent company's transactions and disclose with reasonable accuracy at any time the financial position of the parent company and enable them to ensure that its financial statements comply with the Companies Act 2006. They are responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the group and to prevent and detect fraud and other irregularities.

Under applicable law and regulations, the directors are also responsible for preparing a strategic report, directors' report, directors' remuneration report and corporate governance statement that complies with that law and those regulations.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

In accordance with Disclosure Guidance and Transparency Rule 4.1.14R, the financial statements will form part of the annual financial report prepared using the single electronic reporting format under the TD ESEF Regulation. The auditor's report on these financial statements provides no assurance over the ESEF format.

## Responsibility statement of the directors in respect of the annual financial report

We confirm that to the best of our knowledge:

- the financial statements, prepared in accordance with the applicable set of accounting standards, give a true and fair view of the assets, liabilities, financial position and profit or loss of the company and the undertakings included in the consolidation taken as a whole; and
- the strategic report/directors' report includes a fair review of the development and performance of the business and the position of the issuer and the undertakings included in the consolidation taken as a whole, together with a description of the principal risks and uncertainties that they face.

We consider the annual report and accounts, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the group's position and performance, business model and strategy.

Approved by the board on 24 May 2023 and signed on its behalf by:

**Sir David Higgins**  
Chair

**Phil Aspin**  
Chief Financial Officer